FIRST UNITED CORP/MD/
Form 10-K
March 09, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-K

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

For the fiscal year ended December 31, 2014

Commission file number 0-14237

FIRST UNITED CORPORATION

(Exact name of registrant as specified in its charter)

Maryland	**52-1380770**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification Number)*
19 South Second Street, Oakland, Maryland	**21550-0009**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(800) 470-4356**

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

Title of Each Class:	Name of Each Exchange on Which Registered:
Common Stock, par value $.01 per share	**NASDAQ Global Select Market**

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

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

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 such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ 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 þ No ¨

Indicate by check mark if disclosures of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. þ

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 definition of "accelerated filer", "large accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act). (check one): Large accelerated filer ¨ Accelerated filer ¨
Non-accelerated filer ¨ Smaller reporting company þ

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

The aggregate market value of the registrant's outstanding voting and non-voting common equity held by non-affiliates as of June 30, 2014: **$48,306,011.**

The number of shares of the registrant's common stock outstanding as of February 27, 2015: **6,238,598.**

Documents Incorporated by Reference

Portions of the registrant's definitive proxy statement for the 2014 Annual Meeting of Shareholders to be filed with the SEC pursuant to Regulation 14A are incorporated by reference into Part III of this Annual Report on Form 10-K.

First United Corporation

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Forward-Looking Statements

This Annual Report on Form 10-K of First United Corporation (the "Corporation" and "we", "our" or "us" on a consolidated basis) contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Such statements include projections, predictions, expectations or statements as to beliefs or future events or results or refer to other matters that are not historical facts. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that could cause the actual results to differ materially from those contemplated by the statements. The forward-looking statements contained in this annual report are based on various factors and were derived using numerous assumptions. In some cases, you can identify these forward-looking statements by words like "may", "will", "should", "expect", "plan", "anticipate", "intend", "believe", "estimate", "predict", "po "continue" or the negative of those words and other comparable words. You should be aware that those statements reflect only our predictions. If known or unknown risks or uncertainties should materialize, or if underlying assumptions should prove inaccurate, actual results could differ materially from past results and those anticipated, estimated or projected. You should bear this in mind when reading this annual report and not place undue reliance on these forward-looking statements. Factors that might cause such differences include, but are not limited to:

- the risk that the weak national and local economies and depressed real estate and credit markets caused by the recent global recession will continue to adversely impact the demand for loan, deposit and other financial services and/or increase loan delinquencies and defaults;

- changes in market rates and prices may adversely impact the value of securities, loans, deposits and other financial instruments and the interest rate sensitivity of our balance sheet;

- our liquidity requirements could be adversely affected by changes in our assets and liabilities;

- the effect of legislative or regulatory developments, including changes in laws concerning taxes, banking, securities, insurance and other aspects of the financial services industry;

- competitive factors among financial services organizations, including product and pricing pressures and our ability to attract, develop and retain qualified banking professionals;

- the effect of changes in accounting policies and practices, as may be adopted by the Financial Accounting Standards Board (the "FASB"), the Securities and Exchange Commission (the "SEC"), the Public Company Accounting Oversight Board and other regulatory agencies; and

- the effect of fiscal and governmental policies of the United States federal government.

You should also consider carefully the risk factors discussed in Item 1A of Part I of this annual report, which address additional factors that could cause our actual results to differ from those set forth in the forward-looking statements and could materially and adversely affect our business, operating results and financial condition. The risks discussed in this annual report are factors that, individually or in the aggregate, management believes could cause our actual results to differ materially from expected and historical results. You should understand that it is not possible to predict or identify all such factors. Consequently, you should not consider such disclosures to be a complete discussion of all potential risks or uncertainties.

The forward-looking statements speak only as of the date on which they are made, and, except to the extent required by federal securities laws, we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

ITEM 1. BUSINESS

General

First United Corporation is a Maryland corporation chartered in 1985 and a bank holding company registered with the Federal Reserve under the Bank Holding Company Act of 1956, as amended (the "BHC Act"). Between July 1, 1985 and September 2014, the Corporation was registered with the Federal Reserve as a financial holding company under the federal Gramm-Leach-Bliley Act (the "GLB Act"). The Corporation terminated its election to operate as a financial holding company because it is not engaged, and does not anticipate engaging in the foreseeable future, in any activity that requires that election. The termination is not expected to have any material impact on our future financial condition or results of operations. The Corporation's primary business is serving as the parent company of First United Bank & Trust, a Maryland trust company (the "Bank"), First United Statutory Trust I ("Trust I") and First United Statutory Trust II ("Trust II"), both Connecticut statutory business trusts, and First United Statutory Trust III, a Delaware statutory business trust ("Trust III" and together with Trust I and Trust II, the "Trusts"). The Trusts were formed for the purpose of selling trust preferred securities that qualified as Tier 1 capital. The Corporation is also the parent company of First United Insurance Group, LLC, an inactive Maryland limited liability company that, until January 1, 2012, operated as a general insurance agency. The Bank has three wholly-owned subsidiaries: OakFirst Loan Center, Inc., a West Virginia finance company; OakFirst Loan Center, LLC, a Maryland finance company (collectively, the "OakFirst Loan Centers"), and First OREO Trust, a Maryland statutory trust formed for the purposes of servicing and disposing of the real estate that the Bank acquires through foreclosure or by deed in lieu of foreclosure. The Bank also owns 99.9% of the limited partnership interests in Liberty Mews Limited Partnership, a Maryland limited partnership formed for the purpose of acquiring, developing and operating low-income housing units in Garrett County, Maryland. Until March 27, 2013, the Bank also owned a majority interest in Cumberland Liquidation Trust, a Maryland statutory trust formed for the purposes of servicing and disposing of real estate that secured a loan made by another bank and in which the Bank held a participation interest, but this entity was dissolved on such date.

At December 31, 2014, we had total assets of $1.3 billion, net loans of $827.9 million, and deposits of $981.3 million. Shareholders' equity at December 31, 2014 was $109.0 million.

The Corporation maintains an Internet website at www.mybank4.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.

Banking Products and Services

The Bank operates 25 banking offices, one call center and 28 Automated Teller Machines ("ATMs") in Allegany County, Frederick County, Garrett County, and Washington County in Maryland, and in Mineral County, Berkeley County and Monongalia County in West Virginia. The Bank is an independent community bank providing a complete range of retail and commercial banking services to businesses and individuals in its market areas. Services offered are essentially the same as those offered by the regional institutions that compete with the Bank and include checking, savings, money market deposit accounts, and certificates of deposit, business loans, personal loans, mortgage loans, lines of credit, and consumer-oriented retirement accounts including individual retirement accounts ("IRAs") and employee benefit accounts. In addition, the Bank provides full brokerage services through a networking arrangement with Cetera Investment Services, LLC., a full service broker-dealer. The Bank also provides safe deposit and night depository facilities, insurance products and trust services. The Bank's deposits are insured by the Federal Deposit Insurance Corporation (the "FDIC").

Lending Activities— Our lending activities are conducted through the Bank. Since 2010, the Bank has not originated any new loans through the OakFirst Loan Centers and their sole activity is servicing existing loans.

The Bank's commercial loans are primarily secured by real estate, commercial equipment, vehicles or other assets of the borrower. Repayment is often dependent on the successful business operations of the borrower and may be affected by adverse conditions in the local economy or real estate market. The financial condition and cash flow of commercial borrowers is therefore carefully analyzed during the loan approval process, and continues to be monitored throughout the duration of the loan by obtaining business financial statements, personal financial statements and income tax returns. The frequency of this ongoing analysis depends upon the size and complexity of the credit and collateral that secures the loan. It is also the Bank's general policy to obtain personal guarantees from the principals of the commercial loan borrowers.

Commercial real estate ("CRE") loans are primarily those secured by land for residential and commercial development, agricultural purpose properties, service industry buildings such as restaurants and motels, retail buildings and general

purpose business space. The Bank attempts to mitigate the risks associated with these loans through low loan to value ratio standards, thorough financial analyses, and management's knowledge of the local economy in which the Bank lends.

The risk of loss associated with CRE construction lending is controlled through conservative underwriting procedures such as loan to value ratios of 80% or less, obtaining additional collateral when prudent, analysis of cash flows, and closely monitoring construction projects to control disbursement of funds on loans.

The Bank's residential mortgage portfolio is distributed between variable and fixed rate loans. Many loans are booked at fixed rates in order to meet the Bank's requirements under the federal Community Reinvestment Act (the "CRA") or to complement our asset liability mix. Other fixed rate residential mortgage loans are originated in a brokering capacity on behalf of other financial institutions, for which the Bank receives a fee. As with any consumer loan, repayment is dependent on the borrower's continuing financial stability, which can be adversely impacted by job loss, divorce, illness, or personal bankruptcy. Residential mortgage loans exceeding an internal loan-to-value ratio require private mortgage insurance. Title insurance protecting the Bank's lien priority, as well as fire and casualty insurance, is also required.

Home equity lines of credit, included within the residential mortgage portfolio, are secured by the borrower's home and can be drawn on at the discretion of the borrower. These lines of credit are at variable interest rates.

The Bank also provides residential real estate construction loans to builders and individuals for single family dwellings. Residential construction loans are usually granted based upon "as completed" appraisals and are secured by the property under construction. Site inspections are performed to determine pre-specified stages of completion before loan proceeds are disbursed. These loans typically have maturities of six to 12 months and may have a fixed or variable rate. Permanent financing for individuals offered by the Bank includes fixed and variable rate loans with three, five or seven year adjustable rate mortgages.

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A variety of other consumer loans are also offered to customers, including indirect and direct auto loans, and other secured and unsecured lines of credit and term loans. Careful analysis of an applicant's creditworthiness is performed before granting credit, and on-going monitoring of loans outstanding is performed in an effort to minimize risk of loss by identifying problem loans early.

An allowance for loan losses is maintained to provide for anticipated losses from our lending activities. A complete discussion of the factors considered in determination of the allowance for loan losses is included in Item 7 of Part II of this report.

Deposit Activities— The Bank offers a full array of deposit products including checking, savings and money market accounts, regular and IRA certificates of deposit, Christmas Savings accounts, College Savings accounts, and Health Savings accounts. The Bank also offers the Certificate of Deposit Account Registry Service®, or CDARS®, program to municipalities, businesses, and consumers through which the Bank provides access to multi-million-dollar certificates of deposit that are FDIC-insured. The Bank also offers Insured Cash Sweep, or ICS, program to municipalities, businesses, and consumers through which the Bank provides access to multi-million-dollar savings and demand deposits that are FDIC-insured. In addition, we offer our commercial customers packages which include Treasury Management, Cash Sweep and various checking opportunities.

Information about our income from and assets related to our banking business may be found in the Consolidated Statements of Financial Condition and the Consolidated Statements of Income and the related notes thereto included in Item 8 of Part II of this annual report.

Trust Services—The Bank's Trust Department offers a full range of trust services, including personal trust, investment agency accounts, charitable trusts, retirement accounts including IRA roll-overs, 401(k) accounts and defined benefit plans, estate administration and estate planning.

At December 31, 2014 and 2013, the total market value of assets under the supervision of the Bank's Trust Department was approximately $702 million and $675 million, respectively. Trust Department revenues for these years may be found in the Consolidated Statements of Income under the heading "Other operating income", which is contained in Item 8 of Part II of this annual report.

COMPETITION

The banking business, in all of its phases, is highly competitive. Within our market areas, we compete with commercial banks, (including local banks and branches or affiliates of other larger banks), savings and loan associations and credit unions for loans and deposits, with consumer finance companies for loans, and with other financial institutions for various types of products and services. There is also competition for commercial and retail banking business from banks and financial institutions located outside our market areas and on the internet.

The primary factors in competing for deposits are interest rates, personalized services, the quality and range of financial services, convenience of office locations and office hours. The primary factors in competing for loans are interest rates, loan origination fees, the quality and range of lending services and personalized services.

To compete with other financial services providers, we rely principally upon local promotional activities, personal relationships established by officers, directors and employees with customers, and specialized services tailored to meet customers' needs. In those instances in which we are unable to accommodate a customer's needs, we attempt to arrange for those services to be provided by other financial services providers with which we have a relationship.

The following table sets forth deposit data for the Maryland and West Virginia Counties in which the Bank maintains offices as of June 30, 2014, the most recent date for which comparative information is available.

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	Offices (in Market)	Deposits (in thousands)	Market Share
Allegany County, Maryland:			
Susquehanna Bank	4	$ 289,261	43.78 %
Manufacturers & Traders Trust Company	6	163,739	24.78 %
First United Bank & Trust	3	110,595	16.75 %
PNC Bank NA	2	49,979	7.56 %
Standard Bank	2	47,088	7.13 %

Source: FDIC Deposit Market Share Report

Frederick County, Maryland:			
PNC Bank NA	19	$1,148,600	28.71%
Branch Banking & Trust Co.	12	673,783	16.84%
Bank Of America NA	5	323,255	8.08 %
Frederick County Bank	5	275,975	6.90 %
Manufacturers & Traders Trust Company	6	263,675	6.59 %
Capital One NA	6	242,423	6.06 %
Woodsboro Bank	7	206,765	5.17 %
Wells Fargo Bank NA	2	149,813	3.74 %
Middletown Valley Bank	4	134,713	3.37 %
First United Bank & Trust	4	130,987	3.27 %
SunTrust Bank	3	126,346	3.16 %
BlueRidge Bank	1	125,998	3.15 %
Sandy Spring Bank	4	99,185	2.48 %
Santander Bank, N.A.	1	35,480	0.89 %
The Columbia Bank	2	28,614	0.72 %
Damascus Community Bank	1	18,799	0.47 %
SONABANK	1	15,654	0.39 %
Woodforest National Bank	1	509	0.01 %

Source: FDIC Deposit Market Share Report

Garrett County, Maryland:			
First United Bank & Trust	6	$327,922	57.43%
Susquehanna Bank	2	109,605	19.19%
Manufacturers & Traders Trust Company	3	92,279	16.16%
Clear Mountain Bank	1	34,765	6.09 %
Miners & Merchants Bank	1	6,441	1.13 %

Source: FDIC Deposit Market Share Report

Washington County, Maryland:			
Susquehanna Bank	9	$679,314	33.13%
The Columbia Bank	9	444,537	21.66%
Manufacturers & Traders Trust Company	11	389,161	18.98%
PNC Bank NA	5	171,034	8.34 %
United Bank	2	85,432	4.17 %

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First United Bank & Trust	3	74,838	3.65%
Santander Bank, N.A.	3	73,822	3.60%
Capital One NA	2	46,310	2.26%
CNB Bank, Inc.	1	35,251	1.72%
Orrstown Bank	1	23,748	1.16%
Middletown Valley Bank	1	15,360	0.75%
Jefferson Security Bank	1	7,773	0.38%
Bank of Charles Town	1	4,033	0.20%

Source: FDIC Deposit Market Share Report

Berkeley County, West Virginia:			
Branch Banking & Trust Company	5	$334,451	29.21%
United Bank	4	171,838	15.01%
First United Bank & Trust	4	125,695	10.98%
City National Bank of West Virginia	4	123,676	10.80%
Susquehanna Bank	3	107,597	9.40 %
MVB Bank Inc.	2	105,382	9.20 %
Jefferson Security Bank	2	70,904	6.19 %
Bank of Charles Town	2	49,178	4.29 %
CNB Bank, Inc.	3	43,395	3.79 %
Summit Community Bank	1	12,185	1.06 %
Woodforest National Bank	1	846	0.07 %

Source: FDIC Deposit Market Share Report

Mineral County, West Virginia:			
First United Bank & Trust	2	$85,044	36.92%
Branch Banking & Trust Company	2	71,240	30.92%
Manufacturers & Traders Trust Company	2	45,831	19.89%
Grant County Bank	1	28,276	12.27%

Source: FDIC Deposit Market Share Report

Monongalia County, West Virginia:			
United Bank	7	$678,417	32.04%
Branch Banking & Trust Company	6	431,829	20.39%
Huntington National Bank	6	370,407	17.49%
Clear Mountain Bank	6	193,622	9.14 %
Wesbanco Bank, Inc.	5	132,817	6.27 %
First United Bank & Trust	3	126,327	5.97 %
MVB Bank, Inc.	2	102,875	4.86 %

PNC Bank NA	2	33,454	1.58 %
First Exchange Bank	1	26,787	1.26 %
Citizens Bank of Morgantown, Inc.	1	21,146	1.00 %

Source: FDIC Deposit Market Share Report

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For further information about competition in our market areas, see the Risk Factor entitled "**We operate in a competitive environment, and our inability to effectively compete could adversely and materially impact our financial condition and results of operations**" in Item 1A of Part I of this annual report.

SUPERVISION AND REGULATION

The following is a summary of the material regulations and policies applicable to the Corporation and its subsidiaries and is not intended to be a comprehensive discussion. Changes in applicable laws and regulations may have a material effect on our business.

General

The Corporation is registered with the Board of Governors of the Federal Reserve System (the "Federal Reserve") as a bank holding company under the BHC Act and, as such, is subject to the supervision, examination and reporting requirements of the BHC Act and the regulations of the Federal Reserve. As a publicly-traded company whose common stock is registered under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and listed on The NASDAQ Global Select Market, the Corporation is also subject to regulation and supervision by the SEC and The NASDAQ Stock Market, LLC ("NASDAQ").

The Bank is a Maryland trust company subject to the banking laws of Maryland and to regulation by the Commissioner of Financial Regulation of Maryland (the "Maryland Commissioner"), who is required by statute to make at least one examination in each calendar year (or at 18-month intervals if the Maryland Commissioner determines that an examination is unnecessary in a particular calendar year). The Bank also has offices in West Virginia, and the operations of these offices are subject to West Virginia laws and to supervision and examination by the West Virginia Division of Banking. As a member of the FDIC, the Bank is also subject to certain provisions of federal law and regulations regarding deposit insurance and activities of insured state-chartered banks, including those that require examination by the FDIC. In addition to the foregoing, there are a myriad of other federal and state laws and regulations that affect, impact or govern the business of banking, including consumer lending, deposit-taking, and trust operations.

All non-bank subsidiaries of the Corporation are subject to examination by the Federal Reserve, and, as affiliates of the Bank, are subject to examination by the FDIC and the Maryland Commissioner. In addition, OakFirst Loan Center, Inc. is subject to licensing and regulation by the West Virginia Division of Banking, and OakFirst Loan Center, LLC is subject to licensing and regulation by the Maryland Commissioner.

Regulatory Reforms

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), which was enacted in July 2010, significantly restructures the financial regulatory regime in the United States. Although the Dodd-Frank Act's provisions that have received the most public attention generally have been those applying to or more likely to affect larger institutions such as banks and bank holding companies with total consolidated assets of $50 billion or more, it contains numerous other provisions that affect all financial institutions, including the Corporation and the Bank. The Dodd-Frank Act contains a wide variety of provisions (many of which are not yet effective) affecting the regulation of bank holding companies and depository institutions, including restrictions related to mortgage originations, risk retention requirements as to securitized loans, and the establishment of a new financial consumer protection agency, known as the Consumer Financial Protection Bureau (the "CFPB"), that is empowered to promulgate and enforce new consumer protection regulations and revise and enforce existing regulations in many areas of consumer compliance.

Moreover, not only are the states' attorneys general entitled to enforce consumer protection rules issued by the CFPB, but states are permitted to adopt their own consumer protection laws that are more strict than those created under the Dodd-Frank Act. Recently, U.S. financial regulatory agencies have increasingly used general consumer protection statutes to address unethical or otherwise bad business practices that may not necessarily fall directly under the purview of a specific banking or consumer finance law. Prior to the Dodd-Frank Act, there was little formal guidance as to the parameters for compliance with the federal "unfair or deceptive acts or practices" ("UDAP") laws. However, the UDAP provisions have been expanded under the Dodd-Frank Act to apply to "unfair, deceptive or abusive acts or practices", which has been delegated to the CFPB for supervision.

Many of the Dodd-Frank Act's provisions are subject to final rulemaking by the U.S. financial regulatory agencies, and the Dodd-Frank Act's impact on our business will depend to a large extent on how and when such rules are adopted and implemented by the primary U.S. financial regulatory agencies. We continue to analyze the impact of rules adopted under the Dodd-Frank Act on our business, but the full impact will not be known until the rules and related regulatory initiatives are finalized and their combined impact can be understood. We do anticipate that the Dodd-Frank Act will increase our regulatory compliance burdens and costs and may restrict the financial products and services that we offer to our customers in the future. In particular, the Dodd-Frank Act will require us to invest significant management attention and resources so that we can evaluate the impact of and ensure compliance with this law and its rules.

Regulation of Bank Holding Companies

The Corporation and its affiliates are subject to the provisions of Section 23A and Section 23B of the Federal Reserve Act. Section 23A limits the amount of loans or extensions of credit to, and investments in, the Corporation and its non-bank affiliates by the Bank. Section 23B requires that transactions between the Bank and the Corporation and its non-bank affiliates be on terms and under circumstances that are substantially the same as with non-affiliates.

Under Federal Reserve policy, the Corporation is expected to act as a source of strength to the Bank, and the Federal Reserve may charge the Corporation with engaging in unsafe and unsound practices for failure to commit resources to a subsidiary bank when required. This support may be required at times when the bank holding company may not have the resources to provide the support. Under the prompt corrective action provisions, if a controlled bank is undercapitalized, then the regulators could require the bank holding company to guarantee the bank's capital restoration plan. In addition, if the Federal Reserve believes that a bank holding company's activities, assets or affiliates represent a significant risk to the financial safety, soundness or stability of a controlled bank, then the Federal Reserve could require the bank holding company to terminate the activities, liquidate the assets or divest the affiliates. The regulators may require these and other actions in support of controlled banks even if such actions are not in the best interests of the bank holding company or its stockholders. Because the Corporation is a bank holding company, it is viewed as a source of financial and managerial strength for any controlled depository institutions, like the Bank.

During 2013, significant media attention was given to the Dodd-Frank Act's amendment of the BHC Act to require the U.S. financial regulatory agencies to adopt rules that prohibit banking institutions and their affiliates from engaging in proprietary trading and investing in and sponsoring certain unregistered investment companies (defined as hedge funds and private equity funds). The statutory provision is commonly called the "Volcker Rule". The U.S. financial regulatory agencies adopted final rules implementing the Volcker Rule on December 10, 2013. The Volcker Rule became effective on July 21, 2012 and the final rules had an effective date of April 1, 2014, but the U.S. financial regulatory agencies issued an order in December 2014 extending the period during which institutions have to conform their activities and investments to the requirements of the Volcker Rule to July 21, 2015. We do not anticipate that the Volcker Rule or the final rules adopted thereunder will have a material effect on our operations, as we believe that we do not engage in the businesses prohibited by the Volcker Rule. (But see the risk factor entitled, "**The Volcker Rule may require us to dispose of certain investments by July 21, 2015, which could result in a significant charge to earnings.**" contained in Item 1A of this Part I of this annual report.) We may incur costs related to the adoption of additional policies and systems to ensure compliance with the Volcker Rule, but we do not expect that such costs would be material.

In addition, under the Financial Institutions Reform, Recovery and Enforcement Act of 1989 ("FIRREA"), depository institutions insured by the FDIC can be held liable for any losses incurred by, or reasonably anticipated to be incurred by, the FDIC in connection with (i) the default of a commonly controlled FDIC-insured depository institution or (ii) any assistance provided by the FDIC to a commonly controlled FDIC-insured depository institution in danger of default. Accordingly, in the event that any insured subsidiary of the Corporation causes a loss to the FDIC, other

insured subsidiaries of the Corporation could be required to compensate the FDIC by reimbursing it for the estimated amount of such loss. Such cross guaranty liabilities generally are superior in priority to obligations of a financial institution to its shareholders and obligations to other affiliates.

Federal Banking Regulation

Federal banking regulators, such as the Federal Reserve and the FDIC, may prohibit the institutions over which they have supervisory authority from engaging in activities or investments that the agencies believe are unsafe or unsound banking practices. Federal banking regulators have extensive enforcement authority over the institutions they regulate to prohibit or correct activities that violate law, regulation or a regulatory agreement or which are deemed to be unsafe or unsound practices. Enforcement actions may include the appointment of a conservator or receiver, the issuance of a cease and desist order, the termination of deposit insurance, the imposition of civil money penalties on the institution, its directors, officers, employees and institution-affiliated parties, the issuance of directives to increase capital, the issuance of formal and informal agreements, the removal of or restrictions on directors, officers, employees and institution-affiliated parties, and the enforcement of any such mechanisms through restraining orders or other court actions.

The Bank is subject to certain restrictions on extensions of credit to executive officers, directors, and principal shareholders or any related interest of such persons, which generally require that such credit extensions be made on substantially the same terms as those available to persons who are not related to the Bank and not involve more than the normal risk of repayment. Other laws tie the maximum amount that may be loaned to any one customer and its related interests to capital levels.

As part of the Federal Deposit Insurance Corporation Improvement Act of 1991 (“FDICIA”), each federal banking regulator adopted non-capital safety and soundness standards for institutions under its authority. These standards include internal controls, information systems and internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth, and compensation, fees and benefits. An institution that fails to meet those standards may be required by the agency to develop a plan acceptable to meet the standards. Failure to submit or implement such a plan may subject the institution to regulatory sanctions. We believe that the Bank meets substantially all standards that have been adopted. FDICIA also imposes capital standards on insured depository institutions.

The Community Reinvestment Act requires the FDIC, in connection with its examination of financial institutions within its jurisdiction, to evaluate the record of those financial institutions in meeting the credit needs of their communities, including low and moderate income neighborhoods, consistent with principles of safe and sound banking practices. These factors are also considered by all regulatory agencies in evaluating mergers, acquisitions and applications to open a branch or facility. As of the date of its most recent examination report, the Bank had a CRA rating of “Satisfactory”.

The Bank is also subject to a variety of other laws and regulations with respect to the operation of its business, including, but not limited to, the Truth in Lending Act, the Truth in Savings Act, the Equal Credit Opportunity Act, the Electronic Funds Transfer Act, the Fair Housing Act, the Home Mortgage Disclosure Act, the Fair Debt Collection Practices Act, the Fair Credit Reporting Act, Expedited Funds Availability (Regulation CC), Reserve Requirements (Regulation D), Privacy of Consumer Information (Regulation P), Margin Stock Loans (Regulation U), the Right To Financial Privacy Act, the Flood Disaster Protection Act, the Homeowners Protection Act, the Servicemembers Civil Relief Act, the Real Estate Settlement Procedures Act, the Telephone Consumer Protection Act, the CAN-SPAM Act, the Children’s Online Privacy Protection Act, and the John Warner National Defense Authorization Act.

Capital Requirements

The Corporation and the Bank are subject to the regulatory capital requirements administered by the Federal Reserve and the FDIC, respectively. Until January 1, 2015, the federal regulatory authorities’ risk-based capital guidelines were based upon the 1988 capital accord (“Basel I”) of the Basel Committee on Banking Supervision (the “Basel Committee”). The Basel Committee is a committee of central banks and bank supervisors/regulators from the major industrialized countries that develops broad policy guidelines for use by each country’s supervisors in determining the supervisory policies they apply. Capital guidelines are intended to ensure that banking organizations have adequate capital given the risk levels of assets and off-balance sheet financial instruments. Under the requirements, banking organizations are required to maintain minimum ratios for Tier 1 capital and total capital to risk-weighted assets (including certain off-balance sheet items, such as letters of credit). For purposes of calculating the ratios, a banking organization’s assets and some of its specified off-balance sheet commitments and obligations are assigned to various risk categories. A depository institution’s or holding company’s capital, in turn, is classified in one of two tiers, depending on type:

- Core Capital (Tier 1). Tier 1 capital includes common equity, retained earnings, qualifying non-cumulative perpetual preferred stock, minority interests in equity accounts of consolidated subsidiaries (and, under existing standards, a limited amount of qualifying trust preferred securities and qualifying cumulative perpetual preferred stock at the holding company level), less goodwill, most intangible assets and certain other assets.
- Supplementary Capital (Tier 2). Tier 2 capital includes, among other things, perpetual preferred stock and trust preferred securities not meeting the Tier 1 definition, qualifying mandatory convertible debt securities, qualifying subordinated debt, and allowances for loan and lease losses, subject to limitations.

The Corporation, like other bank holding companies, currently is required to maintain Tier 1 capital and "total capital" (the sum of Tier 1 and Tier 2 capital) equal to at least 4.0% and 8.0%, respectively, of its total risk-weighted assets (including various off-balance-sheet items, such as letters of credit). The Bank, like other depository institutions, is required to maintain similar capital levels under capital adequacy guidelines. In addition, for a depository institution to be considered "well capitalized" under the regulatory framework for prompt corrective action, its Tier 1 and total capital ratios must be at least 6.0% and 10.0% on a risk-adjusted basis, respectively.

Bank holding companies and banks are also currently required to comply with minimum leverage ratio requirements. The leverage ratio is the ratio of a banking organization's Tier 1 capital to its total adjusted quarterly average assets (as defined for regulatory purposes). The requirements necessitate a minimum leverage ratio of 3.0% for bank holding companies and member banks that either have the highest supervisory rating or have implemented the appropriate federal regulatory authority's risk-adjusted measure for market risk. All other bank holding companies and member banks are required to maintain a minimum leverage ratio of 4.0%, unless a different minimum is specified by an appropriate regulatory authority. In addition, for a depository institution to be considered "well capitalized" under the regulatory framework for prompt corrective action, its leverage ratio must be at least 5.0%.

On July 2, 2013, the Federal Reserve approved final rules that substantially amend the regulatory risk-based capital rules applicable to First United Corporation. The FDIC subsequently approved the same rules. The final rules implement the "Basel III" regulatory capital reforms and changes required by the Dodd-Frank Act and are effective January 1, 2015.

The Basel III capital rules include new risk-based capital and leverage ratios, which will be phased in from 2015 to 2019, and which refine the definition of what constitutes "capital" for purposes of calculating those ratios. The new minimum capital level requirements applicable to the Corporation under the final rules will be: (i) a new common equity Tier 1 capital ratio of 4.5%; (ii) a Tier 1 capital ratio of 6% (increased from 4%); (iii) a total capital ratio of 8% (unchanged from current rules); and (iv) a Tier 1 leverage ratio of 4% for all institutions. The final rules also establish a "capital conservation buffer" above the new regulatory minimum capital requirements, which must consist entirely of common equity Tier 1 capital. The capital conservation buffer will be phased-in over four years beginning on January 1, 2016, as follows: the maximum buffer will be 0.625% of risk-weighted assets for 2016, 1.25% for 2017, 1.875% for 2018, and 2.5% for 2019 and thereafter. This will result in the following minimum ratios beginning in 2019: (a) a common equity Tier 1 capital ratio of 7.0%; (b) a Tier 1 capital ratio of 8.5%; and (c) a total capital ratio of 10.5%. Under the final rules, institutions are subject to limitations on paying dividends, engaging in share repurchases, and paying discretionary bonuses if its capital level falls below the buffer amount. These limitations establish a maximum percentage of eligible retained income that could be utilized for such actions.

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The Basel III capital rules also implement revisions and clarifications consistent with Basel III regarding the various components of Tier 1 capital, including common equity, unrealized gains and losses, as well as certain instruments that will no longer qualify as Tier 1 capital, some of which will be phased out over time. Under the final rules, the effects of certain accumulated other comprehensive items are not excluded; however, banking organizations like the Corporation and the Bank that are not considered “advanced approaches” banking organizations may make a one-time permanent election to continue to exclude these items. The Corporation and the Bank expect to make this election in their first quarter 2015 regulatory filings in order to avoid significant variations in the level of capital depending upon the impact of interest rate fluctuations on the fair value of the Corporation’s available-for-sale securities portfolio. Additionally, the final rules provide that small depository institution holding companies with less than $15 billion in total assets as of December 31, 2009 (which includes the Corporation) will be able to permanently include non-qualifying instruments that were issued and included in Tier 1 or Tier 2 capital prior to May 19, 2010 in additional Tier 1 or Tier 2 capital until they redeem such instruments or until the instruments mature.

The final rules set forth certain changes for the calculation of risk-weighted assets. The number of credit risk exposure categories and risk weights has increased, and also addresses: (i) an alternative standard of creditworthiness consistent with Section 939A of the Dodd-Frank Act; (ii) revisions to recognition of credit risk mitigation; (iii) rules for risk weighting of equity exposures and past due loans; and (d) revised capital treatment for derivatives and repo-style transactions.

We believe that we are in compliance with the applicable requirements of the final rules.

Additional information about our capital ratios and requirements is contained in Item 7 of Part II of this annual report under the heading “Capital Resources”.

Prompt Corrective Action

The Federal Deposit Insurance (“FDI”) Act requires, among other things, the federal banking agencies to take “prompt corrective action” in respect of depository institutions that do not meet minimum capital requirements. The FDI Act includes the following five capital tiers: “well capitalized,” “adequately capitalized,” “undercapitalized,” “significantly undercapitalized” and “critically undercapitalized.” A depository institution’s capital tier will depend upon how its capital levels compare with various relevant capital measures and certain other factors, as established by regulation. The relevant capital measures are the total capital ratio, the Tier 1 capital ratio and the leverage ratio.

A bank will be (i) “well capitalized” if the institution has a total risk-based capital ratio of 10.0% or greater, a Tier 1 risk-based capital ratio of 6.0% or greater, and a leverage ratio of 5.0% or greater, and is not subject to any order or written directive by any such regulatory authority to meet and maintain a specific capital level for any capital measure,

(ii) “adequately capitalized” if the institution has a total risk-based capital ratio of 8.0% or greater, a Tier 1 risk-based capital ratio of 4.0% or greater, and a leverage ratio of 4.0% or greater and is not “well capitalized”, (iii) “undercapitalized” if the institution has a total risk-based capital ratio that is less than 8.0%, a Tier 1 risk-based capital ratio of less than 4.0% or a leverage ratio of less than 4.0%, (iv) “significantly undercapitalized” if the institution has a total risk-based capital ratio of less than 6.0%, a Tier 1 risk-based capital ratio of less than 3.0% or a leverage ratio of less than 3.0%, and (v) “critically undercapitalized” if the institution’s tangible equity is equal to or less than 2.0% of average quarterly tangible assets. An institution may be downgraded to, or deemed to be in, a capital category that is lower than indicated by its capital ratios if it is determined to be in an unsafe or unsound condition or if it receives an unsatisfactory examination rating with respect to certain matters. A bank’s capital category is determined solely for the purpose of applying prompt corrective action regulations, and the capital category may not constitute an accurate representation of the bank’s overall financial condition or prospects for other purposes.

Effective January 1, 2015, the Basel III capital rules revise the prompt corrective action requirements by (i) introducing the CET1 ratio requirement at each level (other than critically undercapitalized), with the required CET1 ratio being 6.5% for well-capitalized status; (ii) increasing the minimum Tier 1 capital ratio requirement for each category (other than critically undercapitalized), with the minimum Tier 1 capital ratio for well-capitalized status being 8%; and (iii) eliminating the provision that permitted a bank with a composite supervisory rating of 1 but a leverage ratio of at least 3% to be deemed adequately capitalized. The Basel III Capital Rules do not change the total risk-based capital requirement for any prompt corrective action category.

The FDI Act generally prohibits a depository institution from making any capital distributions (including payment of a dividend) or paying any management fee to its parent holding company if the depository institution would thereafter be “undercapitalized.” “Undercapitalized” institutions are subject to growth limitations and are required to submit a capital restoration plan. The agencies may not accept such a plan without determining, among other things, that the plan is based on realistic assumptions and is likely to succeed in restoring the depository institution’s capital. In addition, for a capital restoration plan to be acceptable, the depository institution’s parent holding company must guarantee that the institution will comply with such capital restoration plan. The bank holding company must also provide appropriate assurances of performance. The aggregate liability of the parent holding company is limited to the lesser of (i) an amount equal to 5.0% of the depository institution’s total assets at the time it became undercapitalized and (ii) the amount which is necessary (or would have been necessary) to bring the institution into compliance with all capital standards applicable with respect to such institution as of the time it fails to comply with the plan. If a depository institution fails to submit an acceptable plan, it is treated as if it is “significantly undercapitalized.” Significantly undercapitalized” depository institutions may be subject to a number of requirements and restrictions, including orders to sell sufficient voting stock to become “adequately capitalized,” requirements to reduce total assets, and cessation of receipt of deposits from correspondent banks. “Critically undercapitalized” institutions are subject to the appointment of a receiver or conservator.

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The appropriate federal banking agency may, under certain circumstances, reclassify a well capitalized insured depository institution as adequately capitalized. The FDI Act provides that an institution may be reclassified if the appropriate federal banking agency determines (after notice and opportunity for hearing) that the institution is in an unsafe or unsound condition or deems the institution to be engaging in an unsafe or unsound practice.

The appropriate agency is also permitted to require an adequately capitalized or undercapitalized institution to comply with the supervisory provisions as if the institution were in the next lower category (but not treat a significantly undercapitalized institution as critically undercapitalized) based on supervisory information other than the capital levels of the institution.

The Corporation believes that, as of December 31, 2014, the Bank was “well capitalized” based on the aforementioned ratios.

Liquidity Requirements

Historically, the regulation and monitoring of bank and bank holding company liquidity has been addressed as a supervisory matter, without required formulaic measures. The Basel III liquidity framework requires banks and bank holding companies to measure their liquidity against specific liquidity tests that, although similar in some respects to liquidity measures historically applied by banks and regulators for management and supervisory purposes, going forward would be required by regulation. One test, referred to as the liquidity coverage ratio (“LCR”), is designed to ensure that the banking entity maintains an adequate level of unencumbered high-quality liquid assets equal to the entity’s expected net cash outflow for a 30-day time horizon (or, if greater, 25% of its expected total cash outflow) under an acute liquidity stress scenario. The other test, referred to as the net stable funding ratio (“NSFR”), is designed to promote more medium- and long-term funding of the assets and activities of banking entities over a one-year time horizon. These requirements will incent banking entities to increase their holdings of U.S. Treasury securities and other sovereign debt as a component of assets and increase the use of long-term debt as a funding source. In October 2013, the federal banking agencies proposed rules implementing the LCR for advanced approaches banking organizations and a modified version of the LCR for bank holding companies with at least $50 billion in total consolidated assets that are not advanced approach banking organizations, neither of which would apply to the Corporation or the Bank. The federal banking agencies have not yet proposed rules to implement the NSFR.

Deposit Insurance

The Bank is a member of the FDIC and pays an insurance premium to the FDIC based upon its assessable deposits on a quarterly basis. Deposits are insured up to applicable limits by the FDIC and such insurance is backed by the full faith and credit of the United States Government.

Under the Dodd-Frank Act, a permanent increase in deposit insurance was authorized to $250,000. The coverage limit is per depositor, per insured depository institution for each account ownership category.

The Dodd-Frank Act also set a new minimum DIF reserve ratio at 1.35% of estimated insured deposits. The FDIC is required to attain this ratio by September 30, 2020. The Dodd-Frank Act required the FDIC to redefine the deposit insurance assessment base for an insured depository institution. Prior to the Dodd-Frank Act, an institution's assessment base has historically been its domestic deposits, with some adjustments. As redefined pursuant to the Dodd-Frank Act, an institution's assessment base is now an amount equal to the institution's average consolidated total assets during the assessment period minus average tangible equity. Institutions with $1.0 billion or more in assets at the end of a fiscal quarter, like the Bank, must report their average consolidated total assets on a daily basis and report their average tangible equity on an end-of-month balance basis.

The Federal Deposit Insurance Reform Act of 2005, which created the DIF, gave the FDIC greater latitude in setting the assessment rates for insured depository institutions which could be used to impose minimum assessments. The FDIC has the flexibility to adopt actual rates that are higher or lower than the total base assessment rates adopted without notice and comment, if certain conditions are met.

DIF-insured institutions pay a Financing Corporation ("FICO") assessment in order to fund the interest on bonds issued in the 1980s in connection with the failures in the thrift industry. These assessments will continue until the bonds mature in 2019.

The FDIC is authorized to conduct examinations of and require reporting by FDIC-insured institutions. It is also authorized to terminate a depository bank's deposit insurance upon a finding by the FDIC that the bank's financial condition is unsafe or unsound or that the institution has engaged in unsafe or unsound practices or has violated any applicable rule, regulation, order or condition enacted or imposed by the bank's regulatory agency. The termination of deposit insurance for our national bank subsidiary would have a material adverse effect on our earnings, operations and financial condition.

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Bank Secrecy Act/Anti-Money Laundering

The Bank Secrecy Act ("BSA"), which is intended to require financial institutions to develop policies, procedures, and practices to prevent and deter money laundering, mandates that every national bank have a written, board-approved program that is reasonably designed to assure and monitor compliance with the BSA.

The program must, at a minimum: (i) provide for a system of internal controls to assure ongoing compliance; (ii) provide for independent testing for compliance; (iii) designate an individual responsible for coordinating and monitoring day-to-day compliance; and (iv) provide training for appropriate personnel. In addition, state-chartered banks are required to adopt a customer identification program as part of its BSA compliance program. State-chartered banks are also required to file Suspicious Activity Reports when they detect certain known or suspected violations of federal law or suspicious transactions related to a money laundering activity or a violation of the BSA.

In addition to complying with the BSA, the Bank is subject to the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (the "USA Patriot Act"). The USA Patriot Act is designed to deny terrorists and criminals the ability to obtain access to the United States' financial system and has significant implications for depository institutions, brokers, dealers, and other businesses involved in the transfer of money. The USA Patriot Act mandates that financial service companies implement additional policies and procedures and take heightened measures designed to address any or all of the following matters: customer identification programs, money laundering, terrorist financing, identifying and reporting suspicious activities and currency transactions, currency crimes, and cooperation between financial institutions and law enforcement authorities.

Mortgage Lending and Servicing

In January 2013, the CFPB issued eight final regulations governing mainly consumer mortgage lending. These regulations became effective in January 2014.

One of these rules, effective on January 10, 2014, requires mortgage lenders to make a reasonable and good faith determination based on verified and documented information that a consumer applying for a mortgage loan has a reasonable ability to repay the loan according to its terms. This rule also defines "qualified mortgages." In general, a "qualified mortgage" is a mortgage loan without negative amortization, interest-only payments, balloon payments, or a term exceeding 30 years, where the lender determines that the borrower has the ability to repay, and where the borrower's points and fees do not exceed 3% of the total loan amount. Qualified mortgages that that are not "higher-priced" are afforded a safe harbor presumption of compliance with the ability to repay rules. Qualified mortgages that are "higher-priced" garner a rebuttable presumption of compliance with the ability to repay rules.

The CFPB regulations also: (i) require that “higher-priced” mortgages must have escrow accounts for taxes and insurance and similar recurring expenses; (ii) expand the scope of the high-rate, high-cost mortgage provisions by, among other provisions, lowering the rates and fees that lead to coverage and including home equity lines of credit; (iii) revise rules for mortgage loan originator compensation; (iv) add prohibitions against mandatory arbitration provisions and financing single premium credit insurances; and (v) impose a broader requirement for providing borrowers with copies of all appraisals on first-lien dwelling secured loans.

Effective January 10, 2014, the CFPB’s final Truth-in-Lending Act rules relating to mortgage servicing impose new obligations to credit payments and provide payoff statements within certain time periods and provide new notices prior to interest rate and payment adjustments. Effective on that same date, the CFPB’s final Real Estate Settlement Procedures Act rules add new obligations on the servicer when a mortgage loan is default.

On November 20, 2013, the CFPB issued a final rule on integrated mortgage disclosures under the Truth-in-Lending Act and the Real Estate Settlement Procedures Act, for which compliance is required by August 1, 2015. We are evaluating these integrated mortgage disclosure rules for compliance by that deadline.

Federal Securities Laws and NASDAQ Rules

The shares of the Corporation’s common stock are registered with the SEC under Section 12(b) of the Exchange and listed on the NASDAQ Global Select Market. The Corporation is subject to information reporting requirements, proxy solicitation requirements, insider trading restrictions and other requirements of the Exchange Act, including the requirements imposed under the federal Sarbanes-Oxley Act of 2002, and rules adopted by NASDAQ. Among other things, loans to and other transactions with insiders are subject to restrictions and heightened disclosure, directors and certain committees of the Board must satisfy certain independence requirements, the Corporation must comply with certain enhanced corporate governance requirements, and various issuances of securities by the Corporation require shareholder approval.

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Governmental Monetary and Credit Policies and Economic Controls

The earnings and growth of the banking industry and ultimately of the Bank are affected by the monetary and credit policies of governmental authorities, including the Federal Reserve. An important function of the Federal Reserve is to regulate the national supply of bank credit in order to control recessionary and inflationary pressures. Among the instruments of monetary policy used by the Federal Reserve to implement these objectives are open market operations in U.S. Government securities, changes in the federal funds rate, changes in the discount rate of member bank borrowings, and changes in reserve requirements against member bank deposits. These means are used in varying combinations to influence overall growth of bank loans, investments and deposits and may also affect interest rates charged on loans or paid on deposits. The monetary policies of the Federal Reserve authorities have had a significant effect on the operating results of commercial banks in the past and are expected to continue to have such an effect in the future. In view of changing conditions in the national economy and in the money markets, as well as the effect of actions by monetary and fiscal authorities, including the Federal Reserve, no prediction can be made as to possible future changes in interest rates, deposit levels, loan demand or their effect on our businesses and earnings.

SEASONALITY

Management does not believe that our business activities are seasonal in nature. Deposit and loan demand may vary depending on local and national economic conditions, but management believes that any variation will not have a material impact on our planning or policy-making strategies.

EMPLOYEES

At December 31, 2014, we employed 372 individuals, of whom 303 were full-time employees.

ITEM 1A. RISK FACTORS

The significant risks and uncertainties related to us, our business and our securities of which we are aware are discussed below. You should carefully consider these risks and uncertainties before making investment decisions in respect of our securities. Any of these factors could materially and adversely affect our business, financial condition, operating results and prospects and could negatively impact the market price of our securities. If any of these risks materialize, you could lose all or part of your investment in the Corporation. Additional risks and uncertainties that we do not yet know of, or that we currently think are immaterial, may also impair our business operations. You should also consider the other information contained in this annual report, including our financial statements and the related notes, before making investment decisions in respect of our securities.

Risks Relating to First United Corporation and its Affiliates

First United Corporation's future success depends on the successful growth of its subsidiaries.

The Corporation's primary business activity for the foreseeable future will be to act as the holding company of the Bank and its other direct and indirect subsidiaries. Therefore, the Corporation's future profitability will depend on the success and growth of these subsidiaries. In the future, part of our growth may come from buying other banks and buying or establishing other companies. Such entities may not be profitable after they are purchased or established, and they may lose money, particularly at first. A new bank or company may bring with it unexpected liabilities, bad loans, or bad employee relations, or the new bank or company may lose customers.

Interest rates and other economic conditions will impact our results of operations.

Our results of operations may be materially and adversely affected by changes in prevailing economic conditions, including declines in real estate values, rapid changes in interest rates and the monetary and fiscal policies of the federal government. Our profitability is in part a function of the spread between the interest rates earned on assets and the interest rates paid on deposits and other interest-bearing liabilities (*i.e.*, net interest income), including advances from the Federal Home Loan Bank of Atlanta (the "FHLB"). Interest rate risk arises from mismatches (*i.e.*, the interest sensitivity gap) between the dollar amount of repricing or maturing assets and liabilities. If more assets reprice or mature than liabilities during a falling interest rate environment, then our earnings could be negatively impacted. Conversely, if more liabilities reprice or mature than assets during a rising interest rate environment, then our earnings could be negatively impacted. Fluctuations in interest rates are not predictable or controllable. There can be no assurance that our attempts to structure our asset and liability management strategies to mitigate the impact on net interest income of changes in market interest rates will be successful in the event of such changes.

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The majority of our business is concentrated in Maryland and West Virginia, much of which involves real estate lending, so a decline in the real estate and credit markets could materially and adversely impact our financial condition and results of operations.

Most of the Bank's loans are made to borrowers located in Western Maryland and Northeastern West Virginia, and many of these loans, including construction and land development loans, are secured by real estate. Approximately 12%, or $99 million, of total loans are real estate acquisition construction and development projects that are secured by real estate. Accordingly, a decline in local economic conditions would likely have an adverse impact on our financial condition and results of operations, and the impact on us would likely be greater than the impact felt by larger financial institutions whose loan portfolios are geographically diverse. We cannot guarantee that any risk management practices we implement to address our geographic and loan concentrations will be effective to prevent losses relating to our loan portfolio.

The national and local economies were significantly and adversely impacted by the banking crisis and resulting economic recession that began around 2008, and these conditions have caused, and continue to cause, a host of challenges for financial institutions, including the Bank. For example, these conditions have made it more difficult for real estate owners and owners of loans secured by real estate to sell their assets at desirable times and prices. Not only has this impacted the demand for credit to finance the acquisition and development of real estate, but it has also impaired the ability of banks, including the Bank, to sell real estate acquired through foreclosure. In the case of real estate acquisition, construction and development projects that we have financed, these challenging economic conditions have caused some of our borrowers to default on their loans. Because of the deterioration in the market values of real estate collateral caused by the recession, banks, including the Bank, have been unable to recover the full amount due under their loans when forced to foreclose on and sell real estate collateral. As a result, we have realized significant impairments and losses in our loan portfolio, which have materially and adversely impacted our financial condition and results of operations. These conditions and their consequences are likely to continue until the nation fully recovers from the recent economic recession. Management cannot predict the extent to which these conditions will cause future impairments or losses, nor can it provide any assurances as to when, or if, economic conditions will improve.

The Bank's concentrations of commercial real estate loans could subject it to increased regulatory scrutiny and directives, which could force us to preserve or raise capital and/or limit future commercial lending activities.

The Federal Reserve, the FDIC, and the other federal banking regulators issued guidance in December 2006 entitled "Concentrations in Commercial Real Estate Lending, Sound Risk Management Practices" directed at institutions who have particularly high concentrations of CRE loans within their lending portfolios. This guidance suggests that these institutions face a heightened risk of financial difficulties in the event of adverse changes in the economy and CRE markets. Accordingly, the guidance suggests that institutions whose concentrations exceed certain percentages of capital should implement heightened risk management practices appropriate to their concentration risk. The guidance provides that banking regulators may require such institutions to reduce their concentrations and/or maintain higher capital ratios than institutions with lower concentrations in CRE.

The Bank may experience loan losses in excess of its allowance, which would reduce our earnings.

The risk of credit losses on loans varies with, among other things, general economic conditions, the type of loan being made, the creditworthiness of the borrower over the term of the loan and, in the case of a collateralized loan, the value and marketability of the collateral for the loan. Management of the Bank maintains an allowance for loan losses based upon, among other things, historical experience, an evaluation of economic conditions and regular reviews of delinquencies and loan portfolio quality. Based upon such factors, management makes various assumptions and judgments about the ultimate collectability of the loan portfolio and provides an allowance for loan losses based upon a percentage of the outstanding balances and for specific loans when their ultimate collectability is considered questionable. If management's assumptions and judgments prove to be incorrect and the allowance for loan losses is inadequate to absorb future losses, or if the bank regulatory authorities require us to increase the allowance for loan losses as a part of its examination process, our earnings and capital could be significantly and adversely affected. Although management continually monitors our loan portfolio and makes determinations with respect to the allowance for loan losses, future adjustments may be necessary if economic conditions differ substantially from the assumptions used or adverse developments arise with respect to our non-performing or performing loans. Material additions to the allowance for loan losses could result in a material decrease in our net income and capital, and could have a material adverse effect on our financial condition.

The market value of our investments could decline.

As of December 31, 2014, we had classified a cost basis of $231.7 million and a market value of $221.1 million of our investment securities as available-for-sale pursuant to FASB Accounting Standards Codification ("ASC") Topic 320, *Investments – Debt and Equity Securities*, relating to accounting for investments. Topic 320 requires that unrealized gains and losses in the estimated value of the available-for-sale portfolio be "marked to market" and reflected as a separate item in shareholders' equity (net of tax) as accumulated other comprehensive loss. There can be no assurance that future market performance of our investment portfolio will enable us to realize income from sales of securities. Shareholders' equity will continue to reflect the unrealized gains and losses (net of tax) of these investments. Moreover, there can be no assurance that the market value of our investment portfolio will not decline, causing a corresponding decline in shareholders' equity.

Management believes that several factors could affect the market value of our investment portfolio. These include, but are not limited to, changes in interest rates or expectations of changes, the degree of volatility in the securities markets, inflation rates or expectations of inflation and the slope of the interest rate yield curve (the yield curve refers to the differences between shorter-term and longer-term interest rates; a positively sloped yield curve means shorter-term rates are lower than longer-term rates). Also, the passage of time will affect the market values of our investment securities, in that the closer they are to maturing, the closer the market price should be to par value. These and other factors may impact specific categories of the portfolio differently, and management cannot predict the effect these factors may have on any specific category.

The Volcker Rule may require the Bank to dispose of certain investments by July 21, 2015, which could result in a significant charge to earnings.

On December 10, 2013, the SEC, the Federal Reserve, the FDIC and other financial regulatory agencies issued final regulations to implement the Volcker Rule. Among other things, these regulations prohibit banking entities from acquiring or retaining an “ownership interest” in a “covered fund”, as such terms are defined in the regulations. A banking entity that owns such an interest must dispose of it no later than July 21, 2015. Although the agencies stated in their final rule release that debt securities evidencing typical extensions of credit (i.e., those that provide for payment of stated principal and interest calculated at a fixed rate or at a floating rate based on an index or interbank rate) do not generally meet the definition of an “ownership interest”, the agencies’ release contains a statement to the effect that all collateralized debt obligations (“CDOs”) backed by trust preferred securities are prohibited investments under the Volcker Rule. Subsequently, on January 14, 2014, the agencies issued an interim final rule that exempts a CDO if (i) the issuer was established, and the CDO was originally issued, before May 19, 2010, (ii) the banking entity investor reasonably believes that the offering proceeds received by the issuer were invested primarily in trust preferred securities or subordinated debt instruments issued prior to May 19, 2010 by a depository institution holding company that satisfied certain criteria at the time of issuance, and (iii) the banking entity investor acquired the CDO on or before December 10, 2013. The agencies’ rule releases create significant uncertainty with respect to whether the Volcker Rule will be applied to CDOs that are backed by non-bank trust preferred securities but that take the form of debt securities evidencing typical extensions of credit, because the agencies did not, in making the statement that CDOs backed by trust preferred securities are generally prohibited investments, acknowledge or otherwise address the fact that an investment must, as a threshold matter, meet the definition of “ownership interest” before it can be characterized as a prohibited investment.

At December 31, 2014, the Bank owns $37.1 million in aggregate principal amount of promissory notes that are collateralized primarily by trust preferred securities and/or subordinated debt instruments issued by insurance entities and that provide for the payment of stated principal and interest at rates tied to LIBOR. These promissory notes are held in the Bank’s investment portfolio and, as of December 31, 2014, are classified as available-for-sale. The Bank has analyzed these promissory notes under the final Volcker Rule regulations and has concluded that they are not prohibited investments because they do not exhibit, on a current, future, or contingent basis, any of the characteristics of an equity, partnership or other similar interest in the issuers identified in the Volcker Rule’s definition of “ownership interest”. If the FDIC were to disagree with the Bank’s conclusion and determine that these promissory notes constitute prohibited “ownership interests”, then the Bank would be required to dispose of them on or before January 21, 2015, likely at a considerable loss due to their current market values.

Impairment of investment securities, goodwill, or deferred tax assets could require charges to earnings, which could result in a negative impact on our results of operations.

In assessing whether the impairment of investment securities is other-than-temporary, management considers the length of time and extent to which the fair value has been less than cost, the financial condition and near-term prospects of the issuer, and the intent and ability to retain our investment in the security for a period of time sufficient to allow for any anticipated recovery in fair value in the near term. See the discussion under the heading "Estimates and Critical Accounting Policies – Other-Than-Temporary Impairment of Investment Securities" in Item 7 of Part II of this annual report for further information.

Under current accounting standards, goodwill is not amortized but, instead, is subject to impairment tests on at least an annual basis or more frequently if an event occurs or circumstances change that reduce the fair value of a reporting unit below its carrying amount. A decline in the price of the Corporation's common stock or occurrence of a triggering event following any of our quarterly earnings releases and prior to the filing of the periodic report for that period could, under certain circumstances, cause us to perform a goodwill impairment test and result in an impairment charge being recorded for that period which was not reflected in such earnings release. In the event that we conclude that all or a portion of our goodwill may be impaired, a non-cash charge for the amount of such impairment would be recorded to earnings. Such a charge would have no impact on tangible capital. At December 31, 2014, we had recorded goodwill of $11.0 million, representing approximately 10% of shareholders' equity. See the discussion under the heading "Estimates and Critical Accounting Policies – Goodwill" in Item 7 of Part II of this annual report for further information.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. Assessing the need for, or the sufficiency of, a valuation allowance requires management to evaluate all available evidence, both negative and positive, including the recent trend of quarterly earnings. Positive evidence necessary to overcome the negative evidence includes whether future taxable income in sufficient amounts and character within the carryback and carry forward periods is available under the tax law, including the use of tax planning strategies. When negative evidence (*e.g.*, cumulative losses in recent years, history of operating loss or tax credit carry forwards expiring unused) exists, more positive evidence than negative evidence will be necessary. At December 31, 2014, our net deferred tax assets were $23.3 million.

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The impact of each of these impairment matters could have a material adverse effect on our business, results of operations, and financial condition.

We operate in a competitive environment, and our inability to effectively compete could adversely and materially impact our financial condition and results of operations.

We operate in a competitive environment, competing for loans, deposits, and customers with commercial banks, savings associations and other financial entities. Competition for deposits comes primarily from other commercial banks, savings associations, credit unions, money market and mutual funds and other investment alternatives. Competition for loans comes primarily from other commercial banks, savings associations, mortgage banking firms, credit unions and other financial intermediaries. Competition for other products, such as securities products, comes from other banks, securities and brokerage companies, and other non-bank financial service providers in our market area. Many of these competitors are much larger in terms of total assets and capitalization, have greater access to capital markets, and/or offer a broader range of financial services than those that we offer. In addition, banks with a larger capitalization and financial intermediaries not subject to bank regulatory restrictions have larger lending limits and are thereby able to serve the needs of larger customers.

In addition, changes to the banking laws over the last several years have facilitated interstate branching, merger and expanded activities by banks and holding companies. For example, the GLB Act revised the BHC Act and repealed the affiliation provisions of the Glass-Steagall Act of 1933, which, taken together, limited the securities and other non-banking activities of any company that controls an FDIC insured financial institution. As a result, the ability of financial institutions to branch across state lines and the ability of these institutions to engage in previously-prohibited activities are now accepted elements of competition in the banking industry. These changes may bring us into competition with more and a wider array of institutions, which may reduce our ability to attract or retain customers. Management cannot predict the extent to which we will face such additional competition or the degree to which such competition will impact our financial conditions or results of operations.

The banking industry is heavily regulated; significant regulatory changes could adversely affect our operations.

Our operations will be impacted by current and future legislation and by the policies established from time to time by various federal and state regulatory authorities. The Corporation is subject to supervision by the Federal Reserve. The Bank is subject to supervision and periodic examination by the Maryland Commissioner of Financial Regulation, the West Virginia Division of Banking, and the FDIC. Banking regulations, designed primarily for the safety of depositors, may limit a financial institution’s growth and the return to its investors by restricting such activities as the payment of dividends, mergers with or acquisitions by other institutions, investments, loans and interest rates, interest rates paid on deposits, expansion of branch offices, and the offering of securities or trust services. The Corporation and the Bank are also subject to capitalization guidelines established by federal law and could be subject to enforcement actions to the extent that either is found by regulatory examiners to be undercapitalized. It is not possible

to predict what changes, if any, will be made to existing federal and state legislation and regulations or the effect that such changes may have on our future business and earnings prospects. Management also cannot predict the nature or the extent of the effect on our business and earnings of future fiscal or monetary policies, economic controls, or new federal or state legislation. Further, the cost of compliance with regulatory requirements may adversely affect our ability to operate profitably.

The full impact of the Dodd-Frank Act is unknown because significant rule making efforts are still required to fully implement all of its requirements, but it will likely materially increase our regulatory expenses.

The Dodd-Frank Act represents a comprehensive overhaul of the financial services industry within the United States and affects the lending, investment, trading and operating activities of all financial institutions. Significantly, the Dodd-Frank Act includes the following provisions that affect the Bank:

- It established the CFPB, which has rulemaking authority over many of the statutes governing products and services offered to Bank customers. The creation of the CFPB will directly impact the scope and cost of products and services offered to consumers by the Bank and may have a significant effect on its financial performance.
- It revised the FDIC's insurance assessment methodology so that premiums are assessed based upon the average consolidated total assets of the Bank less tangible equity capital.
- It permanently increased deposit insurance coverage to $250,000.
- It authorized the Federal Reserve to set debit interchange fees in an amount that is "reasonable and proportional" to the costs incurred by processors and card issuers. Under the final rule issued by the Federal Reserve, there is a cap of $0.21 per transaction (with a maximum of $.24 per transaction permitted if certain requirements are met). Implementation of these caps went into effect on October 1, 2011.

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- It imposes proprietary trading restrictions on insured depository institutions and their holding companies that prohibit them from engaging in proprietary trading except in limited circumstances, and prevents them from owning equity interests in excess of three percent (3%) of a bank's Tier 1 capital in private equity and hedge funds.

Based on the text of the Dodd-Frank Act and the implementing regulations (both effective and yet-to-be-published), it is anticipated that the costs to banks may increase or fee income may decrease significantly, which could adversely affect our results of operations, financial condition and/or liquidity.

The Consumer Financial Protection Bureau may reshape the consumer financial laws through rulemaking and enforcement of the prohibitions against unfair, deceptive and abusive business practices. Compliance with any such change may impact our business operations.

The CFPB has broad rulemaking authority to administer and carry out the provisions of the Dodd-Frank Act with respect to financial institutions that offer covered financial products and services to consumers. The CFPB has also been directed to adopt rules identifying practices or acts that are unfair, deceptive or abusive in connection with any transaction with a consumer for a consumer financial product or service, or the offering of a consumer financial product or service. The concept of what may be considered to be an "abusive" practice is new under the law. The full scope of the impact of this authority has not yet been determined as the CFPB has not yet released significant supervisory guidance.

As discussed above, the CFPB issued several rules in 2013 relating to mortgage operations and servicing, including a rule requiring mortgage lenders to make a reasonable and good faith determination based on verified and documented information that a consumer applying for a mortgage loan has a reasonable ability to repay the loan according to its terms, or to originate "qualified mortgages" that meet specific requirements with respect to terms, pricing and fees. These new rules will likely require the Bank to dedicate significant personnel resources and could have a material adverse effect on our operations.

Bank regulators and other regulations, including the Basel III Capital Rules, may require higher capital levels, impacting our ability to pay dividends or repurchase our stock.

The capital standards to which we are subject, including the standards created by the Basel III Capital Rules, may materially limit our ability to use our capital resources and/or could require us to raise additional capital by issuing common stock. The issuance of additional shares of common stock could dilute existing stockholders.

We may be adversely affected by other recent legislation.

As discussed above, the GLB Act repealed restrictions on banks affiliating with securities firms and it also permitted certain bank holding companies to become financial holding companies. Financial holding companies are permitted to engage in a host of financial activities, and activities that are incidental to financial activities, that are not permitted for bank holding companies who have not elected to become financial holding companies, including insurance and securities underwriting and agency activities, merchant banking, and insurance company portfolio investment activities. The Corporation terminated its financial holding company election in September 2014, and this election and the GLB Act may increase the competition that we face from other entities that provide financial products and services. It is not possible to predict the full effect that the GLB Act will have on us.

The federal Sarbanes-Oxley Act of 2002 requires management of every publicly traded company to perform an annual assessment of the company's internal control over financial reporting and to report on whether the system is effective as of the end of the company's fiscal year. If our management were to discover and report significant deficiencies or material weaknesses in our internal control over financial reporting, then the market value of our securities and shareholder value could decline.

The USA Patriot Act requires certain financial institutions, such as the Bank, to maintain and prepare additional records and reports that are designed to assist the government's efforts to combat terrorism. This law includes sweeping anti-money laundering and financial transparency laws and required additional regulations, including, among other things, standards for verifying client identification when opening an account and rules to promote cooperation among financial institutions, regulators and law enforcement entities in identifying parties that may be involved in terrorism or money laundering. If we fail to comply with this law, we could be exposed to adverse publicity as well as fines and penalties assessed by regulatory agencies.

Customer concern about deposit insurance may cause a decrease in deposits held at the Bank.

With increased concerns about bank failures, customers increasingly are concerned about the extent to which their deposits are insured by the FDIC. Customers may withdraw deposits from the Bank in an effort to ensure that the amount they have on deposit with us is fully insured. Decreases in deposits may adversely affect our funding costs and net income.

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The Bank's funding sources may prove insufficient to replace deposits and support our future growth.

The Bank relies on customer deposits, advances from the FHLB, lines of credit at other financial institutions and brokered funds to fund our operations. Although the Bank has historically been able to replace maturing deposits and advances if desired, no assurance can be given that the Bank would be able to replace such funds in the future if our financial condition or the financial condition of the FHLB or market conditions were to change. Our financial flexibility will be severely constrained and/or our cost of funds will increase if we are unable to maintain our access to funding or if financing necessary to accommodate future growth is not available at favorable interest rates. Finally, if we are required to rely more heavily on more expensive funding sources to support future growth, our revenues may not increase proportionately to cover our costs. In this case, our profitability would be adversely affected.

Recent rulemaking efforts by the Federal Reserve may negatively impact our non-interest income.

On November 12, 2009, the Federal Reserve announced the final rules amending Regulation E that prohibit financial institutions from charging fees to consumers for paying overdrafts on automated teller machine and one-time debit card transactions, unless a consumer consents, or opts-in, to the overdraft service for those types of transactions. Compliance with this regulation is effective July 1, 2010 for new consumer accounts and August 15, 2010 for existing consumer accounts. These new rules negatively impacted the Banks' non-interest income in 2013 and 2014 may continue to do so in future periods.

In addition, the Federal Reserve has issued rules pursuant to the Dodd-Frank Act governing debit card interchange fees that apply to institutions with greater than $10 billion in assets. Although we are not subject to these rules, market forces may effectively require the Bank to adopt a debit card interchange fee structure that complies with these rules, in which case our non-interest income for future periods could be materially and adversely affected.

The loss of key personnel could disrupt our operations and result in reduced earnings.

Our growth and profitability will depend upon our ability to attract and retain skilled managerial, marketing and technical personnel. Competition for qualified personnel in the financial services industry is intense, and there can be no assurance that we will be successful in attracting and retaining such personnel. Our current executive officers provide valuable services based on their many years of experience and in-depth knowledge of the banking industry and the market areas we serve. Due to the intense competition for financial professionals, these key personnel would be difficult to replace and an unexpected loss of their services could result in a disruption to the continuity of operations and a possible reduction in earnings.

The Bank's lending activities subject the Bank to the risk of environmental liabilities.

A significant portion of the Bank's loan portfolio is secured by real property. During the ordinary course of business, the Bank may foreclose on and take title to properties securing certain loans. In doing so, there is a risk that hazardous or toxic substances could be found on these properties. If hazardous or toxic substances are found, the Bank may be liable for remediation costs, as well as for personal injury and property damage. Environmental laws may require the Bank to incur substantial expenses and may materially reduce the affected property's value or limit the Bank's ability to use or sell the affected property. In addition, future laws or more stringent interpretations or enforcement policies with respect to existing laws may increase the Bank's exposure to environmental liability. Although the Bank has policies and procedures to perform an environmental review before initiating any foreclosure action on real property, these reviews may not be sufficient to detect all potential environmental hazards. The remediation costs and any other financial liabilities associated with an environmental hazard could have a material adverse effect on our financial condition and results of operations.

We may be subject to claims and the costs of defensive actions, and such claims and costs could materially and adversely impact our financial condition and results of operations.

Our customers may sue us for losses due to alleged breaches of fiduciary duties, errors and omissions of employees, officers and agents, incomplete documentation, our failure to comply with applicable laws and regulations, or many other reasons. Also, our employees may knowingly or unknowingly violate laws and regulations. Management may not be aware of any violations until after their occurrence. This lack of knowledge may not insulate us from liability. Claims and legal actions will result in legal expenses and could subject us to liabilities that may reduce our profitability and hurt our financial condition.

We may not be able to keep pace with developments in technology.

We use various technologies in conducting our businesses, including telecommunication, data processing, computers, automation, internet-based banking, and debit cards. Technology changes rapidly. Our ability to compete successfully with other financial institutions may depend on whether we can exploit technological changes. We may not be able to exploit technological changes, and any investment we do make may not make us more profitable.

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Safeguarding our business and customer information increases our cost of operations. To the extent that we, or our third party vendors, are unable to prevent the theft of or unauthorized access to this information, our operations may become disrupted, we may be subject to claims, and our net income may be adversely affected.

Our business depends heavily on the use of computer systems, the Internet and other means of electronic communication and recordkeeping. Accordingly, we must protect our computer systems and network from break-ins, security breaches, and other risks that could disrupt our operations or jeopardize the security of our business and customer information. Moreover, we use third party vendors to provide products and services necessary to conduct our day-to-day operations, which exposes us to risk that these vendors will not perform in accordance with the service arrangements, including by failing to protect the confidential information we entrust to them. Any security measures that we or our vendors implement, including encryption and authentication technology that we use to effect secure transmissions of confidential information, may not be effective to prevent the loss or theft of our information or to prevent risks associated with the Internet, such as cyber-fraud. Advances in computer capabilities, new discoveries in the field of cryptography, or other developments could permit unauthorized persons to gain access to our confidential information in spite of the use of security measures that we believe are adequate. Any compromise of our security measures or of the security measures employed by our vendors of our third party could disrupt our business and/or could subject us to claims from our customers, either of which could have a material adverse effect on our business, financial condition and results of operations.

Risks Relating to First United Corporation's Securities

The shares of common stock, Series A Preferred Stock, and the Warrant are not insured.

The shares of the Corporation's common stock, the shares of its Fixed Rate Cumulative Perpetual Preferred Stock, Series A (the "Series A Preferred Stock"), and its outstanding warrant to purchase 326,323 shares of common stock (the "Warrant") are not deposits and are not insured against loss by the FDIC or any other governmental or private agency.

There is no market for the Series A Preferred Stock or the Warrant, and the common stock is not heavily traded.

There is no established trading market for the shares of the Series A Preferred Stock or the Warrant. The Corporation does not intend to apply for listing of the Series A Preferred Stock on any securities exchange or for inclusion of the Series A Preferred Stock in any automated quotation system. The common stock is listed on the NASDAQ Global Select Market, but shares of the common stock are not heavily traded. Securities that are not heavily traded can be more volatile than stock trading in an active public market. Factors such as our financial results, the introduction of new products and services by us or our competitors, and various factors affecting the banking industry generally may

have a significant impact on the market price of the shares the common stock. Management cannot predict the extent to which an active public market for any of the Corporation's securities will develop or be sustained in the future. Accordingly, holders of the Corporation's securities may not be able to sell such securities at the volumes, prices, or times that they desire.

Because of the Corporation's participation in the Troubled Asset Relief Program, the Corporation is subject to several restrictions relating to shares of its capital stock, including restrictions on its ability to declare or pay dividends on and repurchase shares.

On January 30, 2009, the Corporation participated in the Troubled Asset Relief Program Capital Purchase Program (the "TARP CPP") of the U.S. Department of the Treasury (the "Treasury") by issuing 30,000 shares of Series A Preferred Stock and the Warrant to the Treasury in exchange for $30,000,000. These securities were issued pursuant to a Securities Purchase Agreement – Standard Terms, or Purchase Agreement, the terms of which limit the Corporation's ability to declare or pay dividends on shares of its capital stock. Specifically, the terms of the Series A Preferred Stock prohibit the Corporation from declaring or paying any dividends or making other distributions on the outstanding shares of its common stock, and from repurchasing, redeeming or otherwise acquiring shares of its common stock, if the Corporation is in arrears on any quarterly cash dividend due on the Series A Preferred Stock. In 2010, at the request of the Federal Reserve Bank of Richmond (the "Reserve Bank"), the Corporation elected to defer regularly scheduled quarterly dividends on the Series A Preferred Stock. In April 2014, the Corporation received approval from the Reserve Bank to terminate that deferral by making the quarterly dividend payments due in May 2014, and it thereafter received approvals to pay the quarter dividends due in August 2014, November 2014 and February 2015. For the foreseeable future, the Corporation's ability to make each future quarterly dividend payment due under the Series A Preferred Stock will depend on its receipt of an approval from the Reserve Bank. In addition, it should be noted that the Corporation's ability to make future quarterly dividend payments will depend in large part on its receipt of dividends from the Bank, and the Bank may pay dividends only with the prior approval of the FDIC and the Maryland Commissioner. As a result of these limitations, no assurance can be given that the Corporation will make the quarterly dividend payments due under the Series A Preferred Stock in any future quarter. If the Corporation and/or the Bank do not receive the approvals necessary for the Corporation to make a future quarterly dividend payment, then Corporation would be prohibited from paying cash dividends on or making other distributions with respect to the shares of its common stock.

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The Corporation and the Bank have entered into informal agreements with their regulators that limit their ability to pay dividends and make other distributions on outstanding securities.

The Corporation has entered into an informal agreement with the Reserve Bank pursuant to which it agreed to obtain the Reserve Bank's approval before paying dividends on outstanding shares of its common stock or on outstanding shares of its Series A Preferred Stock, making interest payments under the Corporation's junior subordinated debentures ("TPS Debentures") underlying the trust preferred securities issued by the Trusts, or taking any other action that would reduce regulatory capital. The Bank has entered into a similar agreement with the FDIC and the Maryland Commissioner. These agreements give our regulators the ability to prohibit a proposed dividend payment, or any other distribution with respect to outstanding securities, including the repurchase of stock, at a time or times when applicable banking and corporate laws would otherwise permit such a dividend or distribution. There is no requirement that our regulators take consistent approaches when exercising their powers under these agreements. For example, even though the Reserve Bank might approve the payment of a particular dividend, that dividend could be effectively prohibited by the FDIC and/or the Maryland Commissioner if the Corporation intended to fund that dividend through a dividend by the Bank and the FDIC and/or the Maryland Commissioner were to deny the Bank's dividend request. Similarly, even though the FDIC and the Maryland Commissioner might approve a dividend by the Bank to the Corporation, the Reserve Bank could prevent the Corporation from using that dividend to make a distribution to the holders of its outstanding common stock, Series A Preferred Stock, or outstanding TPS Debentures. These agreements increase the likelihood that we will realize the other risks discussed below related to our ability to pay dividends and make other distributions.

The Corporation's ability to pay dividends on its capital securities is also subject to the terms of the outstanding TPS Debentures, which prohibit the Corporation from paying dividends during an interest deferral period.

In March 2004, the Corporation issued approximately $30.9 million of TPS Debentures to Trust I and Trust II in connection with the sales by those Trusts of $30.0 in mandatorily redeemable preferred capital securities to third party investors. Between December 2009 and January 2010, the Corporation issued approximately $10.8 million of TPS Debentures to Trust III in connection with the sale by Trust III of approximately $10.5 million in mandatorily redeemable preferred capital securities to third party investors. The terms of the TPS Debentures require the Corporation to make quarterly payments of interest to the Trusts, as the holders of the TPS Debentures, although the Corporation has the right to defer payments of interest for up to 20 consecutive quarterly periods. An election to defer interest payments does not constitute an event of default under the terms of the TPS Debentures. The terms of the TPS Debentures prohibit the Corporation from declaring or paying any dividends or making other distributions on, or from repurchasing, redeeming or otherwise acquiring, any shares of its common stock or shares of its Series A Preferred Stock if the Corporation elects to defer quarterly interest payments under the TPS Debentures. In addition, a deferral election will require the Trusts to likewise defer the payment of quarterly dividends on their related trust preferred securities.

In 2010, at the request of the Reserve Bank, the Corporation elected to defer regularly scheduled quarterly interest payments under the TPS Debentures, and this deferral required the Trusts to defer regular quarterly dividend payments

on their trust preferred securities. In February 2014, the Corporation received approval from the Reserve Bank to terminate that deferral by making the quarterly interest payments due to the Trusts in March 2014, and the Corporation thereafter received approvals to make the quarterly interest payments due in June 2014, September 2014, December 2014 and March 2015. For the foreseeable future, the Corporation's ability to make each future quarterly interest payment will depend on its receipt of an approval from the Reserve Bank. In addition, it should be noted that the Corporation's ability to make future quarterly interest payments under the TPS Debentures will depend in large part on its receipt of dividends from the Bank, and the Bank may pay dividends only with the prior approval of the FDIC and the Maryland Commissioner. As a result of these limitations, no assurance can be given that the Corporation will make the quarterly interest payments due under the TPS Debentures in any future quarter. If the Corporation and/or the Bank do not receive the approvals necessary for the Corporation to make any future quarterly interest payment, then the Corporation would be prohibited from paying cash dividends on or making other distributions with respect to the shares of its common stock or the shares of its Series A Preferred Stock.

If the Corporation fails to make six quarterly dividend payments on the Series A Preferred Stock, then the holders thereof would have the right to elect up to two additional directors to the Corporation's Board of Directors.

The terms of the Series A Preferred Stock permit the Corporation to defer the payment of quarterly dividends, but, in that case, undeclared dividends will continue to accrue and must be paid in full at the time the Corporation terminates the dividend deferral. The terms further provide that whenever, at any time or times, dividends payable on the outstanding shares of the Series A Preferred Stock have not been paid for an aggregate of six quarterly dividend periods or more, whether or not consecutive, the authorized number of directors then constituting the Corporation's Board of Directors will automatically be increased by two. Thereafter, holders of the Series A Preferred Stock, together with holders of any outstanding stock having voting rights similar to the Series A Preferred Stock, voting as a single class, will be entitled to fill the vacancies created by the automatic increase by electing up to two additional directors (the "Preferred Stock Directors") at the next annual meeting (or at a special meeting called for the purpose of electing the Preferred Stock Directors prior to the next annual meeting) and at each subsequent annual meeting until all accrued and unpaid dividends for all past dividend periods have been paid in full. The Corporation currently does not have any outstanding stock with voting rights on par with the Series A Preferred Stock.

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Applicable banking and Maryland laws impose additional restrictions on the ability of the Corporation and the Bank to pay dividends and make other distributions on their capital securities, and, in any event, the payment of dividends is at the discretion of the boards of directors of the Corporation and the Bank.

In the past, the Corporation's ability to pay dividends to shareholders has been largely dependent upon the receipt of dividends from the Bank. Since December 2009, the Corporation had used its cash to pay dividends. In December 2010, however, the Corporation contributed substantially all of its excess cash to the Bank to strengthen the Bank's capital levels. Accordingly, in the event that the Corporation desires to pay cash dividends on the common stock and/or the Series A Preferred Stock in the future, and assuming such dividends are then permitted under the terms of the Series A Preferred Stock and the TPS Debentures, the Corporation will likely need to rely on dividends from the Bank to pay such dividends, and there can be no guarantee that the Bank will be able to pay such dividends. Both federal and state laws impose restrictions on the ability of the Bank to pay dividends. Under Maryland law, a state-chartered commercial bank may pay dividends only out of undivided profits or, with the prior approval of the Maryland Commissioner, from surplus in excess of 100% of required capital stock. If, however, the surplus of a Maryland bank is less than 100% of its required capital stock, cash dividends may not be paid in excess of 90% of net earnings. In addition to these specific restrictions, bank regulatory agencies have the ability to prohibit proposed dividends by a financial institution which would otherwise be permitted under applicable regulations if the regulatory body determines that such distribution would constitute an unsafe or unsound practice. Banks that are considered "troubled institution" are prohibited by federal law from paying dividends altogether. Notwithstanding the foregoing, shareholders must understand that the declaration and payment of dividends and the amounts thereof are at the discretion of the Corporation's Board of Directors. Thus, even at times when the Corporation is not prohibited from paying cash dividends on its capital securities, neither the payment of such dividends nor the amounts thereof can be guaranteed.

The Corporation's Articles of Incorporation and Bylaws and Maryland law may discourage a corporate takeover.

The Corporation's Amended and Restated Articles of Incorporation (the "Charter") and its Amended and Restated Bylaws, as amended (the "Bylaws") contain certain provisions designed to enhance the ability of the Corporation's Board of Directors to deal with attempts to acquire control of the Corporation. First, the Board of Directors is classified into three classes. Directors of each class serve for staggered three-year periods, and no director may be removed except for cause, and then only by the affirmative vote of either a majority of the entire Board of Directors or a majority of the outstanding voting stock. Second, the board has the authority to classify and reclassify unissued shares of stock of any class or series of stock by setting, fixing, eliminating, or altering in any one or more respects the preferences, rights, voting powers, restrictions and qualifications of, dividends on, and redemption, conversion, exchange, and other rights of, such securities. The board could use this authority, along with its authority to authorize the issuance of securities of any class or series, to issue shares having terms favorable to management to a person or persons affiliated with or otherwise friendly to management. In addition, the Bylaws require any shareholder who desires to nominate a director to abide by strict notice requirements.

Maryland law also contains anti-takeover provisions that apply to the Corporation. The Maryland Business Combination Act generally prohibits, subject to certain limited exceptions, corporations from being involved in any "business combination" (defined as a variety of transactions, including a merger, consolidation, share exchange, asset transfer or issuance or reclassification of equity securities) with any "interested shareholder" for a period of five years following the most recent date on which the interested shareholder became an interested shareholder. An interested shareholder is defined generally as a person who is the beneficial owner of 10% or more of the voting power of the outstanding voting stock of the corporation after the date on which the corporation had 100 or more beneficial owners of its stock or who is an affiliate or associate of the corporation and was the beneficial owner, directly or indirectly, of 10% percent or more of the voting power of the then outstanding stock of the corporation at any time within the two-year period immediately prior to the date in question and after the date on which the corporation had 100 or more beneficial owners of its stock. The Maryland Control Share Acquisition Act applies to acquisitions of "control shares", which, subject to certain exceptions, are shares the acquisition of which entitle the holder, directly or indirectly, to exercise or direct the exercise of the voting power of shares of stock of the corporation in the election of directors within any of the following ranges of voting power: one-tenth or more, but less than one-third of all voting power; one-third or more, but less than a majority of all voting power or a majority or more of all voting power. Control shares have limited voting rights.

Although these provisions do not preclude a takeover, they may have the effect of discouraging, delaying or deferring a tender offer or takeover attempt that a shareholder might consider in his or her best interest, including those attempts that might result in a premium over the market price for the common stock. Such provisions will also render the removal of the Board of Directors and of management more difficult and, therefore, may serve to perpetuate current management. These provisions could potentially adversely affect the market prices of the Corporation's securities.

ITEM 1B. UNRESOLVED STAFF COMMENTS

This Item 1B is not applicable because the Corporation is a "smaller reporting company".

ITEM 2. PROPERTIES

The headquarters of the Corporation and the Bank occupies approximately 29,000 square feet at 19 South Second Street, Oakland, Maryland, a 30,000 square feet operations center located at 12892 Garrett Highway, Oakland Maryland and 8,500 square feet at 102 South Second Street, Oakland, Maryland. These premises are owned by the Corporation. The Bank owns 20 of its banking offices and leases five. The Bank also leases one office that is used for disaster recovery purposes and one specialty office. Total rent expense on the leased offices and properties was $.5 million in 2014.

ITEM 3. LEGAL PROCEEDINGS

We are at times, in the ordinary course of business, subject to legal actions. Management, upon the advice of counsel, believes that losses, if any, resulting from current legal actions will not have a material adverse effect on our financial condition or results of operations.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

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

Shares of the Corporation's common stock are listed on the NASDAQ Global Select Market under the symbol "FUNC". As of February 27, 2015, the Corporation had 1,639 shareholders of record. The high and low sales prices for the shares of the Corporation's common stock for each quarterly period of 2014 and 2013 are set forth below. On March 6, 2015, the closing sales price of the common stock as reported on the NASDAQ Global Select Market was $9.18 per share. During 2014 and 2013, the Corporation did not declare any dividends on its common stock.

	High	Low
2014		
1st Quarter	$9.00	$7.35
2nd Quarter	9.04	7.54
3rd Quarter	8.95	7.92
4th Quarter	8.75	7.93
2013		
1st Quarter	$9.00	$6.68
2nd Quarter	8.95	7.15
3rd Quarter	9.35	7.05
4th Quarter	8.92	7.31

The ability of the Corporation to declare dividends is limited by federal and state banking laws and state corporate laws. Subject to these and the terms of its other securities, including the Series A Preferred Stock and the TPS

Debentures, the payment of dividends on the shares of common stock and the amounts thereof are at the discretion of the Corporation's Board of Directors. Prior to November 2010, cash dividends were typically declared on a quarterly basis. Historically, dividends to shareholders were generally dependent on the ability of the Corporation's subsidiaries, especially the Bank, to declare dividends to the Corporation. Like the Corporation, the Bank's ability to declare and pay dividends is subject to limitations imposed by federal and state banking and corporate laws. A complete discussion of these and other dividend restrictions is contained in Item 1A of Part I of this annual report under the heading "***Risks Relating to First United Corporation's Securities***" and in Note 21 to the Consolidated Financial Statements, both of which are incorporated herein by reference. Accordingly, there can be no assurance that dividends will be declared on the shares of common stock in any future fiscal quarter.

The Corporation intends to periodically evaluate its dividend policy both internally and with the Federal Reserve, but it has no present intention of resuming dividend payments on its common stock in the foreseeable future.

Issuer Repurchases

Neither the Corporation nor any of its affiliates (as defined by Exchange Act Rule 10b-18) repurchased any shares of the Corporation's common stock during 2014.

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Equity Compensation Plan Information

Pursuant to the SEC's Regulation S-K Compliance and Disclosure Interpretation 106.01, the information regarding the Corporation's equity compensation plans required by this Item pursuant to Item 201(d) of Regulation S-K is located in Item 12 of Part III of this annual report and is incorporated herein by reference.

ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth certain selected financial data for each of the five calendar years in the period ended December 31, and is qualified in its entirety by the detailed information and financial statements, including notes thereto, included elsewhere or incorporated by reference in this annual report.

(Dollars in thousands, except for share data)	2014	2013	2012	2011	2010
Balance Sheet Data					
Total Assets	$1,332,296	$1,334,046	$1,321,296	$1,391,350	$1,696,903
Net Loans	827,926	796,646	858,782	919,214	987,615
Investment Securities	330,566	340,489	227,313	245,023	229,687
Deposits	981,323	977,403	976,884	1,027,784	1,301,646
Long-term Borrowings	182,606	182,672	182,735	207,044	243,100
Shareholders' Equity	108,999	101,883	99,418	97,141	96,098
Operating Data					
Interest Income	$46,386	$49,914	$53,111	$59,496	$70,747
Interest Expense	10,870	11,732	13,965	21,206	29,164
Net Interest Income	35,516	38,182	39,146	38,290	41,583
Provision for Loan Losses	2,513	380	9,390	9,157	15,726
Other Operating Income	13,066	13,137	13,658	14,993	15,382
Net Securities Impairment Losses	0	0	0	(19)	(8,364)
Net Gains/(Losses) – Other	1,053	229	1,708	2,302	(6,014)
Other Operating Expense	40,254	42,471	39,518	43,410	45,049
Income/(Loss) Before Taxes	6,868	8,697	5,604	3,018	(18,188)
Income Tax expense/(benefit)	1,271	2,222	913	(635)	(8,017)
Net Income/(Loss)	$5,597	$6,475	$4,691	$3,653	$(10,171)
Accumulated preferred stock dividend and discount accretion	(2,601)	(1,778)	(1,691)	(1,609)	(1,559)
Net income available to/(loss) attributable to common shareholders	$2,996	$4,697	$3,000	$2,044	$(11,730)
Per Share Data					
Basic and diluted net Income/(Loss) per common share	$0.48	$0.76	$0.48	$0.33	$(1.91)

Dividends Paid	0		0		0		0		0.13	
Book Value	13.30		11.49		11.14		10.80		10.68	
Significant Ratios										
Return on Average Assets	0.42	%	0.49	%	0.34	%	0.24	%	(0.58	)%
Return on Average Equity	5.07	%	6.48	%	4.79	%	3.71	%	(10.10	)%
Dividend Payout Ratio	0.00	%	0.00	%	0.00	%	0.00	%	(7.85	)%
Average Equity to Average Assets	8.26	%	7.52	%	7.19	%	6.55	%	5.73	%
Total Risk-based Capital Ratio	15.40	%	15.33	%	14.13	%	13.05	%	11.57	%
Tier I Capital to Risk Weighted Assets	14.23	%	13.71	%	12.54	%	11.30	%	9.74	%
Tier I Capital to Average Assets	11.29	%	11.02	%	10.32	%	9.10	%	7.34	%

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

This discussion and analysis should be read in conjunction with the Consolidated Financial Statements and notes thereto for the year ended December 31, 2014, which are included in Item 8 of Part II of this annual report.

Overview

First United Corporation is a bank holding company that, through the Bank and its non-bank subsidiaries, provides an array of financial products and services primarily to customers in four Western Maryland counties and two Northeastern West Virginia counties. Its principal operating subsidiary is the Bank, which consists of a community banking network of 25 branch offices located throughout its market areas. Our primary sources of revenue are interest income earned from our loan and investment securities portfolios and fees earned from financial services provided to customers.

Consolidated net income available to common shareholders was $3.0 million for the year ended December 31, 2014, compared to $4.7 million for 2013. Basic and diluted net income per common share for the year ended December 31, 2014 was $.48, compared to basic and diluted net income per common share of $.76 for 2013. The decrease in earnings for 2014 was due to a decrease of $3.5 million in interest income, primarily interest on loans, and an increase in provision expense of $2.1 million, offset by an increase of $.8 million in other operating income, a decrease of $.9 million in interest expense, and a $2.2 million decrease in other operating expenses. The increase in other operating income was attributable to an increase of $.8 million in gains on sales of securities, a $.3 million increase in Trust department income, and a $.4 million increase in Bank Owned Life Insurance ("BOLI") income. These increases were offset by a $.5 million decrease in service charges, primarily NSF fees, and a $.2 million decrease in other income. The decrease in other operating expenses was due to a decrease of $.4 million in salaries and benefits, a decrease of $.6 million in Other Real Estate Owned ("OREO") expenses and a decrease of $.7 million in other miscellaneous expenses. The increase of $.8 million on the Series A Preferred Stock dividends in 2014 also contributed to the decrease in net income available to common shareholders due to an increase in the contractual rate paid in 2014. The net interest margin for the year ended December 31, 2014, on a fully tax equivalent ("FTE") basis, decreased to 3.00% from 3.25% for the year ended December 31, 2013.

The provision for loan losses increased to $2.5 million for the year ended December 31, 2014 compared to $.4 million for the year ended December 31, 2013. The increase was driven by rolling historical loss rates, management's consideration of the qualitative factors that are likely to cause losses, and an $.8 million recovery on a large commercial real estate credit during the third quarter of 2013. Specific allocations have been made for impaired loans where management has determined that the collateral supporting the loans is not adequate to cover the loan balance, and the qualitative factors affecting the allowance for loan losses (the "ALL") have been adjusted based on the current economic environment and the characteristics of the loan portfolio.

Interest expense on our interest-bearing liabilities decreased $.9 million for the year ended December 31, 2014 when compared to 2013 due to a decrease of $25.2 million in average interest-bearing deposits and a decrease of 21 basis points on the average rate paid on long-term borrowings. During 2014, we continued to focus on shifting our deposit mix away from higher cost certificates of deposit and toward lower cost money market and transaction accounts.

Other operating income increased $.8 million for the year ended December 31, 2014 when compared to 2013. This increase was primarily attributable to $1.1 million in gains on the sale of securities for the year ended December 31, 2014 compared to $.2 million for the year ended December 31, 2013, a $.3 million increase in Trust department income, and a $.4 million increase in BOLI income. The increase in BOLI income was attributable to a one-time death benefit of $.4 million received in December 2014.

Operating expenses decreased $2.2 million for the year ended December 31, 2014 when compared to the same period of 2013. This decrease was due to decreases of $.4 million in salaries and benefits, $.6 million in OREO expenses and $.7 million in other expenses. Declines in other expenses were due primarily to reduced personnel related expenses such as in house training, a decline in telephone expenses, and reduced fraud expenses related to debit cards.

Comparing December 31, 2014 to December 31, 2013, outstanding loans increased $29.8 million (3.7%). CRE loans decreased $11.9 million as a result of the payoff of two large loans of approximately $15 million during the third quarter of 2014. Acquisition and development (“A&D”) loans decreased $7.9 million due to regularly scheduled principal payments and payoffs. Commercial and industrial (“C&I”) loans increased $33.5 million due to new loan relationships, primarily one large relationship in the first quarter of 2014. Residential mortgage loans increased $16.7 million due to increased production of loans primarily in our 10/1 and 7/1 adjustable rate mortgage program. The Bank continues to use Fannie Mae for the majority of new, longer-term, fixed-rate residential loan originations. The consumer loan portfolio decreased slightly by $.6 million due to repayment activity in the indirect auto portfolio offsetting new production. At December 31, 2014, approximately 44% of the commercial loan portfolio was collateralized by real estate, compared to approximately 57% at December 31, 2013.

Interest income on loans decreased by $4.7 million (on a FTE basis) in 2014 when compared to 2013 due to the continued low rate environment. Interest income on our investment securities increased by $1.2 million (on a FTE basis) in 2014 when compared to 2013 due to purchases during 2014. (Additional information on the composition of interest income is available in Table 1 that appears on page 31).

Total deposits at December 31, 2014 increased $3.9 million when compared to December 31, 2013. We recorded increases in core deposits and reductions in certificates of deposit due to our continued focus on shifting the mix of our deposit portfolio from higher cost certificates of deposit to lower cost money market and transaction accounts. Non-interest bearing deposits increased $25.3 million. Traditional savings accounts increased $13.0 million due to continued growth in our Prime Saver product. Total demand deposits decreased $8.4 million and total money market accounts increased $8.9 million. Time deposits less than $100,000 declined $22.4 million and time deposits greater than $100,000 decreased $12.5 million.

Interest expense decreased $.9 million in 2014 when compared to 2013. The decline was primarily due to our continued focus on shifting our deposit mix from higher cost certificates of deposit to core deposits.

Other Operating Income/Other Operating Expense

Other operating income, exclusive of gains, decreased $.1 million for the year ended December 31, 2014 when compared to 2013. Service charge income decreased $.5 million for the year ended December 31, 2014 when compared to 2013 due to reduced insufficient funds fees (“NSF fees”). The reduction in NSF fees was due to the increased regulations on fees. Other income declined by $.3 million due to a decline in fair values on deferred compensation plans. These decreases were offset by an increase of $.3 million in Trust department income and $.4 million in BOLI income.

Net gains of $1.1 million were reported through other income for the year ended December 31, 2014, compared to net gains of $.2 million for 2013. The increase in net gains for 2014 over 2013 was due to a net gain of $1.1 million realized on sales of investment securities.

Operating expenses decreased $2.2 million for the year ended December 31, 2014 when compared to the same period of 2013. This decrease was due to decreases of $.4 million in salaries and benefits, $.6 million in OREO expenses and $.7 million in other expenses. Declines in other expenses were due primarily to reduced personnel related expenses such as in house training, a decline in telephone expenses, and reduced fraud expenses related to debit cards.

Dividends – The Corporation's Board of Directors suspended the payment of dividends on outstanding shares of common stock in December 2010 when it approved the deferral cash of dividends on the Series A Preferred Stock, and this suspension remains in effect.

Looking Forward – We will continue to face risks and challenges in the future, including, without limitation, changes in local economic conditions in our core geographic markets, potential yield compression on loan and deposit products from existing competitors and potential new entrants in our markets, fluctuations in interest rates, and changes to existing federal and state laws and regulations that apply to banks and financial holding companies. For a more complete discussion of these and other risk factors, see Item 1A of Part I of this annual report.

Estimates and Critical Accounting Policies

This discussion and analysis of our financial condition and results of operations is based upon our Consolidated Financial Statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent liabilities. (See Note 1 to the Consolidated Financial Statements.) On an on-going basis, management evaluates estimates and bases those estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Management believes the following critical accounting policies affect our more significant judgments and estimates used in the preparation of the Consolidated Financial Statements.

Allowance for Loan Losses, or ALL

One of our most important accounting policies is that related to the monitoring of the loan portfolio. A variety of estimates impact the carrying value of the loan portfolio, including the calculation of the ALL, the valuation of underlying collateral, the timing of loan charge-offs and the placement of loans on non-accrual status. The ALL is established and maintained at a level that management believes is adequate to cover losses resulting from the inability of borrowers to make required payment on loans. Estimates for loan losses are arrived at by analyzing risks associated with specific loans and the loan portfolio, current and historical trends in delinquencies and charge-offs, and changes in the size and composition of the loan portfolio. The analysis also requires consideration of the economic climate and direction, changes in lending rates, political conditions, legislation impacting the banking industry and economic conditions specific to Western Maryland and Northeastern West Virginia. Because the calculation of the ALL relies on management's estimates and judgments relating to inherently uncertain events, actual results may differ from management's estimates.

The ALL is also discussed below in Item 7 under the heading “Allowance for Loan Losses” and in Note 7 to the Consolidated Financial Statements.

Goodwill

ASC Topic 350, *Intangibles – Goodwill and Other*, establishes standards for the amortization of acquired intangible assets and impairment assessment of goodwill. At December 31, 2014, we had $11.0 million in recorded goodwill that is related to the 2003 acquisition of Huntington National Bank and is not subject to periodic amortization.

Goodwill arising from business combinations represents the value attributable to unidentifiable intangible elements in the business acquired. Goodwill is not amortized but is tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. Impairment testing requires that the fair value of each of the Corporation’s reporting units be compared to the carrying amount of its net assets, including goodwill. If the estimated current fair value of the reporting unit exceeds its carrying value, no additional testing is required and an impairment loss is not recorded. Otherwise, additional testing is performed, and to the extent such additional testing results in a conclusion that the carrying value of goodwill exceeds its implied fair value, an impairment loss is recognized.

Our goodwill relates to the value inherent in the banking business, and that value is dependent upon our ability to provide quality, cost effective services in a highly competitive local market. This ability relies upon continuing investments in processing systems, the development of value-added service features and the ease of use of our services. As such, goodwill value is supported ultimately by revenue that is driven by the volume of business transacted. A decline in earnings as a result of a lack of growth or the inability to deliver cost effective services over sustained periods can lead to impairment of goodwill, which could adversely impact earnings in future periods. ASC Topic 350 requires an annual evaluation of goodwill for impairment. The determination of whether or not these assets are impaired involves significant judgments and estimates.

During 2014, shares of the Corporation’s common stock traded at prices that were below the common stock’s book value and, at December 31, 2014, the sales price was below the common stock’s tangible book value. Management believed that these circumstances could indicate the possibility of impairment. Accordingly, management consulted a third party valuation specialist to assist it with the determination of the fair value of the Corporation, considering both the market approach (guideline public company method) and the income approach (discounted future benefits method). Due to the illiquidity in the common stock and the adverse conditions surrounding the banking industry, reliance was placed on the income approach in determining the fair value of the Corporation. The income approach is a discounted cash flow analysis that is determined by adding (i) the present value, which is a representation of the current value of a sum that is to be received some time in the future, of the estimated net income, net of dividends paid out, that the Corporation could generate over the next five years and (ii) the present value of a terminal value, which is a representation of the current value of an entity at a specified time in the future. The terminal value was calculated

using both a price to tangible book multiple method and a capitalization method and the more conservative of the two was utilized in the fair value calculation.

Significant assumptions used in the above methods include:

- Net income from our forward five-year operating budget, incorporating conservative growth and mix assumptions;
- A discount rate of 14.15% based on an internally derived cost of equity capital determined using the "build-up" method;
- A price to tangible book multiple of 1.18x, which was the median multiple of non-assisted transactions for non-assisted commercial bank acquisitions during the twelve months ended September 30, 2014 for selling companies headquartered in the Eastern regional area as compiled by Boenning & Scattergood, Inc.; and
- A capitalization rate of 8.15% (discount rate of 14.15% adjusted for a conservative growth rate of 6.0%).

The resulting fair value of the income approach resulted in the fair value of the Corporation exceeding the carrying value by 52%. Management stressed the assumptions used in the analysis to provide additional support for the derived value. This stress testing showed that (i) the discount rate could increase to 27% before the excess would be eliminated in the tangible multiple method, and (ii) the assumption of the tangible book multiple could decline to 0.59x and still result in a fair value in excess of book value. Based on the results of the evaluation, management concluded that the recorded value of goodwill at December 31, 2014 was not impaired. However, future changes in strategy and/or market conditions could significantly impact these judgments and require adjustments to recorded asset balances. Management will continue to evaluate goodwill for impairment on an annual basis and as events occur or circumstances change.

Accounting for Income Taxes

We account for income taxes in accordance with ASC Topic 740, "*Income Taxes*". Under this guidance, deferred taxes are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates that will apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized as income or expense in the period that includes the enactment date.

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We regularly review the carrying amount of our net deferred tax assets to determine if the establishment of a valuation allowance is necessary. If based on the available evidence, it is more likely than not that all or a portion of our net deferred tax assets will not be realized in future periods, then a deferred tax valuation allowance must be established. Consideration is given to various positive and negative factors that could affect the realization of the deferred tax assets. In evaluating this available evidence, management considers, among other things, historical performance, expectations of future earnings, the ability to carry back losses to recoup taxes previously paid, length of statutory carry forward periods, experience with utilization of operating loss and tax credit carry forwards not expiring, tax planning strategies and timing of reversals of temporary differences. Significant judgment is required in assessing future earnings trends and the timing of reversals of temporary differences. Our evaluation is based on current tax laws as well as management's expectations of future performance.

Management expects that the Corporation's adherence to the required accounting guidance may result in increased volatility in quarterly and annual effective income tax rates because of changes in judgment or measurement including changes in actual and forecasted income before taxes, tax laws and regulations, and tax planning strategies.

Other-Than-Temporary Impairment of Investment Securities

Management systematically evaluates the securities in our investment portfolio for impairment on a quarterly basis. Based upon the application of accounting guidance for subsequent measurement in ASC Topic 320 (Section 320-10-35), management assesses whether (i) we have the intent to sell a security being evaluated and (ii) it is more likely than not that we will be required to sell the security prior to its anticipated recovery. If neither applies, then declines in the fair values of securities below their cost that are considered other-than-temporary declines are split into two components. The first is the loss attributable to declining credit quality. Credit losses are recognized in earnings as realized losses in the period in which the impairment determination is made. The second component consists of all other losses, which are recognized in other comprehensive loss. In estimating other-than-temporary impairment ("OTTI") losses, management considers (a) the length of time and the extent to which the fair value has been less than cost, (b) adverse conditions specifically related to the security, an industry, or a geographic area, (c) the historic and implied volatility of the fair value of the security, (d) changes in the rating of the security by a rating agency, (e) recoveries or additional declines in fair value subsequent to the balance sheet date, (f) failure of the issuer of the security to make scheduled interest or principal payments, and (g) the payment structure of the debt security and the likelihood of the issuer being able to make payments that increase in the future. Management also monitors cash flow projections for securities that are considered beneficial interests under the guidance of ASC Subtopic 325-40, *Investments – Other – Beneficial Interests in Securitized Financial Assets*, (ASC Section 325-40-35). This process is described more fully in the section of the Consolidated Balance Sheet Review entitled "Investment Securities".

Fair Value of Investments

We have determined the fair value of our investment securities in accordance with the requirements of ASC Topic 820, *Fair Value Measurements and Disclosures*, which defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements required under other accounting pronouncements. We measure the fair market values of our investments based on the fair value hierarchy established in Topic 820. The determination of fair value of investments and other assets is discussed further in Note 24 to the Consolidated Financial Statements.

Pension Plan Assumptions

Our pension plan costs are calculated using actuarial concepts, as discussed within the requirements of ASC Topic 715, *Compensation – Retirement Benefits.* Pension expense and the determination of our projected pension liability are based upon two critical assumptions: the discount rate and the expected return on plan assets. We evaluate each of these critical assumptions annually. Other assumptions impact the determination of pension expense and the projected liability including the primary employee demographics, such as retirement patterns, employee turnover, mortality rates, and estimated employer compensation increases. These factors, along with the critical assumptions, are carefully reviewed by management each year in consultation with our pension plan consultants and actuaries. Further information about our pension plan assumptions, the plan's funded status, and other plan information is included in Note 18 to the Consolidated Financial Statements.

Other than as discussed above, management does not believe that any material changes in our critical accounting policies have occurred since December 31, 2014.

Adoption of New Accounting Standards and Effects of New Accounting Pronouncements

Note 1 to the Consolidated Financial Statements discusses new accounting pronouncements that, when adopted, could affect our future consolidated financial statements.

CONSOLIDATED STATEMENT OF INCOME REVIEW

Net Interest Income

Net interest income is our largest source of operating revenue. Net interest income is the difference between the interest that we earn on our interest-earning assets and the interest expense we incur on our interest-bearing liabilities. For analytical and discussion purposes, net interest income is adjusted to an FTE basis to facilitate performance comparisons between taxable and tax-exempt assets by increasing tax-exempt income by an amount equal to the federal income taxes that would have been paid if this income were taxable at the statutorily applicable rate.

The table below summarizes net interest income (on an FTE basis) for 2014 and 2013.

(Dollars in thousands)	2014	2013
Interest income	$47,350	$50,893
Interest expense	10,870	11,732
Net interest income	$36,480	$39,161
Net interest margin %	3.00 %	3.25 %

Net interest income on an FTE basis decreased $2.7 million (6.8%) for the year ended December 31, 2014 when compared to 2013 due to a $3.5 million (7.0%) decrease in interest income, which was partially offset by a $.8 million (7.3%) decrease in interest expense. The decrease in interest income was primarily due to the $23.9 million (2.8%) reduction in the average balance of loans and a decrease of 43 basis points on yields when comparing the years ended December 31, 2014 and December 31, 2013. The reduction in loan yields was attributable to loans repricing at lower rates and new loans booked at lower rates. The decline in interest income was partially offset by a decline in interest expense due to the reduction in the average balances of interest-bearing deposits and a decrease of 21 basis points on long-term borrowings. We saw a decrease in the net interest margin for the year ended December 31, 2014 to 3.00% when compared to 3.25% for the year ended December 31, 2013 and 3.30% for the year ended December 31, 2012.

When comparing the year ended December 31, 2014 to the year ended December 31, 2013, there was an overall $9.6 million increase in average interest-earning assets, driven by an increase of $57.1 million in investment securities, offset by a $23.9 million reduction in loans and a $23.6 million decrease in other interest-earning assets, primarily cash.

Interest expense decreased for the year ended December 31, 2014 when compared to the year ended December 31, 2013 due primarily to an overall decrease of $27.1 million on our average interest-bearing liabilities. The overall effect was a 6 basis point decrease in the average rate paid from 1.13% for 2013 to 1.07% for 2014. This decrease was due to a reduction of $47.2 million in certificates of deposit and a decrease of $1.9 million in borrowings, offset by an increase of $22.0 million in demand deposits, savings and money market accounts.

As shown below, the composition of total interest income between 2014 and 2013 remained relatively stable between interest and fees on loans and investment securities with a slight decline in interest and fees on loans offset by an increase in interest on investment securities.

	% of Total Interest Income			
	2014		2013	
Interest and fees on loans	81	%	85	%
Interest on investment securities	18	%	14	%
Other	1	%	1	%

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Table 1 sets forth the average balances, net interest income and expense, and average yields and rates for our interest-earning assets and interest-bearing liabilities for 2014, 2013 and 2012. Table 2 sets forth an analysis of volume and rate changes in interest income and interest expense of our average interest-earning assets and average interest-bearing liabilities for 2014, 2013 and 2012. Table 2 distinguishes between the changes related to average outstanding balances (changes in volume created by holding the interest rate constant) and the changes related to average interest rates (changes in interest income or expense attributed to average rates created by holding the outstanding balance constant).

Distribution of Assets, Liabilities and Shareholders' Equity

Interest Rates and Interest Differential – Tax Equivalent Basis

Table 1

	For the Years Ended December 31								
	2014			2013			2012		
(Dollars in thousands)	Average Balance	Interest	Average Yield/Rate	Average Balance	Interest	Average Yield/Rate	Average Balance	Interest	Average Yield/Rate
Assets									
Loans	$820,076	$37,525	4.58%	$843,996	$42,292	5.01%	$908,213	$46,742	5.15%
Investment Securities:									
Taxable	288,022	6,981	2.42	236,762	5,557	2.35	172,765	4,077	2.36
Non taxable	52,408	2,467	4.71	46,584	2,701	5.80	59,779	3,128	5.23
Total	340,430	9,448	2.78	283,346	8,258	2.91	232,544	7,205	3.10
Federal funds sold	37,069	84	0.23	56,363	141	0.25	58,645	138	0.24
Interest-bearing deposits with other banks	7,931	2	0.03	11,845	3	0.03	11,113	4	0.04
Other interest earning assets	7,599	291	3.83	7,995	199	2.49	9,762	167	1.71
Total earning assets	1,213,105	47,350	3.90%	1,203,545	50,893	4.23%	1,220,277	54,256	4.45%
Allowance for loan losses	(12,558)			(15,862)			(17,379)		
Non-earning assets	140,666			148,025			158,488		
Total Assets	$1,341,213			$1,335,708			$1,361,386		
Liabilities and Shareholders' Equity									
Interest-bearing demand deposits	$139,875	$127	0.09%	$137,348	$159	0.12%	$120,616	$180	0.15%
Interest-bearing money markets	214,268	501	0.23	205,608	464	0.23	203,497	424	0.21
Savings deposits	123,756	234	0.19	112,999	215	0.19	107,964	205	0.19
Time deposits:									

Less than $100k	163,100	1,769	1.08	195,084	2,070	1.06	214,613	2,696	1.26
$100k or more	145,024	1,972	1.36	160,203	2,168	1.35	198,051	3,054	1.54
Short-term borrowings	45,997	63	0.14	47,829	62	0.13	38,875	133	0.34
Long-term borrowings	182,637	6,204	3.40	182,702	6,594	3.61	198,541	7,273	3.66
Total interest-bearing liabilities	1,014,657	10,870	1.07%	1,041,773	11,732	1.13%	1,082,157	13,965	1.29%
Non-interest-bearing deposits	196,468			164,299			160,145		
Other liabilities	19,254			29,141			21,258		
Shareholders' Equity	110,834			100,495			97,826		
Total Liabilities and Shareholders' Equity	$1,341,213			$1,335,708			$1,361,386		
Net interest income and spread		$36,480	2.83%		$39,161	3.09%		$40,291	3.16%
Net interest margin			3.00%			3.25%			3.30%

Notes:

(1) The above table reflects the average rates earned or paid stated on a FTE basis assuming a tax rate of 35% for 2014, 2013 and 2012. The FTE adjustments for the years ended December 31, 2014, 2013 and 2012 were $964, $979 and $1,145, respectively.

(2) The average balances of non-accrual loans for the years ended December 31, 2014, 2013 and 2012, which were reported in the average loan balances for these years, were $15,093, $18,343 and $29,208, respectively.

(3) Net interest margin is calculated as net interest income divided by average earning assets.

(4) The average yields on investments are based on amortized cost.

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Interest Variance Analysis (1)

Table 2

	2014 Compared to 2013			2013 Compared to 2012		
(In thousands and tax equivalent basis)	Volume	Rate	Net	Volume	Rate	Net
Interest Income:						
Loans	$(1,095)	$(3,672)	$(4,767)	$(3,218)	$(1,232)	$(4,450)
Taxable Investments	1,242	182	1,424	1,502	(22)	1,480
Non-taxable Investments	274	(508)	(234)	(765)	338	(427)
Federal funds sold	(44)	(13)	(57)	(6)	9	3
Other interest earning assets	(166)	257	91	(26)	57	31
Total interest income	211	(3,754)	(3,543)	(2,513)	(850)	(3,363)
Interest Expense:						
Interest-bearing demand deposits	15	(47)	(32)	4	(25)	(21)
Interest-bearing money markets	20	17	37	5	35	40
Savings deposits	20	(1)	19	10	0	10
Time deposits less than $100	(347)	46	(301)	(207)	(419)	(626)
Time deposits $100 or more	(206)	10	(196)	(512)	(374)	(886)
Short-term borrowings	(3)	4	1	12	(83)	(71)
Long-term borrowings	(2)	(388)	(390)	(572)	(107)	(679)
Total interest expense	(503)	(359)	(862)	(1,260)	(973)	(2,233)
Net interest income	$714	$(3,395)	$(2,681)	$(1,253)	$123	$(1,130)

Note:

(1) The change in interest income/expense due to both volume and rate has been allocated to volume and rate changes in proportion to the relationship of the absolute dollar amounts of the change in each.

Provision for Loan Losses

The provision for loan losses was $2.5 million for the year ended December 31, 2014 compared to $.4 million for the year ended December 31, 2013. During 2014, we continued to experience reductions in our total rolling historical loss rates and impact of the qualitative factors utilized in the determination of the ALL, as well as continued reduction in the level of classified and impaired assets (discussed below in the section entitled “FINANCIAL CONDITION” under the heading “Allowance and Provision for Loan Losses”). The higher provision expense was primarily due to higher net charge-offs of $4.0 million in 2014, compared to net charge-offs of $2.8 million in 2013, as well as the impact of higher loan balances in 2014. Management strives to ensure that the ALL reflects a level commensurate with the risk inherent in our loan portfolio.

Other Operating Income

The following table shows the major components of other operating income for the past two years, exclusive of net gains/(losses), and the percentage changes during these years:

(Dollars in thousands)	2014	2013	% Change
Service charges on deposit accounts	$2,243	$2,615	-14.23 %
Other service charge income	690	854	-19.20 %
Debit card income	2,034	1,954	4.09 %
Trust department income	5,343	5,020	6.43 %
Bank owned life insurance (BOLI) income	1,392	1,035	34.49 %
Brokerage commissions	800	806	-0.74 %
Other income	564	853	-33.88 %
Total other operating income	$13,066	$13,137	-0.54 %

Other operating income, exclusive of gains, increased slightly by approximately $71,000 during 2014 when compared to 2013. The increase was attributable to the increase in BOLI income from a one-time death benefit of $.4 million received in December 2014. Trust department income increased $.3 million and debit card income increased $.1 million when comparing 2014 to 2013. These increases were offset by decreases in service charges on deposit accounts of $.4 million and other service charges of $.2 million and a decrease in other income of $.3 million. Trust assets under management were $702 million at December 31, 2014 and $675 million at December 31, 2013.

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Net gains of $1.0 million were reported through other income during 2014, compared to net gains of $.2 million during 2013. The increase was due to increased gains on sales of investment securities when comparing 2014 to 2013.

Other Operating Expense

The following table compares the major components of other operating expense for 2014 and 2013:

(Dollars in thousands)	2014	2013	% Change	
Salaries and employee benefits	$19,518	$19,946	-2.15	%
Other expenses	5,790	6,687	-13.40	%
FDIC premiums	1,842	1,875	-1.76	%
Equipment	2,508	2,595	-3.35	%
Occupancy	2,468	2,628	-6.09	%
Data processing	3,198	3,069	4.20	%
Professional services	1,287	1,495	-13.91	%
Other real estate owned expense	2,318	2,909	-20.32	%
Contract labor	669	615	8.80	%
Line rentals	656	652	0.61	%
Total other operating expense	$40,254	$42,471	-5.22	%

Operating expenses decreased $2.2 million for the year ended December 31, 2014 when compared to the same period of 2013. This decrease was due to decreases of $.4 million in salaries and benefits, $.6 million in OREO expenses and $.7 million in other expenses. Declines in other expenses were due primarily to reduced personnel related expenses such as in house training, a decline in telephone expenses, and reduced fraud expenses related to debit cards.

Applicable Income Taxes

Due to decreased operating results in 2014, we recognized a tax expense of $1.3 million in 2014, compared to a net tax expense of $2.2 million in 2013. See the discussion under “Income Taxes” in Note 17 to the Consolidated Financial Statements presented elsewhere in this annual report for a detailed analysis of our deferred tax assets and liabilities. A valuation allowance has been provided for the $1.7 million in state tax loss carry forwards included in deferred tax assets, which will expire commencing in 2030.

At December 31, 2014, we had federal net operating losses (“NOLs”) of approximately $12.0 million and West Virginia NOLs of approximately $5.3 million for which deferred tax assets of $4.2 million and $0.2 million, respectively, have

been recorded at December 31, 2014. The federal and West Virginia NOLs were created in 2010, 2012 and 2014 and will begin expiring in 2030. Management has determined that a deferred tax valuation allowance for these NOLs is not required for 2014 because we believe it is more likely than not that these deferred tax assets can be realized prior to expiration of their carry-forward periods.

At December 31, 2014, the Corporation had Maryland NOLs of $34.0 million for which a deferred tax asset of $1.7 million has been recorded. There has been and continues to be a full valuation allowance on these NOLs based on the fact that it is more likely than not that this deferred tax asset will not be realized because the Corporation files a separate Maryland income tax return, has recurring tax losses and will not generate sufficient taxable income in the future to utilize them before they expire beginning in 2019. The valuation allowance of $1.7 million at December 31, 2014 reflects an increase of $.1 million from the level at December 31, 2013.

In addition, we have concluded that no valuation allowance is deemed necessary for our remaining federal and state deferred tax assets at December 31, 2014, as it is more likely than not (defined a level of likelihood that is more than 50%) that they will be realized based on the expected reversal of deferred tax liabilities, the generation of future income sufficient to realize the deferred tax assets as they reverse, and the ability to implement tax planning strategies to prevent the expiration of any carry-forward periods. In making this determination, management considered the following:

- the expected reversal of $1.0 million of the total $3.8 million of deferred tax liabilities at December 31, 2014 in such a manner so as to substantially utilize the dollar for dollar impact against the deferred tax assets at December 31, 2014;
- for the remaining excess deferred tax assets that will not be utilized by the reversal of deferred tax liabilities, our expected future income will be sufficient to utilize the deferred tax assets as they reverse or before any net operating loss, if created, would expire; and
- tax planning strategies that can provide both one-time increases to taxable income of up to approximately $13.1 million and recurring annual decreases in unfavorable permanent items.

[32]

We will need to generate future taxable income of approximately $49 million to fully utilize the Maryland net deferred tax assets in the years in which they are expected to reverse. Management estimates that we can fully utilize the deferred tax assets in approximately seven years based on the historical pre-tax income and forecasts of estimated future pre-tax income as adjusted for permanent book to tax differences.

CONSOLIDATED BALANCE SHEET REVIEW

Overview

Total assets remained stable at $1.3 billion at December 31, 2014 and December 31, 2013. When comparing 2014 to 2013, cash and interest-bearing deposits in other banks decreased $7.6 million, the investment portfolio decreased $9.9 million, and gross loans increased $29.8 million. We sold investments during 2014 in order to reduce interest rate volatility and to provide funding for higher yielding loans. OREO balances decreased $4.1 million due to sales of properties. Total liabilities decreased by $9.8 million for the year ended December 31, 2014 when compared to 2013 due primarily to a decrease of $9.8 million in accrued interest payable and other liabilities. Other liabilities decreased as a result of cash payments of accrued interest on the Trust Preferred Debentures and accrued cash dividends on the outstanding shares of Series A Preferred Stock dividend. Comparing December 31, 2014 to December 31, 2013, shareholders' equity increased $7.1 million as a result of a decrease of $4.0 million in accumulated other comprehensive loss.

The total interest-earning asset mix remained relatively stable at December 31, 2014 and December 31, 2013. The mix for each year is illustrated below:

	Year End Percentage of Total Assets	
	2014	2013
Cash and cash equivalents	3 %	3 %
Net loans	62 %	60 %
Investments	25 %	26 %

The year-end total liability mix has remained consistent during the two-year period as illustrated below.

Year End Percentage of Total Liabilities

	2014		2013	
Total deposits	80	%	79	%
Total borrowings	18	%	18	%

Loan Portfolio

The Bank is actively engaged in originating loans to customers primarily in Allegany County, Frederick County, Garrett County, and Washington County in Maryland, and in Berkeley County, Mineral County, and Monongalia County in West Virginia; and the surrounding regions of West Virginia and Pennsylvania. We have policies and procedures designed to mitigate credit risk and to maintain the quality of our loan portfolio. These policies include underwriting standards for new credits as well as continuous monitoring and reporting policies for asset quality and the adequacy of the allowance for loan losses. These policies, coupled with ongoing training efforts, have provided effective checks and balances for the risk associated with the lending process. Lending authority is based on the type of the loan, and the experience of the lending officer.

Commercial loans are collateralized primarily by real estate and, to a lesser extent, equipment and vehicles. Unsecured commercial loans represent an insignificant portion of total commercial loans. Residential mortgage loans are collateralized by the related property. Generally, a residential mortgage loan exceeding a specified internal loan-to-value ratio requires private mortgage insurance. Installment loans are typically collateralized, with loan-to-value ratios which are established based on the financial condition of the borrower. We will also make unsecured consumer loans to qualified borrowers meeting our underwriting standards. Additional information about our loans and underwriting policies can be found in Item 1 of Part I of this annual report under the heading “Banking Products and Services”.

Table 3 sets forth the composition of our loan portfolio. Historically, our policy has been to make the majority of our loan commitments in our market areas. We had no foreign loans in our portfolio as of December 31 for any of the years presented.

Summary of Loan Portfolio

Table 3

The following table presents the composition of our loan portfolio for the past five years:

(In millions)	2014	2013	2012	2011	2010
Commercial real estate	$256.1	$268.0	$298.8	$336.2	$348.6
Acquisition and development	99.3	107.2	128.4	142.9	156.9
Commercial and industrial	93.3	59.8	69.0	78.7	70.0
Residential mortgage	367.6	350.9	346.9	347.2	356.7
Consumer	23.7	24.3	31.7	33.7	77.6
Total Loans	$840.0	$810.2	$874.8	$938.7	$1,009.8

Comparing December 31, 2014 to December 31, 2013, outstanding loans increased $29.8 million (3.7%). CRE loans decreased $11.9 million as a result of the payoffs of two large loans of approximately $15 million during the third quarter of 2014. A&D loans decreased $7.9 million due to regularly scheduled principal payments and payoffs. C&I loans increased $33.5 million due to new loan relationships, primarily one large relationship in the first quarter of 2014. Residential mortgage loans increased $16.7 million due to increased production of loans primarily in our 10/1 and 7/1 adjustable rate mortgage program. The Bank continues to use Fannie Mae for the majority of new, longer-term, fixed-rate residential loan originations. The consumer loan portfolio decreased slightly by $.6 million due to repayment activity in the indirect auto portfolio offsetting new production.

At December 31, 2014, approximately 44% of the commercial loan portfolio was collateralized by real estate, compared to approximately 57% at December 31, 2013.

Adjustable interest rate loans made up 64% of total loans at December 31, 2014 and 2013, with the balance being fixed–interest rate loans.

Comparing December 31, 2013 to December 31, 2012, outstanding loans decreased $64.6 million (7.4%). CRE loans decreased $30.8 million as a result of the payoff of several large loans and ongoing scheduled principal payments. A&D loans decreased $21.2 million due primarily to $5.0 million of principal amortization and $28.7 million of payoffs, offset by $17.9 million of new loans. C&I loans decreased $9.2 million due primarily to $8.7 million of payoffs and scheduled principal payments. Residential mortgage loans increased $4.0 million due to increased production of loans primarily in our 10/1 adjustable rate mortgage program, although production of new loans through Fannie Mae slowed during the third and fourth quarters of 2013. The consumer loan portfolio decreased $7.4 million due primarily to repayment activity in the indirect auto portfolio offsetting new production.

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The following table sets forth the maturities, based upon contractual dates, for selected loan categories as of December 31, 2014:

Maturities of Loan Portfolio at December 31, 2014

Table 4

(In thousands)	Maturing Within One Year	Maturing After One Year But Within Five Years	Maturing After Five Years	Total
Commercial Real Estate	$ 19,389	$ 100,196	$ 136,479	$256,064
Acquisition and Development	32,139	19,777	47,385	99,301
Commercial and Industrial	23,130	44,641	25,484	93,255
Residential Mortgage	8,179	6,750	352,712	367,641
Consumer	4,155	16,189	3,386	23,730
Total Loans	$ 86,992	$ 187,553	$ 565,446	$839,991
Classified by Sensitivity to Change in Interest Rates				
Fixed-Interest Rate Loans	34,934	125,123	142,282	302,339
Adjustable-Interest Rate Loans	52,058	62,430	423,164	537,652
Total Loans	$ 86,992	$ 187,553	$ 565,446	$839,991

Management monitors the performance and credit quality of the loan portfolio by analyzing the age of the portfolio as determined by the length of time a recorded payment is past due. A loan is considered to be past due when a payment has not been received for 30 days past its contractual due date. For all loan segments, the accrual of interest is discontinued when principal or interest is delinquent for 90 days or more unless the loan is well-secured and in the process of collection. All non-accrual loans are considered to be impaired. Interest payments received on non-accrual loans are applied as a reduction of the loan principal balance. Loans are returned to accrual status when all principal and interest amounts contractually due are brought current and future payments are reasonably assured. Our policy for recognizing interest income on impaired loans does not differ from our overall policy for interest recognition.

Table 5 sets forth the amounts of non-accrual, past-due and restructured loans for the past five years:

Risk Elements of Loan Portfolio

Table 5

	At December 31,				
(In thousands)	2014	2013	2012	2011	2010
Non-accrual loans:					
Commercial real estate	$5,762	$7,433	$6,194	$10,069	$11,893
Acquisition and development	3,609	5,632	10,778	14,938	16,269
Commercial and industrial	171	191	176	9,364	1,355
Residential mortgage	2,009	4,126	2,731	3,796	5,236
Consumer	0	14	36	21	152
Total non-accrual loans	$11,551	$17,396	$19,915	$38,188	$34,905
Accruing Loans Past Due 90 days or more:					
Commercial real estate	$0	$65	$0	$0	$0
Acquisition and development	1	282	200	128	128
Commercial and industrial	4	133	0	0	44
Residential mortgage	485	730	1,888	1,509	2,437
Consumer	39	24	58	142	183
Total accruing loans past due 90 days or more	$529	$1,234	$2,146	$1,779	$2,792
Total non-accrual and past due 90 days or more	$12,080	$18,630	$22,061	$39,967	$37,697
Restructured Loans (TDRs):					
Performing	$7,621	$10,567	$12,134	$10,657	$5,506
Non-accrual (included above)	6,063	7,380	5,540	7,385	9,593
Total TDRs	$13,684	$17,947	$17,674	$18,042	$15,099
Other Real Estate Owned	$12,932	$17,031	$17,513	$16,676	$18,072
Impaired loans without a valuation allowance	$19,937	$24,296	$39,361	$41,778	$42,890
Impaired loans with a valuation allowance	4,844	9,013	8,481	20,048	19,713
Total impaired loans	$24,781	$33,309	$47,842	$61,826	$62,603
Valuation allowance related to impaired loans	$1,236	$2,283	$1,632	$3,951	$4,366

Non-Accrual Loans as a % of Applicable Portfolio

	2014	2013	2012	2011	2010
Commercial real estate	2.3 %	2.8 %	2.1 %	3.0 %	3.4 %

Acquisition and development	3.6 %	5.3 %	8.4 %	10.5%	10.4%
Commercial and industrial	0.2 %	0.3 %	0.3 %	11.9%	1.9 %
Residential mortgage	0.5 %	1.2 %	0.8 %	1.1 %	1.5 %
Consumer	0.0 %	0.1 %	0.1 %	0.1 %	0.2 %

Interest income not recognized as a result of placing loans on non-accrual status was $.8 million for the year ended December 31, 2014, and there was $.1 million of interest income recognized on a cash basis during 2014.

[36]

Performing loans considered to be impaired (including performing troubled debt restructurings, or TDRs), as defined and identified by management, amounted to $13.2 million at December 31, 2014 and $15.9 million at December 31, 2013. Loans are identified as impaired when, based on current information and events, management determines that we will be unable to collect all amounts due according to contractual terms. These loans consist primarily of A&D loans and CRE loans. The fair values are generally determined based upon independent third party appraisals of the collateral or discounted cash flows based upon the expected proceeds. Specific allocations have been made where management believes there is insufficient collateral to repay the loan balance if liquidated and there is no secondary source of repayment available.

The level of performing impaired loans (other than performing TDRs) increased $.3 million during the year ended December 31, 2014, due to payoffs and principal reductions of $1.7 million, as well as the reclassification of seven loans totaling $1.3 million out of impaired status due to improved performance, offset by the addition of a $3.1 million non-owner occupied real estate loan, as well as two mortgage loans totaling $.2 million that were formerly reported as TDRs. Management will continue to monitor all loans that have been removed from an impaired status and take appropriate steps to ensure that satisfactory performance is sustained.

The following table presents the details of TDRs by loan class at December 31, 2014 and December 31, 2013:

(Dollars in thousands)	December 31, 2014 Number of Contracts	December 31, 2014 Recorded Investment	December 31, 2013 Number of Contracts	December 31, 2013 Recorded Investment
Performing				
Commercial real estate				
Non owner-occupied	2	$ 270	2	$ 257
All other CRE	1	2,843	2	3,313
Acquisition and development				
1-4 family residential construction	1	790	1	1,547
All other A&D	4	2,154	7	3,867
Commercial and industrial	1	404	2	614
Residential mortgage				
Residential mortgage – term	7	1,160	6	969
Residential mortgage – home equity	0	0	0	0
Consumer	0	0	0	0
Total performing	16	$ 7,621	20	$ 10,567
Non-accrual				
Commercial real estate				
Non owner-occupied	1	$ 458	1	$ 448
All other CRE	4	2,073	3	2,217
Acquisition and development 1-4 family residential construction	0	0	0	0
All other A&D	4	3,139	4	4,075

Commercial and industrial	1	171	0	0
Residential mortgage				
Residential mortgage – term	1	222	3	640
Residential mortgage – home equity	0	0	0	0
Consumer	0	0	0	0
Total non-accrual	11	6,063	11	7,380
Total TDRs	27	$ 13,684	31	$ 17,947

The level of TDRs decreased $4.3 million during the year ended December 31, 2014. Two loans totaling $.2 million were added to performing TDRs, one loan totaling $.4 million was added to non-performing TDRs, and eight loans already in performing TDRs were re-modified. Two loans totaling $.2 million that had been modified prior to December 31, 2014 are no longer reported as performing TDRs because the borrowers had made at least six consecutive payments and were current at the time of reclassification. During the year ended December 31, 2014 there were charge-offs totaling $1.2 million to five non-performing loans and three loans totaling $1.6 million were transferred to OREO. Net principal payments and payoffs totaling $1.9 million were received during the same time period.

[37]

At December 31, 2014, additional funds of up to $10,400 were committed to be advanced in connection with TDRs. Interest income not recognized due to rate modifications of TDRs was $.1 million, and interest income recognized on all TDRs was $.4 million in 2014.

Allowance for Loan Losses

The ALL is maintained to absorb losses from the loan portfolio. The ALL is based on management's continuing evaluation of the quality of the loan portfolio, assessment of current economic conditions, diversification and size of the portfolio, adequacy of collateral, past and anticipated loss experience, and the amount of non-performing loans.

The ALL is also based on estimates, and actual losses will vary from current estimates. These estimates are reviewed quarterly, and as adjustments, either positive or negative, become necessary, a corresponding increase or decrease is made in the ALL. The methodology used to determine the adequacy of the ALL is consistent with prior years. An estimate for probable losses related to unfunded lending commitments, such as letters of credit and binding but unfunded loan commitments is also prepared. This estimate is computed in a manner similar to the methodology described above, adjusted for the probability of actually funding the commitment.

The ALL decreased to $12.1 million at December 31, 2014, compared to $13.6 million at December 31, 2013. The provision for loan losses for the year ended December 31, 2014 increased to $2.5 million from $.4 million for the year ended December 31, 2013. The higher provision expense was primarily due to higher net charge-offs of $4.0 million in 2014, compared to net charge-offs of $2.8 million in 2013, as well as the impact of higher loan balances in 2014. The ratio of the ALL to loans outstanding as of December 31, 2014 was 1.44%, which was lower than the 1.68% at December 31, 2013 due to the charge-off or removal of specific allocations as a result of changing circumstances, as well as the overall higher quality of the loan portfolio in 2014.

The ratio of net charge-offs to average loans for the year ended December 31, 2014 was .49%, compared to .34% for the year ended December 31, 2013. Relative to December 31, 2013, two segments of loans, C&I and consumer, showed improvement. The CRE portfolio had an annualized net charge-off rate of .18% as of December 31, 2014, compared to an annualized net recovery rate of .27% as of December 31, 2013, which was driven by an $.8 million partial recovery on a non-owner occupied CRE loan that was repaid during 2013. The annualized net charge-off rate for A&D loans as of December 31, 2014 was 2.46% compared to an annualized net charge-off rate of 1.78% as of December 31, 2013, due to partial charge-offs on several projects and individual loans due to declining appraisal values. The ratios for C&I loans were .31% and 1.53% for December 31, 2014 and December 31, 2013, respectively. The residential mortgage loan ratios were .17% and .08% for December 31, 2014 and December 31, 2013, respectively, and the consumer loan ratios were .71% and .83% for December 31, 2014 and December 31, 2013, respectively.

Accruing loans past due 30 days or more declined to 1.62% of the loan portfolio at December 31, 2014, compared to 2.10% at December 31, 2013. The decrease for 2014 was primarily due to a decrease in past-due accruing residential mortgage term and all other A&D loans. Other improvements in the levels of past-due loans were attributable to a combination of a slowly improving economy and vigorous collection efforts by the Bank.

Non-accrual loans totaled $11.6 million at December 31, 2014, compared to $17.4 million at December 31, 2013. Non-accrual loans which have been subject to a partial charge-off totaled $4.6 million at December 31, 2014, compared to $1.9 million at December 31, 2013.

Management believes that the ALL at December 31, 2014 is adequate to provide for probable losses inherent in our loan portfolio. Amounts that will be recorded for the provision for loan losses in future periods will depend upon trends in the loan balances, including the composition of the loan portfolio, changes in loan quality and loss experience trends, potential recoveries on previously charged-off loans and changes in other qualitative factors. Management also applies interest rate risk, collateral value and debt service sensitivity analyses to the CRE loan portfolio and obtains new appraisals on specific loans under defined parameters to assist in the determination of the periodic provision for loan losses.

Comparing 2013 to 2012, the ALL decreased to $13.6 million at December 31, 2013, compared to $16.0 million at December 31, 2012. The provision for loan losses for the year ended December 31, 2013 decreased to $.4 million from $9.4 million for the year ended December 31, 2012. Net charge-offs decreased to $2.8 million for the year ended December 31, 2013, compared to $12.8 million for the year ended December 31, 2012. Included in the net charge-offs for the year ended December 31, 2013 were a $1.8 million partial charge-off on an A&D loan and an $.8 million charge-off of a C&I loan, which were partially offset by an $.8 million partial recovery on a non owner-occupied CRE loan that was repaid during the year. The lower provision expense was primarily due to the lower net charge-offs and the impact of lower loan balances. The ratio of the ALL to loans outstanding as of December 31, 2013 was 1.68%, which was lower than the 1.83% at December 31, 2012 due to the charge-off or removal of specific allocations as a result of changing circumstances.

Table 6 presents the activity in the allowance for loan losses by major loan category for the past five years.

Analysis of Activity in the Allowance for Loan Losses

Table 6

	For the Years Ended December 31,				
(In thousands)	2014	2013	2012	2011	2010
Balance, January 1	$13,594	$16,047	$19,480	$22,138	$20,090
Charge-offs:					
Commercial real estate	(485)	(233)	(2,289)	(6,886)	(543)
Acquisition and development	(2,673)	(2,200)	(809)	(3,055)	(9,770)
Commercial and industrial	(266)	(1,066)	(9,402)	(840)	(2,225)
Residential mortgage	(847)	(485)	(1,314)	(1,664)	(2,008)
Consumer	(512)	(590)	(650)	(893)	(1,791)
Total charge-offs	(4,783)	(4,574)	(14,464)	(13,338)	(16,337)
Recoveries:					
Commercial real estate	11	1,004	156	95	94
Acquisition and development	133	100	420	322	1,097
Commercial and industrial	26	79	464	57	538
Residential mortgage	229	199	177	550	391
Consumer	342	359	424	499	539
Total recoveries	741	1,741	1,641	1,523	2,659
Net credit losses	(4,042)	(2,833)	(12,823)	(11,815)	(13,678)
Provision for loan losses	2,513	380	9,390	9,157	15,726
Balance at end of period	$12,065	$13,594	$16,047	$19,480	$22,138
Allowance for loan losses to loans outstanding (as %)	1.44 %	1.68 %	1.83 %	2.08 %	2.19 %
Net charge-offs to average loans outstanding during the period (as %)	0.49 %	0.34 %	1.41 %	1.24 %	1.28 %

Table 7 presents management’s allocation of the ALL by major loan category in comparison to that loan category’s percentage of total loans. Changes in the allocation over time reflect changes in the composition of the loan portfolio risk profile and refinements to the methodology of determining the ALL. Specific allocations in any particular category may be reallocated in the future as needed to reflect current conditions. Accordingly, the entire ALL is considered available to absorb losses in any category.

Allocation of the Allowance for Loan Losses

Table 7

	For the Years Ended December 31,											
(In thousands)	2014	% of Total Loans	2013	% of Total Loans	2012	% of Total Loans	2011	% of Total Loans	2010	% of Total Loans		
Commercial real estate	$2,424	30	%	$4,052	33	%	$5,206	34	%	$6,218	36	%	$8,658	35	%
Acquisition and development	3,912	12	%	4,172	13	%	5,029	15	%	7,190	15	%	6,345	16	%
Commercial and industrial	1,680	11	%	766	8	%	906	8	%	2,190	8	%	1,345	7	%
Residential mortgage	3,862	44	%	4,320	43	%	4,507	39	%	3,430	37	%	4,211	35	%
Consumer	187	3	%	284	3	%	399	4	%	452	4	%	1,579	7	%
Total	$12,065	100	%	$13,594	100	%	$16,047	100	%	$19,480	100	%	$22,138	100	%

[39]

Investment Securities

The following table sets forth the composition of our securities portfolio by major category as of the indicated dates:

Table 8

	At December 31, 2014			**2013**			**2012**		
(In thousands)	Amortized Cost	Fair Value (FV)	FV As % of Total	Amortized Cost	Fair Value (FV)	FV As % of Total	Amortized Cost	Fair Value (FV)	FV AS % of Total
Securities Available-for-Sale:									
U.S. treasuries	$29,607	$29,596	13 %	$0	$0	0 %	$0	$0	0 %
U.S. government agencies	39,077	38,941	18 %	97,242	92,035	27 %	40,334	40,320	18 %
Residential mortgage-backed agencies	45,175	45,273	21 %	116,933	112,444	33 %	43,596	44,108	20 %
Commercial mortgage-backed agencies	26,007	25,957	12 %	31,025	29,905	9 %	37,330	37,618	17 %
Collateralized mortgage obligations	8,611	8,707	4 %	30,468	29,390	9 %	31,836	31,731	14 %
Obligations of states and political subdivisions	46,151	47,304	21 %	55,505	55,277	17 %	55,212	58,054	26 %
Collateralized debt obligations	37,117	25,339	11 %	37,146	17,538	5 %	36,798	11,442	5 %
Total available for sale	$231,745	$221,117	100 %	$368,319	$336,589	100 %	$245,106	$223,273	100 %
Securities Held to Maturity:									
U.S. government agencies	$24,520	$25,034	23 %	$0	$0	0 %	$0	$0	0 %
Residential mortgage-backed agencies	58,400	59,008	53 %	0	0	0 %	0	0	0 %
Commercial mortgage-backed agencies	16,425	16,737	15 %	0	0	0 %	0	0	0 %

Collateralized mortgage obligations	7,379	7,384	7 %	0	0	0 %	0	0	0 %	
Obligations of states and political subdivisions	2,725	2,608	2 %	3,900	3,590	100 %	4,040	4,347	100 %	
Total held to maturity	$109,449	$110,771	100 %	$3,900	$3,590	100 %	$4,040	$4,347	100 %	

Total fair value of investment securities at December 31, 2014 decreased $8.3 million when compared to the balance at December 31, 2013. At December 31, 2014, the securities classified as available-for-sale included a net unrealized loss of $10.6 million, which represents the difference between the fair value and amortized cost of securities in the portfolio and is primarily attributable to our CDOs. On June 1, 2014, management reclassified an amortized cost basis of $107.6 million of available-for-sale securities to held to maturity. The unrealized loss of approximately $4.0 million, at the date of transfer, will continue to be reported in a separate component of shareholders' equity as accumulated other comprehensive income and will be amortized over the remaining life of the securities as an adjustment of yield in a manner consistent with the amortization of any premium or discount.

As discussed in Note 24 to the Consolidated Financial Statements, we measure fair market values based on the fair value hierarchy established in ASC Topic 820, *Fair Value Measurements and Disclosures*. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Level 3 prices or valuation techniques require inputs that are both significant to the valuation assumptions and are not readily observable in the market (i.e. supported with little or no market activity). These Level 3 instruments are valued based on both observable and unobservable inputs derived from the best available data, some of which is internally developed, and considers risk premiums that a market participant would require.

Approximately $195.8 million of the available-for-sale portfolio was valued using Level 2 pricing and had net unrealized gains of $1.2 million at December 31, 2014. The remaining $25.3 million of the securities available-for-sale represents the entire CDO portfolio, which was valued using significant unobservable inputs, or Level 3 pricing. The $11.8 million in net unrealized losses associated with the CDO portfolio relates to 17 pooled trust preferred securities. Unrealized losses of $6.2 million represent non-credit related OTTI charges on 12 of the securities, while $5.6 million of unrealized losses relates to five securities which have no credit related OTTI. The unrealized losses on these securities are primarily attributable to continued depression in the marketability and liquidity associated with CDOs.

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The following table provides a summary of the trust preferred securities in the CDO portfolio and the credit status of the securities as of December 31, 2014.

Level 3 Investment Securities Available for Sale

(Dollars in Thousands)

Investment Description		First United Level 3 Investments				Security Credit Status					
Deal	Class	Amortized Cost	Fair Market Value	Unrealized Gain/(Loss)	Lowest Credit Rating	Original Collateral	Deferrals/ Defaults as % of Original Collateral	Performing Collateral	Collateral Support	Collateral Support as % of Performing Collateral	Number of Performing Issuers/Total Issuers
Preferred Term Security XI*	B-1	1,339	735	(604)	C	635,775	16.12%	385,575	(48,350)	-12.54%	43/56
Preferred Term Security XVI*	C	479	1,397	918	C	606,040	33.25%	331,800	(101,885)	-30.71%	36/54
Preferred Term Security XVIII*	C	3,059	1,596	(1,463)	C	676,565	22.51%	420,014	(39,127)	-9.32 %	50 / 70
Preferred Term Security XVIII	C	2,185	1,064	(1,121)	C	676,565	22.51%	420,014	(39,127)	-9.32 %	50/70
Preferred Term Security XIX*	C	3,104	1,873	(1,231)	C	700,535	10.66%	485,061	(40,196)	-8.29 %	50/62
Preferred Term Security XIX*	C	1,343	803	(540)	C	700,535	10.66%	485,061	(40,196)	-8.29 %	50/62
Preferred Term Security XIX*	C	1,345	803	(542)	C	700,535	10.66%	485,061	(40,196)	-8.29 %	50/62
	C	2,254	1,338	(916)	C	700,535	10.66%	485,061	(40,196)	-8.29 %	50/62

Preferred Term Security XIX*											
Preferred Term Security XXII*	C-1	3,998	2,936	(1,062)	C	1,386,600	19.76%	947,100	(37,187)	-3.93%	65/86
Preferred Term Security XXII*	C-1	1,599	1,174	(425)	C	1,386,600	19.76%	947,100	(37,187)	-3.93%	65/86
Preferred Term Security XXIII	C-1	1,953	932	(1,021)	C	1,467,000	20.31%	892,169	(29,520)	-3.31%	87/108
Preferred Term Security XXIII*	D-1	2,561	2,739	178	C	1,467,000	20.31%	892,169	(147,116)	-16.49%	87/108
Preferred Term Security XXIII*	D-1	854	913	59	C	1,467,000	20.31%	892,169	(147,116)	-16.49%	87/108
Preferred Term Security XXIV*	C-1	1,044	529	(515)	C	1,050,600	32.39%	627,334	(177,995)	-28.37%	56/84
Preferred Term Security I-P-I	B-2	2,000	1,504	(496)	CCC-	351,000	9.26%	155,800	14,635	9.39%	14/16
Preferred Term Security I-P-IV	B-1	3,000	1,876	(1,124)	CCC-	325,000	0.00%	157,500	35,168	22.33%	17/17
Preferred Term Security I-P-IV	B-1	5,000	3,127	(1,873)	CCC-	325,000	0.00%	157,500	35,168	22.33%	17/17
Total Level 3 Securities Available for Sale		37,117	25,339	(11,778)							

* Security has been deemed other-than-temporarily impaired and loss has been recognized in accordance with ASC Section 320-10-35.

The terms of the debentures underlying trust preferred securities allow the issuer of the debentures to defer interest payments for up to 20 quarters, and, in such case, the terms of the related trust preferred securities require their issuers to contemporaneously defer dividend payments. The issuers of the trust preferred securities in our investment portfolio have defaulted and/or deferred payments, ranging from 0.00% to 33.25% of the total collateral balances underlying the securities. The securities were designed to include structural features that provide investors with credit enhancement or support to provide default protection by subordinated tranches. These features include over-collateralization of the notes or subordination, excess interest or spread which will redirect funds in situations where collateral is insufficient, and a specified order of principal payments. There are securities in our portfolio that are under-collateralized, which does represent additional stress on our tranche. However, in these cases, the terms of the securities require excess interest to be redirected from subordinate tranches as credit support, which provides additional support to our investment.

Management systematically evaluates securities for impairment on a quarterly basis. Based upon application of ASC Topic 320 (Section 320-10-35), management must assess whether (i) we have the intent to sell the security and (ii) it is more likely than not that we will be required to sell the security prior to its anticipated recovery. If neither applies, then declines in the fair value of securities below their cost that are considered other-than-temporary declines are split into two components. The first is the loss attributable to declining credit quality. Credit losses are recognized in earnings as realized losses in the period in which the impairment determination is made. The second component consists of all other losses. The other losses are recognized in other comprehensive income. In estimating OTTI charges, management considers (a) the length of time and the extent to which the fair value has been less than cost, (b) adverse conditions specifically related to the security, an industry, or a geographic area, (c) the historic and implied volatility of the security, (d) changes in the rating of a security by a rating agency, (e) recoveries or additional declines in fair value subsequent to the balance sheet date, (f) failure of the issuer of the security to make scheduled interest payments, and (g) the payment structure of the debt security and the likelihood of the issuer being able to make payments that increase in the future. Due to the duration and the significant market value decline in the pooled trust preferred securities held in our portfolio, we performed more extensive testing on these securities for purposes of evaluating whether or not an OTTI has occurred.

The market for these securities as of December 31, 2014 is not active and markets for similar securities are also not active. The inactivity was evidenced first by a significant widening of the bid-ask spread in the brokered markets in which these securities trade and then by a significant decrease in the volume of trades relative to historical levels. The new issue market is also inactive, as no new CDOs have been issued since 2007. There are currently very few market participants who are willing to effect transactions in these securities. The market values for these securities, or any securities other than those issued or guaranteed by the Treasury, are very depressed relative to historical levels. Therefore, in the current market, a low market price for a particular bond may only provide evidence of stress in the credit markets in general rather than being an indicator of credit problems with a particular issue. Given the conditions in the current debt markets and the absence of observable transactions in the secondary and new issue markets, management has determined that (i) the few observable transactions and market quotations that are available are not reliable for the purpose of obtaining fair value at December 31, 2014, (ii an income valuation approach technique (i.e. present value) that maximizes the use of relevant unobservable inputs and minimizes the use of observable inputs will be equally or more representative of fair value than a market approach, and (iii) the CDO segment is appropriately classified within Level 3 of the valuation hierarchy because management determined that significant adjustments were required to determine fair value at the measurement date.

[41]

Management utilizes an independent third party to prepare both the evaluations of OTTI and the fair value determinations for the CDO portfolio. Management does not believe that there were any material differences in the OTTI evaluations and pricing between December 31, 2013 and December 31, 2014.

The approach used by the third party to determine fair value involved several steps, including detailed credit and structural evaluation of each piece of collateral in each bond, default, recovery and prepayment/amortization probabilities for each piece of collateral in the bond, and discounted cash flow modeling. The discount rate methodology used by the third party combines a baseline current market yield for comparable corporate and structured credit products with adjustments based on evaluations of the differences found in structure and risks associated with actual and projected credit performance of each CDO being valued. Currently, the only active and liquid trading market that exists is for stand-alone trust preferred securities. Therefore, adjustments to the baseline discount rate are also made to reflect the additional leverage found in structured instruments.

Based upon a review of credit quality and the cash flow tests performed by the independent third party, management determined that no securities had credit-related OTTI during 2014.

On December 10, 2013, to implement Section 619 of the Dodd-Frank Act, the four federal banking regulatory agencies and the SEC adopted the Volcker Rule. The Volcker Rule prohibits a banking institution from acquiring or retaining an “ownership interest” in a “covered fund”. A “covered fund” is (i) an entity that would be an investment company under the Investment Company Act of 1940, as amended, but for the exemptions contained in Section 3(c)(1) or Section 3(c)(7) of that Act, (ii) a commodity pool with certain characteristics, and/or (iii) a non-US entity with certain characteristics that is sponsored or owned by a banking entity located or organized in the US. The term “ownership interest” is defined as “any equity, partnership, or other similar interest.”

On January 14, 2014, the federal banking agencies adopted a final interim rule that exempts CDOs from the scope of the Volcker Rule if they were issued in offerings in which, among other things, the proceeds were used primarily to purchase securities issued by depository institutions and their affiliates. In connection with that final interim rule, the agencies published a non-exclusive list of exempt offerings. Of the 18 CDOs held by the Bank, 15 were issued in exempt offerings. The three remaining CDOs are collateralized primarily by securities issued by insurance companies and are not included in the agencies’ list of exempt offerings, which fact required management to make a determination as to whether the CDOs constituted an “ownership interest” in a “covered fund”, such that the Bank would be required to dispose of them pursuant to the Volcker Rule. To make this determination, management conducted a thorough review of the Indentures that govern the CDOs and the other offering materials used by the issuers to offer and sell the CDOs.

The Volcker Rule defines an “ownership interest” as an equity, partnership or other similar interest. The CDOs are debt securities (promissory notes) issued by corporations that call for regularly-scheduled payments of principal and interest, with interest calculated either at a fixed-rate or at a rate that is tied to LIBOR. Accordingly, none of the CDOs represent an equity or partnership interest in the issuers. In their adopting rule release, the agencies stated that debt

securities evidencing “typical extensions of credit” – those that “provide for payment of stated principal and interest calculated at a fixed rate or at a floating rate based on an index or interbank rate” – do not generally meet the definition of “other similar interest”. To be considered an “other similar interest”, a debt security must exhibit one or more of seven specified characteristics identified in the Volcker Rule on a current, future, or contingent basis:

Based on its review, management concluded that the three CDOs evidence “typical extensions of credit” and do not exhibit any of these seven characteristics. Accordingly, management concluded that none of these CDOs constitutes an “ownership interest” as defined by the Volcker Rule and that, therefore, as of December 31, 2014, the Corporation has the current intent and ability to hold these CDOs until maturity.

During the first quarter of 2014 and following the promulgation of the Volcker Rule, the fair value of the CDO portfolio improved significantly. The improvement was due to several factors including improved financial condition of the issuers, improved cash flows and a lower discount rate. As the issuers resumed payments of previously deferred interest during the quarter, cash flow projections for the securities increased. In addition, the discount rate utilized in the cash flow models was reduced as the base line current market yield for comparable corporate and structured products improved and the projected credit performance of the CDOs improved with favorable market conditions. The resulting increase in cash flow projections over the remaining life of the securities yielded a higher fair market value.

The risk-based capital ratios require that banks set aside additional capital for securities that are rated below investment grade. Securities rated one level below investment grade require a 200% risk weighting. As of December 31, 2014, we did not hold any investments that require the 200% risk weighting. Additional methods are applicable to securities rated more than one level below investment grade. As of December 31, 2014, there were 4 CDOs in the portfolio that exceeded a gross up value of 12.5% utilizing the direct reduction method.

[42]

Table 9 sets forth the contractual or estimated maturities of the components of our securities portfolio as of December 31, 2014 and the weighted average yields on a tax-equivalent basis.

Investment Security Maturities, Yields, and Fair Values at December 31, 2014

Table 9

(In thousands)	Within 1 Year	1 Year To 5 Years	5 Years To 10 Years	Over 10 Years	Total Fair Value
Securities Available-for-Sale:					
U.S. treasuries	$ 19,524	$ 10,072	$ 0	$ 0	$ 29,596
U.S. government agencies	0	30,007	8,934	0	38,941
Residential mortgage-backed agencies	0	15,531	20,993	8,749	45,273
Commercial mortgage-backed agencies	0	16,505	9,452	0	25,957
Collateralized mortgage obligations	731	3,366	0	4,610	8,707
Obligations of states and political subdivisions	0	4,687	20,874	21,743	47,304
Collateralized debt obligations	0	0	0	25,339	25,339
Total available for sale	$ 20,255	$ 80,168	$ 60,253	$ 60,441	$ 221,117
Percentage of total	9.16 %	36.26 %	27.25 %	27.33 %	100.00 %
Weighted average yield	0.16 %	2.34 %	4.43 %	3.67 %	3.07 %
Held to Maturity:					
U.S. government agencies	$ 0	$ 0	$ 15,775	$ 9,259	$ 25,034
Residential mortgage-backed agencies	0	0	40,743	18,265	59,008
Commercial mortgage-backed agencies	0	0	16,737	0	16,737
Collateralized mortgage obligations	0	0	7,384	0	7,384
Obligations of states and political subdivisions	0	0	0	2,608	2,608
Total held to maturity	$ 0	$ 0	$ 80,639	$ 30,132	$ 110,771
Percentage of total	0.00 %	0.00 %	72.80 %	27.20 %	100.00 %
Weighted average yield	0.00 %	0.00 %	2.91 %	3.17 %	2.98 %

The weighted average yield was calculated using historical cost balances and does not give effect to changes in fair value. At December 31, 2014, we did not hold any securities in the name of any one issuer exceeding 10% of shareholders' equity.

[43]

Deposits

Table 10 sets forth the actual and average deposit balances by major category for 2014, 2013 and 2012:

Deposit Balances

Table 10

(In thousands)	2014 Actual Balance	2014 Average Balance	2014 Average Yield	2013 Actual Balance	2013 Average Balance	2013 Average Yield	2012 Actual Balance	2012 Average Balance	2012 Average Yield
Non-interest-bearing demand deposits	$201,188	$196,468	0.00 %	$175,863	$164,299	0.00 %	$161,500	$160,145	0.00 %
Interest-bearing deposits:									
Demand	134,302	139,875	0.09 %	142,711	137,348	0.13 %	119,306	120,616	0.15 %
Money Market:									
Retail	224,699	214,268	0.23 %	215,842	205,608	0.23 %	202,678	203,497	0.21 %
Brokered	0	0	0.00 %	0	0	0.00 %	0	0	0.00 %
Savings deposits	129,392	123,756	0.19 %	116,345	112,999	0.19 %	109,740	107,964	0.19 %
Time deposits less than $100K	146,764	163,100	1.08 %	169,136	195,084	1.06 %	188,341	214,613	1.26 %
Time deposits $100K or more:									
Retail	141,455	140,489	1.36 %	151,928	149,285	1.35 %	164,085	158,298	1.72 %
Brokered/CDARS	3,523	4,535	0.11 %	5,578	10,918	0.19 %	31,234	39,753	0.84 %
Total Deposits	$981,323	$982,491		$977,403	$975,541		$976,884	$1,004,886	

Total deposits increased $3.9 million at December 31, 2014 when compared to December 31, 2013. With our continued focus on changing the mix of our deposit portfolio away from higher cost certificates of deposit and toward lower cost money market and transaction accounts, we have seen increases in core deposits and reductions in certificates of deposit. Non-interest bearing deposits increased $25.3 million. Traditional savings accounts increased $13.0 million due to continued growth in our Prime Saver product. Total demand deposits decreased $8.4 million and total money market accounts increased $8.9 million. Time deposits less than $100,000 declined $22.4 million and time deposits greater than $100,000 decreased $12.5 million.

The following table sets forth the maturities of time deposits of $100,000 or more:

Maturity of Time Deposits of $100,000 or More

Table 11

(In thousands)	December 31, 2014
Maturities	
3 Months or Less	$21,607
3-6 Months	17,714
6-12 Months	31,475
Over 1 Year	74,182
Total	$144,978

Borrowed Funds

The following shows the composition of our borrowings at December 31:

(In thousands)	2014	2013	2012
Securities sold under agreements to repurchase	$39,801	$43,676	$39,257
Total short-term borrowings	$39,801	$43,676	$39,257
Long-term FHLB advances	$135,876	$135,942	$136,005
Junior subordinated debentures	46,730	46,730	46,730
Total long-term borrowings	$182,606	$182,672	$182,735
Total borrowings	$222,407	$226,348	$221,992
Average balance (from Table 1)	$228,634	$230,531	$237,416

The following is a summary of short-term borrowings at December 31 with original maturities of less than one year:

(Dollars in thousands)	2014	2013	2012
Securities sold under agreements to repurchase:			
Outstanding at end of year	$39,801	$43,676	$39,257
Weighted average interest rate at year end	0.15 %	0.14 %	0.34 %
Maximum amount outstanding as of any month end	$53,819	$61,354	$52,367
Average amount outstanding	45,702	48,299	38,812
Approximate weighted average rate during the year	0.13 %	0.13 %	0.34 %

Total borrowings decreased by $3.9 million, or 1.7%, in 2014 when compared to 2013, while the average balance of borrowings decreased by $1.9 million during the same period. The decrease was due to a $3.9 million decrease in our Treasury Management product combined with a decrease of $66 thousand in long-term borrowings due to scheduled monthly amortization of long-term advances.

Total borrowings increased by $4.4 million, or 2.0%, in 2013 when compared to 2012, while the average balance of borrowings decreased by $6.9 million during the same period. The increase was due to a $4.4 million increase in our Treasury Management product which was offset slightly by a decrease of $63 thousand in long-term borrowings due to scheduled monthly amortization of long-term advances.

Management will continue to closely monitor interest rates within the context of its overall asset-liability management process. See the discussion under the heading “Interest Rate Sensitivity” in this Item 7 for further information on this topic.

As of December 31, 2014, we had additional borrowing capacity with the FHLB totaling $32.7 million, an additional $70 million of unused lines of credit with various financial institutions, $26.9 million of an unused secured line of credit with the Federal Reserve Bank and approximately $49 million available through wholesale money market funds. See Note 12 to the Consolidated Financial Statements presented elsewhere in this annual report for further details about our borrowings and additional borrowing capacity, which is incorporated herein by reference.

Capital Resources

We require capital to fund loans, satisfy our obligations under the Bank’s letters of credit, meet the deposit withdraw demands of the Bank’s customers, and satisfy our other monetary obligations. To the extent that deposits are not

adequate to fund our capital requirements, we can rely on the funding sources identified below under the heading "Liquidity Management". At December 31, 2014, the Bank had $70 million available through unsecured lines of credit with correspondent banks, $26.9 million available through a secured line of credit with the Fed Discount Window and approximately $32.7 million available through the FHLB**.** Management is not aware of any demands, commitments, events or uncertainties that are likely to materially affect our ability to meet our future capital requirements.

In addition to operational requirements, the Bank and the Corporation are subject to risk-based capital regulations, which were adopted and are monitored by federal banking regulators. These regulations are used to evaluate capital adequacy and require an analysis of an institution's asset risk profile and off-balance sheet exposures, such as unused loan commitments and stand-by letters of credit. The regulations require that a portion of total capital be Tier 1 capital, consisting of common shareholders' equity, the qualifying portion of trust issued preferred securities, and perpetual preferred stock, less goodwill and certain other deductions. The remaining capital, or Tier 2 capital, consists of subordinated debt, mandatory convertible debt, the remaining portion of trust issued preferred securities, grandfathered senior debt and the ALL, subject to certain limitations.

Banking organizations are currently required to maintain a minimum 8% (10% for well capitalized banks) total risk-based capital ratio (total qualifying capital divided by risk-weighted assets), including a Tier 1 ratio of 4% (6% for well capitalized banks). The risk-based capital rules have been further supplemented by a leverage ratio, defined as Tier I capital divided by average assets, after certain adjustments. The minimum leverage ratio is 4% (5% for well capitalized banks) for banking organizations that do not anticipate significant growth and have well-diversified risk (including no undue interest rate risk exposure), excellent asset quality, high liquidity and good earnings. Other banking organizations not in this category are expected to have ratios of at least 4-5%, depending on their particular condition and growth plans. Regulators may require higher capital ratios when warranted by the particular circumstances or risk profile of a given banking organization. In the current regulatory environment, banking organizations must stay well capitalized in order to receive favorable regulatory treatment on acquisition and other expansion activities and favorable risk-based deposit insurance assessments. Our capital policy establishes guidelines meeting these regulatory requirements and takes into consideration current or anticipated risks as well as potential future growth opportunities.

At December 31, 2014, the Corporation's total risk-based capital ratio was 15.40% and the Bank's total risk-based capital ratio was 15.60%, both of which were well above the regulatory minimum of 8%. The total risk-based capital ratios of the Corporation and the Bank at December 31, 2013 were 15.33% and 16.22%, respectively. The increase for the Corporation in 2014 was due to a change in composition of risk based assets as well as the increase in net income.

At the Bank level, the ratios declined slightly from December 31, 2013 to December 31, 2014 primarily because of the Bank's payment in 2014 of approximately $11.0 million in cash dividends to the Corporation, which were used to pay all deferred interest and dividends and to make quarterly interest payments due under the TPS Debentures and quarterly dividends due on the outstanding shares of Series A Preferred Stock.

As of December 31, 2014, the most recent notification from the regulators categorizes the Corporation and the Bank as "well capitalized" under the regulatory framework for prompt corrective action. See Note 4 to the Consolidated Financial Statements presented elsewhere in this annual report for additional information regarding regulatory capital ratios.

The current capital regime will significantly change when the Basel III Capital Rules are phased in starting on January 1, 2015. These changes are discussed in Item 1 of Part I of this annual report under the heading, "**Capital Requirements**".

In January 2009, pursuant to the TARP CPP, the Corporation sold 30,000 shares of its Series A Preferred Stock and a Warrant to purchase 326,323 shares of its common stock, having an exercise price of $13.79 per share, to the Treasury for an aggregate purchase price of $30 million. The proceeds from this transaction count as Tier 1 capital and the Warrant qualifies as tangible common equity. Information about the terms of these securities is provided in Note 13 to the consolidated financial statements.

The terms of the Series A Preferred Stock call for the payment, if declared by the Corporation's Board of Directors, of cash dividends on February 15th, May 15th, August 15th and November 15th of each year. On November 15, 2010, at the request of the Reserve Bank, the Corporation's Board of Directors voted to suspend quarterly cash dividends on the Series A Preferred Stock beginning with the dividend payment due November 15, 2010. During the suspension, dividends of $.4 million per dividend period continued to accrue. In April 2014, the Corporation received approval from the Reserve Bank to terminate this deferral by making a $6.5 million payment to the Treasury, representing the quarterly dividend payment due in May 2014 and all unpaid dividends that accrued during the suspension period. In July 2014, November 2014 and January 2015, the Corporation received approvals to pay the $.7 million in quarterly dividends due in each of August 2014, November 2014 and February 2015, respectively.

At the request of the Reserve Bank in December 2010, the Corporation's Board of Directors elected to defer quarterly interest payments under the TPS Debentures beginning with the payments due in March 2011. The terms of the TPS Debentures permit the Corporation to elect to defer payments of interest for up to 20 consecutive quarterly periods, provided that no event of default exists under the TPS Debentures at the time of the election. An election to defer interest payments is not considered a default under the TPS Debentures. In February 2014, First United Corporation received approval from the Reserve Bank to terminate this deferral by making the quarterly interest payments due to the Trusts in March 2014 and paying all deferred interest for prior quarters. In connection with this deferral termination, deferred interest of approximately $1.024 million as well as $77,166 of current interest was paid to Trust I on March 17, 2014, deferred interest of approximately $2.048 million as well as $154,325 in current interest was paid to Trust II on March 17, 2014, and deferred interest of approximately $3.763 million as well as $266,650 in current interest was paid to Trust III on March 15, 2014. In April 2014, July 2014 and November 2014, the Corporation received approvals to pay the quarterly interest due to the Trusts in June 2014, September 2014 and December 2014, respectively. Details of these payments are provided in the table below. In January 2015, the Corporation received approval from the Reserve Bank to pay the quarterly interest due to the Trusts in March 2015.

Payment Date	Trust I Accrued Interest	Quarterly Interest	Trust II Accrued Interest	Quarterly Interest	Trust III Accrued Interest	Quarterly Interest
March 2014	$1.024 million	$ 77,166	$2.048 million	$ 154,325	$3.763 million	$ 266,650
June 2014	-	78,604	-	157,202	-	266,650
September 2014	-	78,572	-	157,136	-	266,650
December 2014	-	77,783	-	155,558	-	266,650

Until further notice from the Reserve Bank, the Corporation is required to obtain the Reserve Bank's prior approval before paying any future quarterly cash dividend on the shares of Series A Preferred Stock or making any future payment of quarterly interest due under the TPS Debentures. In considering a request for approval, the Reserve Bank will consider, among other things, the Corporation's financial condition and its quarterly results of operations. In addition to this pre-approval requirement, the Corporation's ability to pay these dividends or make these interest payments will depend in large part on its receipt of dividends from the Bank, and the Bank may make dividend payments only with the prior approval of the FDIC and the Maryland Commissioner. As a result of these limitations, no assurance can be given that the Corporation will pay quarterly cash dividends on the shares of Series A Preferred Stock or make quarterly interest payments due under the TPS Debentures in any future quarter. In the event that the Corporation and/or the Bank do not receive the required approvals, the will have to again elect to defer payments.

The Corporation's Board of Directors suspended the payment of cash dividends on the common stock in December 2010 when it approved the above-mentioned deferral of cash dividends on the Series A Preferred Stock, and this suspension remains in effect

Liquidity Management

Liquidity is a financial institution's capability to meet customer demands for deposit withdrawals while funding all credit-worthy loans. The factors that determine the institution's liquidity are:

- Reliability and stability of core deposits;
- Cash flow structure and pledging status of investments; and
- Potential for unexpected loan demand.

We actively manage our liquidity position through weekly meetings of a sub-committee of executive management, known as the internal treasury team, which looks forward 12 months at 30-day intervals. The measurement is based upon the projection of funds sold or purchased position, along with ratios and trends developed to measure dependence on purchased funds and core growth. Monthly reviews by management and quarterly reviews by the Asset and Liability Committee under prescribed policies and procedures are designed to ensure that we will maintain adequate levels of available funds.

It is our policy to manage our affairs so that liquidity needs are fully satisfied through normal Bank operations. That is, the Bank will manage its liquidity to minimize the need to make unplanned sales of assets or to borrow funds under emergency conditions. The Bank will use funding sources where the interest cost is relatively insensitive to market changes in the short run (periods of one year or less) to satisfy operating cash needs. The remaining normal funding will come from interest-sensitive liabilities, either deposits or borrowed funds. When the marginal cost of needed wholesale funding is lower than the cost of raising this funding in the retail markets, the Corporation may supplement retail funding with external funding sources such as:

- Unsecured Fed Funds lines of credit with upstream correspondent banks (M&T Bank, Atlantic Community Banker's Bank, Community Banker's Bank, PNC Financial Services ("PNC"), SunTrust and Zions Bancorp.
- Secured advances with the FHLB of Atlanta, which are collateralized by eligible one to four family residential mortgage loans, home equity lines of credit, commercial real estate loans, and various securities. Cash may also be pledged as collateral.
- Secured line of credit with the Fed Discount Window for use in borrowing funds up to 90 days, using municipal securities as collateral.
- Brokered deposits, including CDs and money market funds, provide a method to generate deposits quickly. These deposits are strictly rate driven but often provide the most cost effective means of funding growth.

- One Way Buy CDARS funding – a form of brokered deposits that has become a viable supplement to brokered deposits obtained directly.

Management believes that we have adequate liquidity available to respond to current and anticipated liquidity demands and is not aware of any trends or demands, commitments, events or uncertainties that are likely to materially affect our ability to maintain liquidity at satisfactory levels.

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Market Risk and Interest Sensitivity

Our primary market risk is interest rate fluctuation. Interest rate risk results primarily from the traditional banking activities that we engage in, such as gathering deposits and extending loans. Many factors, including economic and financial conditions, movements in interest rates and consumer preferences affect the difference between the interest earned on our assets and the interest paid on our liabilities. Interest rate sensitivity refers to the degree that earnings will be impacted by changes in the prevailing level of interest rates. Interest rate risk arises from mismatches in the repricing or maturity characteristics between interest-bearing assets and liabilities. Management seeks to minimize fluctuating net interest margins, and to enhance consistent growth of net interest income through periods of changing interest rates. Management uses interest sensitivity gap analysis and simulation models to measure and manage these risks. The interest rate sensitivity gap analysis assigns each interest-earning asset and interest-bearing liability to a time frame reflecting its next repricing or maturity date. The differences between total interest-sensitive assets and liabilities at each time interval represent the interest sensitivity gap for that interval. A positive gap generally indicates that rising interest rates during a given interval will increase net interest income, as more assets than liabilities will reprice. A negative gap position would benefit us during a period of declining interest rates.

During 2014, we continued to shift our focus from a shorter duration balance sheet to a more neutral to slightly asset sensitive position as we anticipate a flat to rising rate environment in the future. As of December 31, 2014, we were asset sensitive.

Our interest rate risk management goals are:

- Ensure that the Board of Directors and senior management will provide effective oversight and ensure that risks are adequately identified, measured, monitored and controlled;
- Enable dynamic measurement and management of interest rate risk;
- Select strategies that optimize our ability to meet our long-range financial goals while maintaining interest rate risk within policy limits established by the Board of Directors;
- Use both income and market value oriented techniques to select strategies that optimize the relationship between risk and return; and
- Establish interest rate risk exposure limits for fluctuation in net interest income ("NII"), net income and economic value of equity.

In order to manage interest sensitivity risk, management formulates guidelines regarding asset generation and pricing, funding sources and pricing, and off-balance sheet commitments. These guidelines are based on management's outlook regarding future interest rate movements, the state of the regional and national economy, and other financial and business risk factors. Management uses computer simulations to measure the effect on net interest income of various interest rate scenarios. Key assumptions used in the computer simulations include cash flows and maturities of interest rate sensitive assets and liabilities, changes in asset volumes and pricing, and management's capital plans. This modeling reflects interest rate changes and the related impact on net interest income over specified periods.

We evaluate the effect of a change in interest rates of +/-100 basis points to +/-400 basis points on both NII and Net Portfolio Value ("NPV") / Economic Value of Equity ("EVE"). We concentrate on NII rather than net income as long as NII remains the significant contributor to net income.

NII modeling allows management to view how changes in interest rates will affect the spread between the yield paid on assets and the cost of deposits and borrowed funds. Unlike traditional Gap modeling, NII modeling takes into account the different degree to which installments in the same repricing period will adjust to a change in interest rates. It also allows the use of different assumptions in a falling versus a rising rate environment. The period considered by the NII modeling is the next eight quarters.

NPV / EVE modeling focuses on the change in the market value of equity. NPV / EVE is defined as the market value of assets less the market value of liabilities plus/minus the market value of any off-balance sheet positions. By effectively looking at the present value of all future cash flows on or off the balance sheet, NPV / EVE modeling takes a longer-term view of interest rate risk. This complements the shorter-term view of the NII modeling.

Measures of NII at risk produced by simulation analysis are indicators of an institution's short-term performance in alternative rate environments. These measures are typically based upon a relatively brief period, usually one year.

They do not necessarily indicate the long-term prospects or economic value of the institution.

Based on the simulation analysis performed at December 31, 2014 and 2013, management estimated the following changes in net interest income, assuming the indicated rate changes:

(Dollars in thousands)	2014	2013
+400 basis points	$1,998	$2,025
+300 basis points	$1,807	$1,806
+200 basis points	$1,711	$1,653
+100 basis points	$883	$879
-100 basis points	$(2,262)	$(2,847)

This estimate is based on assumptions that may be affected by unforeseeable changes in the general interest rate environment and any number of unforeseeable factors. Rates on different assets and liabilities within a single maturity category adjust to changes in interest rates to varying degrees and over varying periods of time. The relationships between lending rates and rates paid on purchased funds are not constant over time. Management can respond to current or anticipated market conditions by lengthening or shortening the Bank’s sensitivity through loan repricings or changing its funding mix. The rate of growth in interest-free sources of funds will influence the level of interest-sensitive funding sources. In addition, the absolute level of interest rates will affect the volume of earning assets and funding sources. As a result of these limitations, the interest-sensitive gap is only one factor to be considered in estimating the net interest margin.

Impact of Inflation – Our assets and liabilities are primarily monetary in nature, and as such, future changes in prices do not affect the obligations to pay or receive fixed and determinable amounts of money. During inflationary periods, monetary assets lose value in terms of purchasing power and monetary liabilities have corresponding purchasing power gains. The concept of purchasing power is not an adequate indicator of the impact of inflation on financial institutions because it does not incorporate changes in our earnings.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information called for by this item is incorporated herein by reference to Item 7 of Part II of this annual report under the heading “Market Risk and Interest Sensitivity”.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders

First United Corporation

Oakland, Maryland

We have audited the accompanying consolidated statement of financial condition of First United Corporation and Subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for the years then ended. These financial statements are the responsibility of First United Corporation'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 audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of First United Corporation and Subsidiaries as of December 31, 2014 and 2013, and the results of their operations and their cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

/s/ Baker Tilly Virchow Krause, LLP

Pittsburgh, Pennsylvania
March 9, 2015

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First United Corporation and Subsidiaries

Consolidated Statement of Financial Condition

(In thousands, except per share amounts)

	December 31,	
	2014	2013
Assets		
Cash and due from banks	$27,554	$32,895
Interest bearing deposits in banks	7,897	10,168
Cash and cash equivalents	35,451	43,063
Investment securities – available-for-sale (at fair value)	221,117	336,589
Investment securities – held to maturity (fair value of $110,771 at December 31, 2014 and $3,590 at December 31, 2013, respectively)	109,449	3,900
Restricted investment in bank stock, at cost	7,524	7,913
Loans	839,991	810,240
Allowance for loan losses	(12,065)	(13,594)
Net loans	827,926	796,646
Premises and equipment, net	25,629	26,905
Goodwill	11,004	11,004
Bank owned life insurance	33,504	32,956
Deferred tax assets	25,907	29,209
Other real estate owned	12,932	17,031
Accrued interest receivable and other assets	21,853	28,830
Total Assets	$1,332,296	$1,334,046
Liabilities and Shareholders' Equity		
Liabilities:		
Non-interest bearing deposits	$201,188	$175,863
Interest bearing deposits	780,135	801,540
Total deposits	981,323	977,403
Short-term borrowings	39,801	43,676
Long-term borrowings	182,606	182,672
Accrued interest payable and other liabilities	19,567	28,412
Total Liabilities	1,223,297	1,232,163
Shareholders' Equity:		
Preferred stock – no par value; Authorized 2,000 shares of which 30 shares of Series A, $1,000 per share liquidation preference, 5% cumulative increasing to 9% cumulative on February 15, 2014, were issued and outstanding on December 31, 2014 and 2013 (discount of $0 and $6, respectively)	30,000	29,994
Common Stock – par value $.01 per share; Authorized 25,000 shares; issued and outstanding 6,228 shares at December 31, 2014 and 6,211 shares at December 31, 2013	62	62

Surplus	21,795	21,661
Retained earnings	77,375	74,379
Accumulated other comprehensive loss	(20,233)	(24,213)
Total Shareholders' Equity	108,999	101,883
Total Liabilities and Shareholders' Equity	$1,332,296	$1,334,046

See notes to consolidated financial statements

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First United Corporation and Subsidiaries

Consolidated Statement of Income

(In thousands, except share and per share amounts)

	Year ended December 31,	
	2014	2013
Interest income		
Interest and fees on loans	$37,486	$42,258
Interest on investment securities		
Taxable	6,981	5,557
Exempt from federal income tax	1,542	1,756
Total investment income	8,523	7,313
Other	377	343
Total interest income	46,386	49,914
Interest expense		
Interest on deposits	4,603	5,076
Interest on short-term borrowings	63	62
Interest on long-term borrowings	6,204	6,594
Total interest expense	10,870	11,732
Net interest income	35,516	38,182
Provision for loan losses	2,513	380
Net interest income after provision for loan losses	33,003	37,802
Other operating income		
Changes in fair value on impaired securities	6,560	4,173
Portion of gain recognized in other comprehensive income (before taxes)	(6,560)	(4,173)
Net securities impairment losses recognized in operations	0	0
Net gains – other	1,053	229
Total net gains	1,053	229
Service charges	2,933	3,469
Trust department	5,343	5,020
Debit card income	2,034	1,954
Bank owned life insurance	1,392	1,035
Brokerage commissions	800	806
Other	564	853
Total other income	13,066	13,137
Total other operating income	14,119	13,366
Other operating expenses		
Salaries and employee benefits	19,518	19,946
FDIC premiums	1,842	1,875
Equipment	2,508	2,595
Occupancy	2,468	2,628
Data processing	3,198	3,069
Professional services	1,287	1,495

Other real estate owned expenses	2,318	2,909
Contract labor	669	615
Line rentals	656	652
Other	5,790	6,687
Total other operating expenses	40,254	42,471
Income before income tax expense	6,868	8,697
Provision for income tax expense	1,271	2,222
Net Income	5,597	6,475
Accumulated preferred stock dividends and discount accretion	(2,601)	(1,778)
Net Income Available to Common Shareholders	$2,996	$4,697
Basic and diluted net income per common share	$0.48	$0.76
Weighted average number of basic and diluted shares outstanding	6,222,440	6,206,819

See notes to consolidated financial statements

First United Corporation and Subsidiaries

Consolidated Statement of Comprehensive Income

(In thousands, except per share data)

	Year Ended December 31,	
Comprehensive Income	2014	2013
Net Income	$5,597	$6,475
Other comprehensive income/(loss), net of tax and reclassification adjustments:		
Net unrealized gains on investments with OTTI	3,944	2,413
Net unrealized gains/ (losses) on all other AFS securities	8,737	(8,326)
Net unrealized losses on HTM securities	(2,255)	0
Net unrealized gains on cash flow hedges	155	233
Net unrealized (losses)/gains on pension plan liability	(6,304)	3,174
Net unrealized (losses)/gains on SERP liability	(297)	116
Other comprehensive income/(loss), net of tax	3,980	(2,390)
Comprehensive Income	$9,577	$4,085

See notes to consolidated financial statements

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First United Corporation and Subsidiaries

Consolidated Statement of Changes in Shareholders' Equity

(In thousands)

	Preferred Stock	Common Stock	Surplus	Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
Balance at January 1, 2013	$ 29,925	$ 62	$ 21,573	$ 69,682 *	$ (21,823)	$ 99,419
Net income				6,475		6,475
Other comprehensive loss					(2,390)	(2,390)
Stock based compensation			88			88
Preferred stock discount accretion	69			(69)		0
Preferred stock dividends deferred				(1,709)		(1,709)
Balance at December 31, 2013	29,994	62	21,661	74,379	(24,213)	101,883
Net income				5,597		5,597
Other comprehensive income					3,980	3,980
Stock based compensation			134			134
Preferred stock discount accretion	6			(6)		0
Preferred stock dividends paid				(2,595)		(2,595)
Balance at December 31, 2014	$ 30,000	$ 62	$ 21,795	$ 77,375	$ (20,233)	$ 108,999

* - Includes prior period correction discussed in Note 1

See notes to consolidated financial statements

First United Corporation and Subsidiaries

Consolidated Statement of Cash Flows

(In thousands)

	Year ended December 31,	
	2014	2013
Operating activities		
Net income	$5,597	$6,475
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	2,513	380
Depreciation	1,938	2,043
Stock compensation	134	88
Loss/(gain) on sales of other real estate owned	944	(205)
Write-downs of other real estate owned	920	3,079
Gain on loan sales	(52)	(176)
Loss on disposal of fixed assets	58	25
Net amortization of investment securities discounts and premiums- AFS	215	1,561
Net amortization of investment securities discounts and premiums- HTM	33	0
Loss/(gain) on sales of investment securities – available-for-sale	41	(78)
Gain on sales of investment securities – held for trading	(1,100)	0
Amortization of deferred loan fees	(525)	(542)
Decrease in accrued interest receivable and other assets	6,993	1,488
Deferred tax expense	636	1,288
(Decrease)/increase in accrued interest payable and other liabilities	(13,066)	4,285
Earnings on bank owned life insurance	(1,392)	(1,035)
Net cash provided by operating activities	3,887	18,676
Investing activities		
Proceeds from maturities/calls of investment securities available-for-sale	125,720	35,891
Proceeds from maturities/calls of investment securities held-to-maturity	4,927	140
Proceeds from sales of investment securities available-for-sale	56,838	44,496
Proceeds from sales of investment securities held for trading	1,100	0
Purchases of investment securities available-for-sale	(153,924)	(205,083)
Purchases of investment securities held-to-maturity	(6,575)	0
Proceeds from sales of other real estate owned	6,291	4,478
Proceeds from loan sales	5,946	23,100
Proceeds from disposal of fixed assets	0	1,423
Proceeds from BOLI death benefit	844	0
Net decrease in FHLB stock	389	436
Net (increase)/decrease in loans	(43,218)	32,504
Purchases of premises and equipment	(720)	(941)
Net cash used in by investing activities	(2,382)	(63,556)

Financing activities		
Net increase in deposits	3,920	519
Preferred stock dividends paid	(9,096)	0
Net (decrease)/increase in short-term borrowings	(3,875)	4,419
Payments on long-term borrowings	(66)	(63)
Net cash (used in)/provided by financing activities	(9,117)	4,875
Decrease in cash and cash equivalents	(7,612)	(40,005)
Cash and cash equivalents at beginning of the year	43,063	83,068
Cash and cash equivalents at end of period	$35,451	$43,063
Supplemental information		
Interest paid	$17,635	$9,500
Taxes paid	$0	$1,035
Non-cash investing activities:		
Transfers from loans to other real estate owned	$4,056	$6,870
Transfers from securities available for sale to held-to-maturity	$103,934	$0

See notes to consolidated financial statements

First United Corporation and Subsidiaries

Notes to Consolidated Financial Statements

1. Summary of Significant Accounting Policies

Business

First United Corporation is a Maryland corporation chartered in 1985 and a bank holding company registered under the federal Bank Holding Company Act of 1956, as amended. First United Corporation's primary business is serving as the parent company of First United Bank & Trust, a Maryland trust company (the "Bank"), First United Statutory Trust I ("Trust I") and First United Statutory Trust II ("Trust II"), both Connecticut statutory business trusts, and First United Statutory Trust III, a Delaware statutory business trust ("Trust III" and together with Trust I and Trust II, the "Trusts"). The Trusts were formed for the purpose of selling trust preferred securities that qualified as Tier 1 capital. First United Corporation is also the parent company of First United Insurance Group, LLC, an inactive Maryland limited liability company that engaged in the general insurance agency business. The Bank has three wholly-owned subsidiaries: OakFirst Loan Center, Inc., a West Virginia finance company; OakFirst Loan Center, LLC, a Maryland finance company (collectively, the "OakFirst Loan Centers"); and First OREO Trust, a Maryland statutory trust formed for the purposes of servicing and disposing of the real estate that the Bank acquires through foreclosure or by deed in lieu of foreclosure. The Bank also owns 99.9% of the limited partnership interests in Liberty Mews Limited Partnership, a Maryland limited partnership formed for the purpose of acquiring, developing and operating low-income housing units in Garrett County, Maryland ("Liberty Mews"). Until March 27, 2013, the Bank also owned a majority interest in Cumberland Liquidation Trust, a Maryland statutory trust formed for the purposes of servicing and disposing of real estate that secured a loan made by another bank and in which the Bank held a participation interest, but this entity was dissolved on such date.

First United Corporation and its subsidiaries operate principally in four counties in Western Maryland and three counties in West Virginia.

As used in these Notes, the terms "the Corporation", "we", "us", and "our" mean First United Corporation and, unless the context clearly suggests otherwise, its consolidated subsidiaries.

Basis of Presentation

The accompanying consolidated financial statements of the Corporation have been prepared in accordance with United States generally accepted accounting principles ("GAAP") as required by the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") that require management to make estimates and assumptions that affect the reported amounts of certain assets and liabilities at the date of the financial statements as well as the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, the assessment of other-than-temporary impairment ("OTTI") pertaining to investment securities, potential impairment of goodwill, and the valuation of deferred tax assets. For purposes of comparability, certain prior period amounts have been reclassified to conform to the 2014 presentation. Such reclassifications had no impact on net income or equity.

The Corporation has evaluated events and transactions occurring subsequent to the statement of financial condition date of December 31, 2014 for items that should potentially be recognized or disclosed in these financial statements as prescribed by ASC Topic 855, *Subsequent Events*.

Principles of Consolidation

The consolidated financial statements of the Corporation include the accounts of First United Corporation, the Bank, OakFirst Loan Center, Inc., OakFirst Loan Center, LLC and First OREO Trust. All significant inter-company accounts and transactions have been eliminated.

First United Corporation determines whether it has a controlling financial interest in an entity by first evaluating whether the entity is a voting interest entity or a variable interest entity ("VIE") in accordance with GAAP. Voting interest entities are entities in which the total equity investment at risk is sufficient to enable the entity to finance itself independently and provides the equity holders with the obligation to absorb losses, the right to receive residual returns and the right to make financial and operating decisions. The Corporation consolidates voting interest entities in which it has 100%, or at least a majority, of the voting interest. As defined in applicable accounting standards, a VIE is an entity that either (i) does not have equity investors with voting rights or (ii) has equity investors that do not provide sufficient financial resources for the entity to support its activities. A controlling financial interest in an entity exists when an enterprise has a variable interest, or a combination of variable interests that will absorb a majority of an entity's expected losses, receive a majority of an entity's expected residual returns, or both. The enterprise with a controlling financial interest, known as the primary beneficiary, consolidates the VIE.

The Corporation accounts for its investment in Liberty Mews, utilizing the effective yield method under guidance that applies specifically to investments in limited partnerships that operate qualified affordable housing projects. Under the effective yield method, the investor recognizes tax credits as they are allocated and amortizes the initial cost of the investment to provide a constant effective yield over the period that tax credits are allocated to the investor. The effective yield is the internal rate of return on the investment, based on the cost of the investment and the guaranteed tax credits allocated to the investor. The tax credit allocated, net of the amortization of the investment in the limited partnership, is recognized in the income statement as a component of income taxes attributable to continuing operations.

Correction of Prior Period Error

During the fourth quarter of 2014, the Company determined that earnings on a life insurance policy were not recorded properly since its purchase in 1986. The cumulative impact of the error was $.5 million of cash surrender value that built up over time which should have been recorded to non-taxable other income, with an immaterial effect on any one period. The Company determined that the insurance policy, of which the Company was the owner and beneficiary, had been purchased as a Key Man Whole Life Policy on a former Chief Executive Officer of the Company. The accumulated cash value on the policy was determined to be a Bank Owned Life Insurance asset. Accordingly, the opening balance of retained earnings at January 1, 2013 has been adjusted by $.5 million. Furthermore, the Bank Owned Life Insurance asset at December 31, 2013 on the Consolidated Statement of Condition was adjusted by $.5 million. The correction of this error also affected the Consolidated Statement of Operations and the Consolidated Statement of Cash Flows for the year ended December 31, 2013. These corrections were not considered to be material to prior period financial statements.

At the time the policy was purchased in 1986, the Company contractually agreed to pay an executive supplemental payment to the retired Chief Executive Officer which was later renewed for the longer of his or his spouse’s remaining life. At that time, a liability for the obligation of the present value of the cash flows being paid should have been recorded. After evaluating the liability which is scheduled to expire in 2016, management determined that based on the life expectancy calculation, the remaining liability at both December 31, 2014 and 2013 was immaterial and that as such, no liability would be recorded.

Significant Concentrations of Credit Risk

Most of the Corporation’s relationships are with customers located in Western Maryland and Northeastern West Virginia. At December 31, 2014, approximately 12%, or $99 million, of total loans were secured by real estate acquisition, construction and development projects, with $93 million performing according to their contractual terms and $7 million considered to be impaired based on management’s concerns about the borrowers’ ability to comply with present repayment terms. Of the $7 million in impaired loans, $3 million were classified as troubled debt restructurings (“TDRs”) performing in accordance with their modified terms, and $4 million were classified as

non-performing loans at December 31, 2014. Additionally, loans collateralized by commercial rental properties represent 11% of the total loan portfolio as of December 31, 2014. Note 6 discusses the types of securities in which the Corporation invests and Note 7 discusses the Corporation's lending activities.

Investments

The investment portfolio is classified and accounted for based on the guidance of ASC Topic 320, *Investments – Debt and Equity Securities*. Securities bought and held principally for the purpose of selling them in the near term are classified as trading account securities and reported at fair value with unrealized gains and losses included in net gains/losses in other operating income. Securities purchased with the intent and ability to hold the securities to maturity are classified as held-to-maturity securities and are recorded at amortized cost. All other investment securities are classified as available-for-sale. These securities are held for an indefinite period of time and may be sold in response to changing market and interest rate conditions or for liquidity purposes as part of our overall asset/liability management strategy. Available-for-sale securities are reported at market value, with unrealized gains and losses excluded from earnings and reported as a separate component of other comprehensive income included in consolidated statement of comprehensive income, net of applicable income taxes.

The amortized cost of debt securities is adjusted for the amortization of premiums to the first call date, if applicable, or to maturity, and for the accretion of discounts to maturity, or, in the case of mortgage-backed securities, over the estimated life of the security. Such amortization and accretion is included in interest income from investments. Interest and dividends are included in interest income from investments. Gains and losses on the sale of securities are recorded using the specific identification method.

Restricted Investment in Bank Stock

Restricted stock, which represents required investments in the common stock of the Federal Home Loan Bank ("FHLB") of Atlanta, Atlantic Community Bankers Bank ("ACBB") and Community Bankers Bank ("CBB"), is carried at cost and is considered a long-term investment.

Management evaluates the restricted stock for impairment in accordance with ASC Industry Topic 942, *Financial Services – Depository and Lending*, (942-325-35). Management's evaluation of potential impairment is based on its assessment of the ultimate recoverability of the cost of the restricted stock rather than by recognizing temporary declines in value. The determination of whether a decline affects the ultimate recoverability is influenced by criteria such as (i) the significance of the decline in net assets of the issuing bank as compared to the capital stock amount for that bank and the length of time this situation has persisted, (ii) commitments by the issuing bank to make payments required by law or regulation and the level of such payments in relation to the operating performance of that bank, and (iii) the impact of legislative and regulatory changes on institutions and, accordingly, on the customer base of the issuing bank. Management has evaluated the restricted stock for impairment and believes that no impairment charge is necessary as of December 31, 2014.

The Corporation recognizes dividends on a cash basis. For the year ended December 31, 2014 and December 31, 2013, dividends of $290,677 and $199,500, respectively.

Loans

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or full repayment by the borrower are reported at their outstanding unpaid principal balance, adjusted for any deferred fees or costs pertaining to origination. Loans that management has the intent to sell are reported at the lower of cost or fair value determined on an individual basis.

The segments of the Bank's loan portfolio are disaggregated to a level that allows management to monitor risk and performance. The commercial real estate ("CRE") loan segment is further disaggregated into two classes. Non-owner occupied CRE loans, which include loans secured by non-owner occupied nonfarm nonresidential properties, generally have a greater risk profile than all other CRE loans, which include loans secured by farmland, multifamily structures and owner-occupied commercial structures. The acquisition and development ("A&D") loan segment is further disaggregated into two classes. One-to-four family residential construction loans are generally made to individuals for the acquisition of and/or construction on a lot or lots on which a residential dwelling is to be built. All other A&D loans are generally made to developers or investors for the purpose of acquiring, developing and constructing residential or commercial structures. These loans have a higher risk profile because the ultimate buyer,

once development is completed, is generally not known at the time of the A&D loan. The commercial and industrial ("C&I") loan segment consists of loans made for the purpose of financing the activities of commercial customers. The residential mortgage loan segment is further disaggregated into two classes: amortizing term loans, which are primarily first liens, and home equity lines of credit, which are generally second liens. The consumer loan segment consists primarily of installment loans (direct and indirect) and overdraft lines of credit connected with customer deposit accounts.

Interest and Fees on Loans

Interest on loans (other than those on non-accrual status) is recognized based upon the principal amount outstanding. Loan fees in excess of the costs incurred to originate the loan are recognized as income over the life of the loan utilizing either the interest method or the straight-line method, depending on the type of loan. Generally, fees on loans with a specified maturity date, such as residential mortgages, are recognized using the interest method. Loan fees for lines of credit are recognized using the straight-line method.

A loan is considered to be past due when a payment has not been received for 30 days past its contractual due date. For all loan segments, the accrual of interest is discontinued when principal or interest is delinquent for 90 days or more unless the loan is well-secured and in the process of collection. All non-accrual loans are considered to be impaired. Interest payments received on non-accrual loans are applied as a reduction of the loan principal balance. Loans are returned to accrual status when all principal and interest amounts contractually due are brought current and future payments are reasonably assured. The Corporation's policy for recognizing interest income on impaired loans does not differ from its overall policy for interest recognition.

Generally, consumer installment loans are not placed on non-accrual status, but are charged off after they are 120 days contractually past due. Loans other than consumer loans are charged-off based on an evaluation of the facts and circumstances of each individual loan.

Allowance for Loan Losses

An allowance for loan losses ("ALL") is maintained to absorb losses from the loan portfolio. The ALL is based on management's continuing evaluation of the risk characteristics and credit quality of the loan portfolio, assessment of current economic conditions, diversification and size of the portfolio, adequacy of collateral, past and anticipated loss experience, and the amount of non-performing loans.

The Corporation's methodology for determining the ALL is based on the requirements of ASC Section 310-10-35, *Receivables-Overall-Subsequent Measurement*, for loans individually evaluated for impairment and ASC Subtopic 450-20, *Contingencies-Loss Contingencies*, for loans collectively evaluated for impairment, as well as the Interagency Policy Statements on the Allowance for Loan and Lease Losses and other bank regulatory guidance. The total of the two components represents the Bank's ALL.

The Corporation maintains an ALL on unfunded commercial lending commitments and letters of credit to provide for the risk of loss inherent in these arrangements. The allowance is determined utilizing a methodology that is similar to that used to determine the ALL, modified to take into account the probability of a draw down on the commitment. This allowance is reported as a liability on the balance sheet within accrued interest payable and other liabilities. The balance in the liability account was $51,950 at December 31, 2014 and $49,400 at December 31, 2013.

Premises and Equipment

Land is carried at cost. Premises and equipment are carried at cost, less accumulated depreciation. The provision for depreciation for financial reporting has been made by using the straight-line method based on the estimated useful lives of the assets, which range from 18 to 32 years for buildings and three to 20 years for furniture and equipment. Accelerated depreciation methods are used for income tax purposes.

Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the net assets acquired in business combinations. In accordance with ASC Topic 350, *Intangibles - Goodwill and Other*, goodwill is not amortized but is subject to an annual impairment test.

Bank-Owned Life Insurance ("BOLI")

BOLI policies are recorded at their cash surrender values. Changes in the cash surrender values are recorded as other operating income.

Other Real Estate Owned

Assets acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at fair value less the cost to sell at the date of foreclosure, with any losses charged to the ALL, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less cost to sell. Changes in the valuation allowance, sales gains and losses, and revenue and expenses from holding and operating properties are all included in net expenses from other real estate owned.

Income Taxes

First United Corporation and its subsidiaries file a consolidated federal income tax return. Income taxes are accounted for using the asset and liability method. Under the asset and liability method, the deferred tax liability or asset is determined based on the difference between the financial statement and tax bases of assets and liabilities (temporary differences) and is measured at the enacted tax rates that will be in effect when these differences reverse. Deferred tax expense is determined by the change in the net liability or asset for deferred taxes adjusted for changes in any deferred tax asset valuation allowance.

ASC Topic 740, *Taxes,* provides clarification on accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. We have not identified any income tax uncertainties.

State corporate income tax returns are filed annually. Federal and state returns may be selected for examination by the Internal Revenue Service and the states where we file, subject to statutes of limitations. At any given point in time, the Corporation may have several years of filed tax returns that may be selected for examination or review by taxing authorities. With few exceptions, we are no longer subject to U.S. Federal, State, and local income tax examinations by tax authorities for years prior to 2010.

Interest and penalties on income taxes are recognized as a component of income tax expense.

Defined Benefit Plans

The defined benefit pension plan and supplemental executive retirement plan are accounted for in accordance with ASC Topic 715, *Compensation – Retirement Benefits*. Under the provisions of Topic 715, the defined benefit pension plan and the supplemental executive retirement plan are recognized as liabilities in the Consolidated Statement of Financial Condition, and unrecognized net actuarial losses, prior service costs and a net transition asset are recognized as a separate component of other comprehensive loss, net of tax. Actuarial gains and losses in excess of 10 percent of the greater of plan assets or the pension benefit obligation are amortized over a blend of future service of active employees and life expectancy of inactive participants. Refer to Note 18 for a further discussion of the pension plan and supplemental executive retirement plan obligations.

Statement of Cash Flows

Cash and cash equivalents are defined as cash and due from banks and interest bearing deposits in banks in the Consolidated Statement of Cash Flows.

Trust Assets and Income

Assets held in an agency or fiduciary capacity are not the Bank’s assets and, accordingly, are not included in the Consolidated Statement of Financial Condition. Income from the Bank’s trust department represents fees charged to customers and is recorded on an accrual basis.

Business Segments

The Corporation operates in one segment, commercial banking, as defined by ASC Topic 280, *Segment Reporting*. The Corporation in its entirety is managed and evaluated on an ongoing basis by First United Corporation’s Board of Directors and executive management, with no division or subsidiary receiving separate analysis regarding performance or resource allocation.

Equity Compensation Plan

At the 2007 Annual Meeting of Shareholders, First United Corporation's shareholders approved the First United Corporation Omnibus Equity Compensation Plan (the "Omnibus Plan"), which authorizes the grant of stock options, stock appreciation rights, stock awards, stock units, performance units, dividend equivalents, and other stock-based awards to employees or directors. The Omnibus Plan reserved 185,000 shares of First United Corporation common stock for issuance under these awards.

On June 18, 2008, the Board of Directors of First United Corporation adopted a Long-Term Incentive Program (the "LTIP"). This program was adopted as a sub-plan of the Omnibus Plan to reward participants for increasing shareholder value, align executive interests with those of shareholders, and serve as a retention tool for key executives. Under the LTIP, participants are granted shares of restricted common stock of First United Corporation. The amount of an award is based on a specified percentage of the participant's salary as of the date of grant. These shares will vest if the Corporation meets or exceeds certain performance thresholds. No grants of restricted stock were outstanding under the Omnibus Plan at December 31, 2014.

The Corporation complies with the provisions of ASC Topic 718, *Compensation-Stock Compensation*, in measuring and disclosing stock compensation cost. The measurement objective in ASC Paragraph 718-10-30-6 requires public companies to measure the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award. The cost is recognized in expense over the period in which an employee is required to provide service in exchange for the award (the vesting period). The performance-related shares granted in connection with the LTIP are expensed ratably from the date that the likelihood of meeting the performance measures is probable through the end of a three year vesting period.

Stock-based awards were made to non-employee directors in May 2014 pursuant to First United Corporation's director compensation policy. Prior to May 2014, non-employee directors of First United Corporation received an annual retainer comprised of $10,000 in cash and fully-vested shares of common stock valued at $5,000. Beginning in May 2014, this policy was changed so that each non-employee director now receives annual retainer comprised of $10,000 in cash and 1,000 fully-vested shares of common stock, and each director has the right to elect to receive additional shares of fully-vested common stock in lieu of some or all of the cash portion of his or her retainer. In 2013 and 2014, a total of 11,304 and 17,779, respectively, fully-vested shares of common stock were issued to directors, which had a fair market value of $7.96 and $8.78 per share, respectively. Director stock compensation expense was $88,000 for the year ended December 31, 2013 and $134,060 for the year ended December 31, 2014.

Stock Repurchases

Under the Maryland General Corporation Law, shares of capital stock that are repurchased are cancelled and treated as authorized but unissued shares. When a share of capital stock is repurchased, the payment of the repurchase price reduces stated capital by the par value of that share (currently, $0.01 for common stock and $0.00 for preferred stock), and any excess over par value reduces capital surplus. There were no stock repurchases in 2014 and 2013.

Adoption of New Accounting Standards and Effects of New Accounting Pronouncements

In August 2014, the FASB issued Accounting Standards Update ("ASU") 2014-14, *Classification of Certain Government-Guaranteed Mortgage Loans Upon Foreclosure,* an amendment of ASC Subtopic 310-40, *Receivables – Troubled Debt Restructurings by Creditors*. ASU 2014-14 specifies that a mortgage loan be derecognized and a separate other receivable be recognized upon foreclosure if the loan has a government guarantee that is not separable from the loan before foreclosure; and, at the time of foreclosure, the creditor has the intent to convey the real estate to the guarantor and make a claim on the guarantee, and the creditor has the ability to recover under the amount of the claim, which must be a fixed amount determined on the basis of the fair value of the real estate. An entity can elect to adopt the amendments in ASU 2014-14 using either a modified retrospective transition method or a prospective transition method. ASU 2014-14 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2014, with early adoption permitted. The Corporation is evaluating the provisions of ASU 2014-14, but believes that its adoption will not have a material impact on the Corporation's financial condition or results of operations.

In June 2014, the FASB issued ASU 2014-11, *Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures,* an amendment of ASC Topic 860, *Transfers and Servicing.* The amendments in ASU 2014-11 require repurchase-to-maturity transactions to be accounted for as secured borrowing transactions on the balance sheet, rather than sales; and for repurchase financing arrangements, require separate accounting for a transfer of a financial asset executed contemporaneously with (or in contemplation of) a repurchase agreement with the same counterparty, which also will generally result in secured borrowing accounting for the repurchase agreement. The ASU also introduces new disclosures to increase transparency about the types of collateral pledged for repurchase agreements, securities lending transactions, and repurchase-to-maturity transactions that are accounted for as secured borrowings, and requires a transferor to disclose information about transactions accounted for as a sale in which the transferor retains substantially all of the exposure to the economic return on the transferred financial assets through an agreement with the transferee. All entities are required to present changes in accounting for transactions outstanding on the effective date as a cumulative effect adjustment to retained earnings as of the beginning of the period of adoption. For public entities, the accounting changes and disclosure for certain transactions accounted for as a sale are effective for the first interim or annual period beginning after December 15, 2014. The disclosure for transactions accounted for as secured borrowings is required for annual periods beginning after December 15, 2014, and for interim periods beginning after March 15, 2015. Earlier application for a public entity is prohibited. The Corporation is evaluating the provisions of ASU 2014-11, but believes that its adoption will not have a material impact on the Corporation's financial condition or results of operations.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers,* which establishes a comprehensive revenue recognition standard for virtually all industries under U.S. GAAP, including those that previously followed industry-specific guidance such as the real estate, construction and software industries. ASU 2014-09 specifies that an entity shall recognize revenue when, or as, the entity satisfies a performance obligation by transferring a promised good or service (i.e. an asset) to a customer. An asset is transferred when, or as, the customer obtains control of the asset. Entities are required to disclose qualitative and quantitative information on the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. An entity can elect to adopt the standards in ASU 2014-09 using either the full retrospective method for which certain practical expedients are available, or a cumulative effect approach. ASU 2014-09 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016, with early adoption not permitted. The Corporation is evaluating the provisions of ASU 2014-09, but believes that its adoption will not have a material impact on the Corporation’s financial condition or results of operations.

In January 2014, the FASB issued ASU 2014-04, *Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure*, which provides guidance clarifying when an in substance repossession or foreclosure occurs that would require a loan receivable to be derecognized and the real estate property recognized. ASU 2014-04 specifies the circumstances when a creditor should be considered to have received physical possession of the residential real estate property collateralizing a consumer mortgage loan, and requires interim and annual disclosure of both the amount of foreclosed residential real estate property held by the creditor and the recorded investment in consumer mortgage loans collateralized by residential real estate that are in the process of foreclosure. An entity can elect to adopt the amendments in ASU 2014-04 using either a modified or a retrospective transition method or a prospective transition method. ASU 2014-04 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2014, with early adoption permitted. The Corporation is evaluating the provisions of ASU 2014-04, but believes that its adoption will not have a material impact on the Corporation’s financial condition or results of operations.

In January 2014, the FASB issued ASU 2014-01, *Accounting for Investments in Qualified Affordable Housing Projects*, which provides amendments and guidance on accounting for investments by a reporting entity in flow-through limited liability entities that manage or invest in affordable housing projects that qualify for the low-income housing tax credit. The amendments permit reporting entities to make an accounting policy election to account for their investments in qualified affordable housing projects using the proportional amortization method if certain conditions are met. The amendments in ASU 2014-01 should be applied retrospectively to all periods presented. A reporting entity that uses the effective yield method to account for its investments in qualified affordable housing projects before the date of adoption may continue to apply the effective yield method for those preexisting investments. Additional disclosure requirements are applicable to all reporting entities, regardless of whether the election is made. ASU 2014-01 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2014, with early adoption permitted. At December 31, 2013, the Corporation had a single investment in a flow-through limited liability entity that invests in an affordable housing project, for which it currently utilizes the effective yield method to account for its investment. The Corporation is evaluating whether to change its method of accounting as permitted by ASU 2014-01, but believes that the adoption of ASU 2014-01 will not have a material impact on the Corporation’s financial condition or results of operations.

In July 2013, the FASB issued ASU 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*, which provides guidance on financial statement presentation of an unrecognized tax benefit when a net operating loss (“NOL”) carryforward, a similar tax loss, or a tax credit carryforward exists. The ASU is intended to eliminate diversity in practice resulting from a lack of guidance on this topic in current GAAP. Under the ASU, an entity generally must present an unrecognized tax benefit, or a portion of an unrecognized tax benefit, in the financial statements as a reduction to a deferred tax asset for an NOL carryforward, a similar tax loss, or a tax credit carryforward. The Corporation adopted the provisions of ASU 2013-11 effective January 1, 2014. As the Corporation has no unrecognized tax benefits, the adoption of ASU 2013-11 did not have any impact on the Corporation’s financial condition or results of operations.

2. Earnings Per Common Share

Basic earnings per common share is derived by dividing net income available to common shareholders by the weighted-average number of common shares outstanding during the period and does not include the effect of any potentially dilutive common stock equivalents. Diluted earnings per share is derived by dividing net income available to common shareholders by the weighted-average number of shares outstanding, adjusted for the dilutive effect of outstanding common stock equivalents. There were no common stock equivalents at December 31, 2014 or December 31, 2013.

The following table sets forth the calculation of basic and diluted earnings per common share for the years ended December 31, 2014 and 2013:

	2014			2013		
(in thousands, except for per share amount)	Income	Average Shares	Per Share Amount	Income	Average Shares	Per Share Amount
Basic and Diluted Earnings Per Share:						
Net income	$5,597			$6,475		
Preferred stock dividends deferred	(2,595)			(1,709)		
Discount accretion on preferred stock	(6)			(69)		
Net income available to common shareholders	$2,996	6,222	$ 0.48	$4,697	6,207	$ 0.76

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3. Net Gains

The following table summarizes the gain/(loss) activity for the years ended December 31, 2014 and 2013:

(in thousands)	2014	2013
Net gains – other:		
Available-for-sale securities:		
Realized gains	$427	$447
Realized losses	(468)	(369)
Held-for-trading securities:		
Realized gains	1,100	0
Gain on sale of consumer loans	52	176
Loss on disposal of fixed assets	(58)	(25)
Net gains – other	$1,053	$229

4. Regulatory Capital Requirements

We require capital to fund loans, satisfy our obligations under the Bank's letters of credit, meet the deposit withdrawal demands of the Bank's customers, and satisfy our other monetary obligations. To the extent that deposits are not adequate to fund our capital requirements, we can rely on a number of funding sources, including an unsecured Fed Funds lines of credit with upstream correspondent banks; secured advances with the FHLB of Atlanta, which are collateralized by eligible one to four family residential mortgage loans, home equity lines of credit, commercial real estate loans, and various securities. Cash may also be pledged as collateral; a secured line of credit with the Fed Discount Window for use in borrowing funds up to 90 days, using municipal securities as collateral; brokered deposits, including CDs and money market funds; and One Way Buy CDARS funding, which is a form of brokered deposits that has become a viable supplement to brokered deposits obtained directly. At December 31, 2014, the Bank had $70.0 million available through unsecured lines of credit with correspondent banks, $26.9 million through a secured line of credit with the Fed Discount Window and approximately $32.7 million at the FHLB**.** Management is not aware of any demands, commitments, events or uncertainties that are likely to materially affect our ability to meet our future capital requirements.

In addition to operational requirements, the Bank and First United Corporation are subject to risk-based capital regulations, which were adopted and are monitored by federal banking regulators. These guidelines are used to evaluate capital adequacy and are based on an institution's asset risk profile and off-balance sheet exposures, such as unused loan commitments and stand-by letters of credit. The regulatory guidelines require that a portion of total capital be Tier 1 capital, consisting of common shareholders' equity, qualifying portion of trust preferred securities, and perpetual preferred stock, less goodwill and certain other deductions. The remaining capital, or Tier 2 capital, consists of elements such as subordinated debt, mandatory convertible debt, remaining portion of trust preferred securities, and grandfathered senior debt, plus the ALL, subject to certain limitations.

Under the current risk-based capital regulations, banking organizations are required to maintain a minimum total risk-based capital ratio (total qualifying capital divided by risk-weighted assets) of 8% (10% for well capitalized banks), including a Tier 1 ratio of at least 4% (6% for well capitalized banks). The risk-based capital rules have been further supplemented by a leverage ratio, defined as Tier I capital divided by average assets, after certain adjustments. The minimum leverage ratio is 4% (5% for well capitalized banks) for banking organizations that do not anticipate significant growth and have well-diversified risk (including no undue interest rate risk exposure), excellent asset quality, high liquidity and good earnings, and between 4% and 5% for other institutions depending on their particular condition and growth plans. Regulators may require higher capital ratios when warranted by the particular circumstances or risk profile of a given banking organization. In the current regulatory environment, banking organizations must stay well capitalized in order to receive favorable regulatory treatment on acquisition and other expansion activities and favorable risk-based deposit insurance assessments. Our capital policy establishes guidelines meeting these regulatory requirements and takes into consideration current or anticipated risks as well as potential future growth opportunities.

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(in thousands)	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
December 31, 2014						
Total Capital (to risk-weighted assets)						
Consolidated	$161,377	15.40%	$ 83,851	8.00 %	$ 104,813	10.00 %
First United Bank & Trust	162,550	15.60%	83,379	8.00 %	104,224	10.00 %
Tier 1 Capital (to risk-weighted assets)						
Consolidated	149,130	14.23%	41,925	4.00 %	62,888	6.00 %
First United Bank & Trust	150,433	14.43%	41,689	4.00 %	62,534	6.00 %
Tier 1 Capital (to average assets)						
Consolidated	149,130	11.29%	52,846	4.00 %	66,057	5.00 %
First United Bank & Trust	150,433	11.43%	52,642	4.00 %	65,803	5.00 %

(in thousands)	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
December 31, 2013						
Total Capital (to risk-weighted assets)						
Consolidated	$161,349	15.33%	$ 84,191	8.00 %	$ 105,239	10.00 %
First United Bank & Trust	169,640	16.22%	83,693	8.00 %	104,616	10.00 %
Tier 1 Capital (to risk-weighted assets)						
Consolidated	144,303	13.71%	42,096	4.00 %	63,144	6.00 %
First United Bank & Trust	156,207	14.93%	41,846	4.00 %	62,770	6.00 %
Tier 1 Capital (to average assets)						
Consolidated	144,303	11.02%	52,365	4.00 %	65,456	5.00 %
First United Bank & Trust	156,207	11.97%	52,178	4.00 %	65,223	5.00 %

As of December 31, 2014 and 2013, the most recent notifications from the regulators categorized First United Corporation and the Bank as “well capitalized” under the regulatory framework for prompt corrective action. On a consolidated basis, all capital ratios increased at December 31, 2014 when compared to December 31, 2013. The consolidated total risk-based capital ratios include $40.3 million of First United Corporation’s junior subordinated debentures (“TPS Debentures”) which qualified as Tier 1 capital at December 31, 2014 under guidance issued by the Board of Governors of the Federal Reserve System (the “Federal Reserve”).

At the Bank level, the ratios declined slightly from December 31, 2013 to December 31, 2014 primarily because of the Bank’s payment in 2014 of approximately $11.0 million in cash dividends to First United Corporation, which were used to pay all accrued interest and to make quarterly interest payments under the TPS Debentures and to pay all deferred and quarterly dividends on outstanding shares of the Series A Preferred Stock.

On July 2, 2013, the Federal Reserve approved final rules that substantially amend the regulatory risk-based capital rules applicable to First United Corporation. The Federal Deposit Insurance Corporation (the "FDIC") subsequently approved the same rules. The final rules implement the "Basel III" regulatory capital reforms and changes required by the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") and are effective January 1, 2015.

The Basel III capital rules include new risk-based capital and leverage ratios, which will be phased in from 2015 to 2019, and which refine the definition of what constitutes “capital” for purposes of calculating those ratios. The new minimum capital level requirements applicable to the Corporation under the final rules will be: (i) a new common equity Tier 1 capital ratio of 4.5%; (ii) a Tier 1 capital ratio of 6% (increased from 4%); (iii) a total capital ratio of 8% (unchanged from current rules); and (iv) a Tier 1 leverage ratio of 4% for all institutions. The final rules also establish a “capital conservation buffer” above the new regulatory minimum capital requirements, which must consist entirely of common equity Tier 1 capital. The capital conservation buffer will be phased-in over four years beginning on January 1, 2016, as follows: the maximum buffer will be 0.625% of risk-weighted assets for 2016, 1.25% for 2017, 1.875% for 2018, and 2.5% for 2019 and thereafter. This will result in the following minimum ratios beginning in 2019: (a) a common equity Tier 1 capital ratio of 7.0%, (b) a Tier 1 capital ratio of 8.5%, and (c) a total capital ratio of 10.5%. Under the final rules, institutions are subject to limitations on paying dividends, engaging in share repurchases, and paying discretionary bonuses if its capital level falls below the buffer amount. These limitations establish a maximum percentage of eligible retained income that could be utilized for such actions.

The Basel III capital final rules also implement revisions and clarifications consistent with Basel III regarding the various components of Tier 1 capital, including common equity, unrealized gains and losses, as well as certain instruments that will no longer qualify as Tier 1 capital, some of which will be phased out over time. Under the final rules, the effects of certain accumulated other comprehensive items are not excluded; however, banking organizations like the Corporation and the Bank that are not considered “advanced approaches” banking organizations may make a one-time permanent election to continue to exclude these items. The Corporation and the Bank expect to make this election in their first quarter 2015 regulatory filings in order to avoid significant variations in the level of capital depending upon the impact of interest rate fluctuations on the fair value of the Corporation’s available-for-sale securities portfolio. Additionally, the final rules provide that small depository institution holding companies with less than $15 billion in total assets as of December 31, 2009 (which includes the Corporation) will be able to permanently include non-qualifying instruments that were issued and included in Tier 1 or Tier 2 capital prior to May 19, 2010 in additional Tier 1 or Tier 2 capital until they redeem such instruments or until the instruments mature.

The Basel III capital rules also contain revisions to the prompt corrective action framework, which is designed to place restrictions on insured depository institutions if their capital levels begin to show signs of weakness. These revisions also take effect January 1, 2015. Under the prompt corrective action requirements, which are designed to complement the capital conservation buffer, insured depository institutions will be required to meet the following capital level requirements in order to qualify as “well capitalized”: (i) a new common equity Tier 1 capital ratio of 6.5%; (ii) a Tier 1 capital ratio of 8% (increased from 6%); (iii) a total capital ratio of 10% (unchanged from current rules); and (iv) a Tier 1 leverage ratio of 5% (increased from 4%).

The Basel III capital rules set forth certain changes for the calculation of risk-weighted assets. These changes include (i) an increased number of credit risk exposure categories and risk weights; (ii) an alternative standard of creditworthiness consistent with Section 939A of the Dodd-Frank Act; (iii) revisions to recognition of credit risk mitigation; (iv) rules for risk weighting of equity exposures and past due loans; (v) revised capital treatment for derivatives and repo-style transactions.

We believe that we would be in compliance with the requirements as set forth in the final rules.

In January 2009, pursuant to the TARP CPP, First United Corporation sold 30,000 shares of its Series A Preferred Stock and a Warrant to purchase 326,323 shares of its common stock, having an exercise price of $13.79 per share, to the Treasury for an aggregate purchase price of $30 million. The proceeds from this transaction count as Tier 1 capital and the Warrant qualifies as tangible common equity. Information about the terms of these securities is provided in Note 14 to the consolidated financial statements.

The terms of the Series A Preferred Stock call for the payment, if declared by the Board of Directors of First United Corporation, of cash dividends on February 15th, May 15th, August 15th and November 15th of each year. On November 15, 2010, at the request of the Reserve Bank, the Board of Directors of First United Corporation voted to suspend quarterly cash dividends on the Series A Preferred Stock beginning with the dividend payment due November 15, 2010. During the suspension, dividends of $.4 million per dividend period continued to accrue. In April 2014, First United Corporation received approval from the Reserve Bank to terminate this deferral by making the quarterly dividend payment due to the Treasury in May 2014 and paying all unpaid dividends that accrued during the suspension period. Cumulative deferred dividends on the Series A Preferred Stock of approximately $6.5 million were paid on May 15, 2014. In July 2014, First United Corporation received approval from the Reserve Bank to make the quarterly dividend payment due in August 2014. A dividend payment of $.7 million was paid on August 15, 2014. In November 2014, First United Corporation received approval from the Reserve Bank to make the quarterly dividend payment due in November 2014. A dividend payment of $.7 million was paid on November 15, 2014. In January 2015, First United Corporation received approval from the Federal Reserve Bank to make the quarterly dividend due in February 2015. A dividend payment of $.7 million was paid to the new holders on February 17, 2015. Until further notice from the Reserve Bank, First United Corporation is required to obtain the Reserve Bank’s prior approval before making any future quarterly dividend payment. In considering a request for approval, the Reserve Bank will consider, among other things, the Corporation’s financial condition and its quarterly results of operations. In addition, First United Corporation’s ability to make future quarterly dividend payments on the Series A Preferred Stock will depend in large part on its receipt of dividends from the Bank, the declaration and payment of which, as discussed above, are subject to the prior approval of the FDIC and the Maryland Commissioner. If First United Corporation and/or the Bank do not obtain the regulatory approvals required for a particular quarterly dividend, then First United Corporation would have to again suspend quarterly dividend payments, which would result in a prohibition against paying any dividends or other distributions on the outstanding shares of First United Corporation’s common stock during the suspension period.

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At the request of the Federal Reserve Bank of Richmond (the "Reserve Bank") in December 2010, First United Corporation's Board of Directors elected to defer quarterly interest payments under the TPS Debentures beginning with the payments due in March 2011. In February 2014, First United Corporation received approval from the Reserve Bank to terminate this deferral by making the quarterly interest payments due to the Trusts in March 2014 and paying all deferred interest for prior quarters. In connection with this deferral termination, deferred interest of approximately $1.024 million as well as $77,166 of current interest was paid to Trust I on March 17, 2014, deferred interest of approximately $2.048 million as well as $154,325 in current interest was paid to Trust II on March 17, 2014, and deferred interest of approximately $3.763 million as well as $266,650 in current interest was paid to Trust III on March 15, 2014. In April 2014, First United Corporation received approval from the Federal Reserve Bank to make the quarterly interest payments due in June 2014, and interest of $78,604 was paid to Trust I on June 17, 2014, $157,202 in interest was paid to Trust II on June 17, 2014, and $266,650 in interest was paid to Trust III on June 16, 2014. In July 2014, First United Corporation received approval from the Federal Reserve Bank to make the quarterly interest payments due in September 2014 and interest of $78,572 was paid to Trust I on September 17, 2014, $157,136 in interest was paid to Trust II on September 17, 2014, and $266,650 in interest was paid to Trust III on September 15, 2014. In November 2014, First United Corporation received approval from the Federal Reserve Bank to make the quarterly interest payments due in December 2014 and interest of $77,783 was paid to Trust I on December 17, 2014, $155,558 in interest was paid to Trust II on December 17, 2014, and $266,650 in interest was paid to Trust III on December 15, 2014. In January 2015, First United Corporation received approval from the Federal Reserve Bank to make the quarterly interest payments due in March 2015. Until further notice from the Reserve Bank, First United Corporation is required to obtain the Reserve Bank's prior approval before making any future interest payments under the TPS Debentures. In considering a request for approval, the Reserve Bank will consider, among other things, the Corporation's financial condition and its quarterly results of operations. In addition to this pre-approval requirement, First United Corporation's ability to make future quarterly interest payments under the TPS Debentures will depend in large part on its receipt of dividends from the Bank, and the Bank may make dividend payments only with the prior approval of FDIC and the Maryland Commissioner of Financial Regulation (the "Maryland Commissioner"). As a result of these limitations, no assurance can be given that First United Corporation will make the quarterly interest payments due under the TPS Debentures in any future quarter. In the event that First United Corporation and/or the Bank do not receive the approvals necessary for First United Corporation to make future quarterly interest payments, First United Corporation will have to again elect to defer interest payments. The terms of the TPS Debentures permit First United Corporation to elect to defer payments of interest for up to 20 consecutive quarterly periods, provided that no event of default exists under the TPS Debentures at the time of the election. An election to defer interest payments is not considered a default under the TPS Debentures.

First United Corporation's Board of Directors suspended the payment of dividends on the common stock in December 2010 when it approved the above-mentioned deferral of dividends on the Series A Preferred Stock, and this suspension remains in effect.

5. Cash and Cash Equivalents

Cash and due from banks, which represents vault cash in the retail offices and invested cash balances at the Federal Reserve, is carried at fair value.

(in thousands)	December 31, 2014	December 31, 2013
Cash and due from banks, weighted average interest rate of 0.17% (at December 31, 2014)	$ 27,554	$ 32,895

Interest bearing deposits in banks, which represent funds invested at a correspondent bank, are carried at fair value and, as of December 31, 2014 and 2013, consisted of daily funds invested at the FHLB of Atlanta, First Tennessee Bank (“FTN”), M&T Bank (“M&T”) and CBB.

(in thousands)	December 31, 2014	December 31, 2013
FHLB daily investments, interest rate of 0.005% (at December 31, 2014)	$ 983	$ 1,677
FTN daily investments, interest rate of 0.13% (at December 31, 2014)	850	1,350
M&T daily investments, interest rate of 0.15% (at December 31, 2014)	6,064	6,051
CBB Fed Funds sold, interest rate of 0.22% (at December 31, 2014)	0	1,090
	$ 7,897	$ 10,168

6. Investment Securities

The following table shows a comparison of amortized cost and fair values of investment securities at December 31, 2014 and 2013:

(in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	OTTI in AOCL
December 31, 2014					
Available for Sale:					
U.S. treasuries	$29,607	$ 0	$ 11	$29,596	$0
U.S. government agencies	39,077	117	253	38,941	0
Residential mortgage-backed agencies	45,175	510	412	45,273	0
Commercial mortgage-backed agencies	26,007	53	103	25,957	0
Collateralized mortgage obligations	8,611	96	0	8,707	0
Obligations of states and political subdivisions	46,151	1,413	260	47,304	0
Collateralized debt obligations	37,117	1,155	12,933	25,339	6,143
Total available for sale	$231,745	$ 3,344	$ 13,972	$221,117	$6,143
Held to Maturity:					
U.S. government agencies	$24,520	$ 514	$ 0	$25,034	$0
Residential mortgage-backed agencies	58,400	613	5	59,008	0
Commercial mortgage-backed agencies	16,425	312	0	16,737	0
Collateralized mortgage obligations	7,379	5	0	7,384	0
Obligations of states and political subdivisions	2,725	0	117	2,608	0
Total held to maturity	$109,449	$ 1,444	$ 122	$110,771	$0
December 31, 2013					
Available for Sale:					
U.S. government agencies	$97,242	$ 14	$ 5,221	$92,035	$0
Residential mortgage-backed agencies	116,933	334	4,823	112,444	0
Commercial mortgage-backed agencies	31,025	14	1,134	29,905	0
Collateralized mortgage obligations	30,468	84	1,162	29,390	0
Obligations of states and political subdivisions	55,505	895	1,123	55,277	0
Collateralized debt obligations	37,146	778	20,386	17,538	12,703
Total available for sale	$368,319	$ 2,119	$ 33,849	$336,589	$12,703
Held to Maturity:					
Obligations of states and political subdivisions	$3,900	$ 249	$ 559	$3,590	$0
Total held to maturity	$3,900	$ 249	$ 559	$3,590	$0

Proceeds from sales of available-for-sale securities and the realized gains and losses for the years ended December 31, 2014 and 2013 are as follows:

(in thousands)	2014	2013
Proceeds	$56,838	$44,496
Realized gains	427	447
Realized losses	468	369

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The following table shows the Corporation's securities with gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized position, at December 31, 2014 and 2013:

	Less than 12 months		12 months or more	
(in thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
December 31, 2014				
Available for Sale:				
U.S. treasuries	$ 27,096	$ 11	$ 0	$ 0
U.S. government agencies	0	0	18,819	253
Residential mortgage-backed agencies	0	0	17,918	412
Commercial mortgage-backed agencies	12,298	97	973	6
Collateralized mortgage obligations	0	0	0	0
Obligations of states and political subdivisions	0	0	8,981	260
Collateralized debt obligations	0	0	20,290	12,933
Total available for sale	$ 39,394	$ 108	$ 66,981	$ 13,864
Held to Maturity:				
U.S. government agencies	$ 0	$ 0	$ 0	$ 0
Residential mortgage-backed agencies	3,850	5	0	0
Commercial mortgage-backed agencies	0	0	0	0
Collateralized mortgage obligations	0	0	0	0
Obligations of states and political subdivisions	0	0	2,608	117
Total held to maturity	$ 3,850	$ 5	$ 2,608	$ 117
December 31, 2013				
Available for Sale:				
U.S. government agencies	$ 62,962	$ 3,154	$ 13,996	$ 2,067
Residential mortgage-backed agencies	60,781	1,801	46,570	3,022
Commercial mortgage-backed agencies	21,889	1,134	0	0
Collateralized mortgage obligations	21,201	1,149	3,051	13
Obligations of states and political subdivisions	15,422	1,123	0	0
Collateralized debt obligations	0	0	16,434	20,386
Total available for sale	$ 182,255	$ 8,361	$ 80,051	$ 25,488
Held to Maturity:				
Obligations of states and political subdivisions	$ 0	$ 0	$ 2,301	$ 559
Total held to maturity	$ 0	$ 0	$ 2,301	$ 559

Management systematically evaluates securities for impairment on a quarterly basis. Based upon application of accounting guidance for subsequent measurement in ASC Topic 320 (ASC Section 320-10-35), management assesses whether (i) the Corporation has the intent to sell a security being evaluated and (ii) it is more likely than not that the Corporation will be required to sell the security prior to its anticipated recovery. If neither applies, then declines in the fair values of securities below their cost that are considered other-than-temporary declines are split into two components. The first is the loss attributable to declining credit quality. Credit losses are recognized in earnings as realized losses in the period in which the impairment determination is made. The second component consists of all

other losses, which are recognized in other comprehensive loss. In estimating OTTI losses, management considers (a) the length of time and the extent to which the fair value has been less than cost, (b) adverse conditions specifically related to the security, an industry, or a geographic area, (c) the historic and implied volatility of the fair value of the security, (d) changes in the rating of the security by a rating agency, (e) recoveries or additional declines in fair value subsequent to the balance sheet date, (f) failure of the issuer of the security to make scheduled interest or principal payments, and (g) the payment structure of the debt security and the likelihood of the issuer being able to make payments that increase in the future. Management also monitors cash flow projections for securities that are considered beneficial interests under the guidance of ASC Subtopic 325-40, *Investments – Other – Beneficial Interests in Securitized Financial Assets*, (ASC Section 325-40-35).

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Management believes that the valuation of certain securities is a critical accounting policy that requires significant estimates in preparation of its consolidated financial statements. Management utilizes an independent third party to prepare both the impairment valuations and fair value determinations for its collateralized debt obligation (“CDO “) portfolio consisting of pooled trust preferred securities. Based on management’s review of the third party evaluations, management believes that there were no material differences in the valuations between December 31, 2014 and December 31, 2013.

U.S. Government Treasuries – Available for Sale - Two U.S. government treasuries have been in an unrealized loss position for less than 12 months as of December 31, 2014. The securities are of the highest investment grade and the Corporation does not intend to sell them, and it is not more likely than not that the Corporation will be required to sell them before recovery of their amortized cost basis, which may be at maturity. Accordingly, management does not consider this investment to be other-than-temporarily impaired at December 31, 2014. There were no U.S. government treasuries in an unrealized loss position for 12 months or more.

U.S. Government Agencies – Available for Sale – There were no U.S. government agencies in an unrealized loss position for less than 12 months as of December 31, 2014. There were three U.S. government agencies in an unrealized loss position for 12 months or more. The securities are of the highest investment grade and the Corporation does not intend to sell them, and it is not more likely than not that the Corporation will be required to sell them before recovery of their amortized cost basis, which may be at maturity. Accordingly, management does not consider these investments to be other-than-temporarily impaired at December 31, 2014.

Residential Mortgage-Backed Agencies – Available for Sale - There were no residential mortgage-backed agencies in an unrealized loss position for less than 12 months as of December 31, 2014. There were three residential mortgage-backed agency securities in an unrealized loss position for 12 months or more. The securities are of the highest investment grade and the Corporation does not intend to sell them, and it is not more likely than not that the Corporation will be required to sell the securities before recovery of their amortized cost basis, which may be at maturity. Accordingly, management does not consider these investments to be other-than-temporarily impaired at December 31, 2014.

Commercial Mortgage-Backed Agencies – Available for Sale – There were two commercial mortgage-backed agencies in an unrealized loss position for less than 12 months as of December 31, 2014. There was one commercial mortgage-backed agency security in an unrealized loss position for 12 months or more. The securities are of the highest investment grade and the Corporation does not intend to sell them, and it is not more likely than not that the Corporation will be required to sell them before recovery of their amortized cost basis, which may be at maturity. Accordingly, management does not consider this investment to be other-than-temporarily impaired at December 31, 2014.

Collateralized Mortgage-Obligations – Available for Sale – There were no collateralized mortgage-obligation securities in an unrealized loss position for less than 12 months as of December 31, 2014. In addition, there were no collateralized mortgage-obligation securities in an unrealized loss position for 12 months or more.

Obligations of State and Political Subdivisions – Available for Sale - No obligations of state and political subdivisions securities have been in an unrealized loss position for less than 12 months at December 31, 2014. There were four securities that have been in an unrealized loss position for 12 months or more. These investments are of investment grade as determined by the major rating agencies and management reviews the ratings of the underlying issuers and performs an in-depth credit analysis on the securities. Management believes that this portfolio is well-diversified throughout the United States, and all bonds continue to perform according to their contractual terms. The Corporation does not intend to sell these investments and it is not more likely than not that the Corporation will be required to sell the investments before recovery of their amortized cost basis, which may be at maturity. Accordingly, management does not consider these investments to be other-than-temporarily impaired at December 31, 2014.

Collateralized Debt Obligations – Available for Sale - The $12.9 million in unrealized losses greater than 12 months at December 31, 2014 relates to 14 pooled trust preferred securities that are included in the CDO portfolio. See Note 24 for a discussion of the methodology used by management to determine the fair values of these securities. Based upon a review of credit quality and the cash flow tests performed by the independent third party, management determined that there were no securities that had credit-related non-cash OTTI charges during 2014. The unrealized losses on the remaining securities in the portfolio are primarily attributable to continued depression in market interest rates, marketability, liquidity and the current economic environment.

U.S. Government Agencies – Held to Maturity – There were no U.S. government agencies in an unrealized loss position at December 31, 2014.

Residential Mortgage-Backed Agencies – Held to Maturity – There were two residential mortgage-backed agencies in an unrealized loss position for less than 12 months as of December 31, 2014. The Corporation has the intent and ability to hold the investments to maturity. Accordingly, management does not consider these investments to be other-than-temporarily impaired at December 31, 2014. There were no residential mortgage-backed agencies in an unrealized loss position for 12 months or more.

Commercial Mortgage-Backed Agencies – Held to Maturity – There were no commercial mortgage-backed agencies in an unrealized loss position at December 31, 2014.

Collateralized Mortgage-Obligations – Held to Maturity - There were no collateralized mortgage obligations in an unrealized loss position at December 31, 2014.

Obligations of State and Political Subdivisions – Held to Maturity – No obligations of state and political subdivisions securities have been in an unrealized loss position for less than 12 months at December 31, 2014. There was one obligations of state and political subdivisions security that has been in an unrealized loss position for 12 months or more. This bond is a Tax Increment Fund (TIF) bond. Management performs an in-depth credit analysis on this security. The Corporation has the intent and ability to hold the investment to maturity. Accordingly, management does not consider this investment to be other-than-temporarily impaired at December 31, 2014.

Management systematically evaluates securities for impairment on a quarterly basis. Based upon application of Topic 320 (ASC Section 320-10-35), management must assess whether (i) we have the intent to sell the security and (ii) it is more likely than not that we will be required to sell the security prior to its anticipated recovery. If neither applies, then declines in the fair value of securities below their cost that are considered other-than-temporary declines are split into two components. The first is the loss attributable to declining credit quality. Credit losses are recognized in earnings as realized losses in the period in which the impairment determination is made. The second component consists of all other losses. The other losses are recognized in other comprehensive income. In estimating OTTI charges, management considers (a) the length of time and the extent to which the fair value has been less than cost, (b) adverse conditions specifically related to the security, an industry, or a geographic area, (c) the historic and implied volatility of the security, (d) changes in the rating of a security by a rating agency, (e) recoveries or additional declines in fair value subsequent to the balance sheet date, (f) failure of the issuer of the security to make scheduled interest payments, and (g) the payment structure of the debt security and the likelihood of the issuer being able to make payments that increase in the future. Due to the duration and the significant market value decline in the pooled trust preferred securities held in our portfolio, we performed more extensive testing on these securities for purposes of evaluating whether or not an OTTI has occurred.

The market for these securities as of December 31, 2014 is not active and markets for similar securities are also not active. The inactivity was evidenced in 2008 first by a significant widening of the bid-ask spread in the brokered markets in which these securities trade and then by a significant decrease in the volume of trades relative to historical levels. The new issue market is also inactive, as no new CDOs have been issued since 2007. There are currently very few market participants who are willing to transact for these securities. The market values for these securities, or any securities other than those issued or guaranteed by the Treasury, are very depressed relative to historical levels. Therefore, in the current market, a low market price for a particular bond may only provide evidence of stress in the credit markets in general rather than being an indicator of credit problems with a particular issue. Given the conditions in the current debt markets and the continued absence of observable transactions in the secondary and new issue markets, management has determined that (i) the few observable transactions and market quotations that are available are not reliable for the purpose of obtaining fair value at December 31, 2014, (ii) an income valuation approach technique (i.e. present value) that maximizes the use of relevant observable inputs and minimizes the use of observable inputs will be equally or more representative of fair value than a market approach, and (iii) the CDO segment is appropriately classified within Level 3 of the valuation hierarchy because management determined that significant adjustments were required to determine fair value at the measurement date.

Management utilizes an independent third party to assist the Corporation with both the evaluations of OTTI and the fair value determinations for our CDO portfolio. Management believes that there were no material differences in the impairment evaluations and pricing between December 31, 2013 and December 31, 2014.

The approach of the third party to determine fair value involved several steps, including detailed credit and structural evaluation of each piece of collateral in each bond, default, recovery and prepayment/amortization probabilities for each piece of collateral in the bond, and discounted cash flow modeling. The discount rate methodology used by the third party combines a baseline current market yield for comparable corporate and structured credit products with adjustments based on evaluations of the differences found in structure and risks associated with actual and projected credit performance of each CDO being valued. Currently, there is an active and liquid trading market only for stand-alone trust preferred securities. Therefore, adjustments to the baseline discount rate are also made to reflect the additional leverage found in structured instruments.

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On December 10, 2013, to implement Section 619 of the Dodd-Frank Act, the Treasury, the federal banking regulators including FDIC, and the Securities and Exchange Commission (the "SEC") adopted the Volcker Rule. The Volcker Rule prohibits a banking institution from acquiring or retaining an "ownership interest" in a "covered fund". A "covered fund" is (i) an entity that would be an investment company under the Investment Company Act of 1940, as amended, but for the exemptions contained in Section 3(c)(1) or Section 3(c)(7) of that Act, (ii) a commodity pool with certain characteristics, and/or (iii) a non-US entity with certain characteristics that is sponsored or owned by a banking entity located or organized in the US. The term "ownership interest" is defined as "any equity, partnership, or other similar interest."

On January 14, 2014, the five regulatory agencies changed provisions of the Volcker Rule and published a list of CDOs that were exempt under the rule. After our review of the exempt list, management identified 15 of our 18 holdings that were exempt from the rule.

The 3 remaining holdings owned that were not included on the exempt list were invested in I-Preferred Term Securities I and I-Preferred Term Securities IV. The underlying issuers of these bonds were primarily insurance companies and not financial institutions. Since these securities were not included on the published list of exempt CDOs, management needed to determine whether or not these holdings constitute an "ownership interest" as defined above. To make this determination, management conducted a thorough review of the Indentures and Offering Memorandums for each of these bonds.

The bonds do not represent an equity or partnership interest. Under the Volcker Rule, an interest will be an "other similar interest" if it exhibits one or more of seven specified characteristics identified in the Volcker Rule on a current, future, or contingent basis. Based upon review of the legal documents for I-Preferred Term Securities I and I-Preferred Term Securities IV, the Corporation determined that neither of these bonds exhibit any of these seven characteristics. Accordingly, the Corporation determined that neither of these bonds meet the definition of an "ownership interest" as defined in the Volcker Rule and that, therefore, as of December 31, 2014, the Corporation has the current intent and ability to hold these bonds until maturity.

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The following table presents a cumulative roll-forward of the amount of non-cash OTTI charges related to credit losses which have been recognized in earnings for the trust preferred securities in the CDO portfolio held and not intended to be sold for the years ended December 31, 2014 and 2013:

(in thousands)	2014	2013
Balance of credit-related OTTI at January 1	$13,422	$13,959
Decreases for previously recognized credit-related OTTI because there was an intent to sell	(165)	0
Reduction for increases in cash flows expected to be collected	(674)	(537)
Balance of credit-related OTTI at December 31	$12,583	$13,422

The amortized cost and estimated fair value of securities by contractual maturity at December 31, 2014 are shown in the following table. Actual maturities will differ from contractual maturities because the issuers of the securities may have the right to call or prepay obligations with or without call or prepayment penalties.

(in thousands)	Amortized Cost	Fair Value
Contractual Maturity		
Available for sale:		
Due in one year or less	$19,524	$19,524
Due after one year through five years	44,629	44,766
Due after five years through ten years	29,145	29,808
Due after ten years	58,654	47,082
	151,952	141,180
Residential mortgage-backed agencies	45,175	45,273
Commercial mortgage-backed agencies	26,007	25,957
Collateralized mortgage obligations	8,611	8,707
	$231,745	$221,117
Held to Maturity:		
Due after five years through ten years	$15,474	$15,775
Due after ten years	11,771	11,867
	27,245	27,642
Residential mortgage-backed agencies	58,400	59,008
Commercial mortgage-backed agencies	16,425	16,737
Collateralized mortgage obligations	7,379	7,384
	$109,449	$110,771

At December 31, 2014 and 2013, investment securities with a value of $192 million and $175 million, respectively, were pledged as permitted or required to secure public deposits, for securities sold under agreements to repurchase as required or permitted by law and as collateral for borrowing capacity.

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7. Loans and Related Allowance for Loan Losses

The following table summarizes the primary segments of the loan portfolio as of December 31, 2014 and December 31, 2013:

(in thousands)	Commercial Real Estate	Acquisition and Development	Commercial and Industrial	Residential Mortgage	Consumer	Total
December 31, 2014						
Individually evaluated for impairment	$ 11,949	$ 6,553	$ 1,861	$ 4,418	$ 0	$ 24,781
Collectively evaluated for impairment	$ 244,115	$ 92,748	$ 91,394	$ 363,223	$ 23,730	$ 815,210
Total loans	$ 256,064	$ 99,301	$ 93,255	$ 367,641	$ 23,730	$ 839,991
December 31, 2013						
Individually evaluated for impairment	$ 11,740	$ 11,703	$ 2,299	$ 7,546	$ 21	$ 33,309
Collectively evaluated for impairment	$ 256,238	$ 95,547	$ 57,489	$ 343,360	$ 24,297	$ 776,931
Total loans	$ 267,978	$ 107,250	$ 59,788	$ 350,906	$ 24,318	$ 810,240

The segments of the Bank's loan portfolio are disaggregated to a level that allows management to monitor risk and performance. The CRE loan segment is then segregated into two classes. Non-owner occupied CRE loans, which include loans secured by non-owner occupied, nonfarm, non-residential properties, generally have a greater risk profile than all other CRE loans, which include loans secured by farmland, multifamily structures and owner-occupied commercial structures. The A&D loan segment is segregated into two classes. One-to-four family residential construction loans are generally made to individuals for the acquisition of and/or construction on a lot or lots on which a residential dwelling is to be built. All other A&D loans are generally made to developers or investors for the purpose of acquiring, developing and constructing residential or commercial structures. These loans have a higher risk profile because the ultimate buyer, once development is completed, is generally not known at the time of the A&D loan. The C&I loan segment consists of loans made for the purpose of financing the activities of commercial customers. The residential mortgage loan segment is segregated into two classes: (i) amortizing term loans, which are primarily first liens; and (ii) home equity lines of credit, which are generally second liens. The consumer loan segment consists primarily of installment loans (direct and indirect) and overdraft lines of credit connected with customer deposit accounts.

In the ordinary course of business, executive officers and directors of the Corporation, including their families and companies in which certain directors are principal owners, were loan customers of the Bank. Pursuant to the Bank's

lending policies, such loans were made on the same terms, including collateral, as those prevailing at the time for comparable transactions with persons who are not related to the Corporation and do not involve more than the normal risk of collectability. Changes in the dollar amount of loans outstanding to officers, directors and their associates were as follows for the year ended December 31:

(in thousands)	2014
Balance at January 1	$9,871
Loans or advances	1,226
Repayments	(1,890)
Balance at December 31	$9,207

Management uses a 10-point internal risk rating system to monitor the credit quality of the overall loan portfolio. The first six categories are considered not criticized and are aggregated as “Pass” rated. The criticized rating categories utilized by management generally follow bank regulatory definitions. The Special Mention category includes assets that are currently protected but are potentially weak, resulting in an undue and unwarranted credit risk, but not to the point of justifying a Substandard classification. Loans in the Substandard category have well-defined weaknesses that jeopardize the liquidation of the debt, and have a distinct possibility that some loss will be sustained if the weaknesses are not corrected. All loans greater than 90 days past due are considered Substandard. Only the portion of a specific allocation of the allowance for loan losses that management believes is associated with a pending event that could trigger loss in the short term is classified in the Doubtful category. Any portion of a loan that has been charged off is placed in the Loss category. It is possible for a loan to be classified as Substandard in the internal risk rating system, but not considered impaired under GAAP, due to the broader reach of “well-defined weaknesses” in the application of the Substandard definition.

To help ensure that risk ratings are accurate and reflect the present and future capacity of borrowers to repay a loan as agreed, the Bank has a structured loan rating process with several layers of internal and external oversight. Generally, consumer and residential mortgage loans are included in the Pass categories unless a specific action, such as bankruptcy, repossession, or death occurs to raise awareness of a possible credit event. The Bank's Commercial Loan Officers are responsible for the timely and accurate risk rating of the loans in the commercial segments at origination and on an ongoing basis. The Credit Quality Department performs an annual review of all commercial relationships $500,000 or greater. Confirmation of the appropriate risk grade is included as part of the review process on an ongoing basis. The Bank has an experienced Credit Quality and Loan Review Department that continually reviews and assesses loans within the portfolio. In addition, the Bank engages an external consultant to conduct loan reviews on at least an annual basis. Generally, the external consultant reviews commercial relationships greater than $750,000 and/or criticized relationships greater than $500,000. Detailed reviews, including plans for resolution, are performed on loans classified as Substandard on a quarterly basis. Loans in the Special Mention and Substandard categories that are collectively evaluated for impairment are given separate consideration in the determination of the allowance.

The following table presents the classes of the loan portfolio summarized by the aggregate Pass and the criticized categories of Special Mention and Substandard. There were no loans classified as Doubtful within the internal risk rating system as of December 31, 2014 and 2013:

(in thousands)	Pass	Special Mention	Substandard	Total
December 31, 2014				
Commercial real estate				
Non owner-occupied	$115,276	$ 10,884	$ 11,273	$137,433
All other CRE	90,740	8,618	19,273	118,631
Acquisition and development				
1-4 family residential construction	12,920	0	790	13,710
All other A&D	72,323	1,356	11,912	85,591
Commercial and industrial	88,579	884	3,792	93,255
Residential mortgage				
Residential mortgage - term	280,113	379	10,934	291,426
Residential mortgage – home equity	74,698	90	1,427	76,215
Consumer	23,658	0	72	23,730
Total	$758,307	$ 22,211	$ 59,473	$839,991
December 31, 2013				
Commercial real estate				
Non owner-occupied	$103,556	$ 9,243	$ 24,745	$137,544
All other CRE	100,461	8,479	21,494	130,434
Acquisition and development				
1-4 family residential construction	8,764	0	4,497	13,261
All other A&D	73,198	1,787	19,004	93,989
Commercial and industrial	55,768	140	3,880	59,788
Residential mortgage				
Residential mortgage - term	261,735	752	11,980	274,467
Residential mortgage – home equity	73,901	628	1,910	76,439

Consumer	24,143	5	170	24,318
Total	$701,526	$ 21,034	$ 87,680	$810,240

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Management further monitors the performance and credit quality of the loan portfolio by analyzing the age of the portfolio as determined by the length of time a recorded payment is past due. A loan is considered to be past due when a payment has not been received for 30 days past its contractual due date. For all loan segments, the accrual of interest is discontinued when principal or interest is delinquent for 90 days or more unless the loan is well-secured and in the process of collection. All non-accrual loans are considered to be impaired. Interest payments received on non-accrual loans are applied as a reduction of the loan principal balance. Loans are returned to accrual status when all principal and interest amounts contractually due are brought current and future payments are reasonably assured. The Corporation's policy for recognizing interest income on impaired loans does not differ from its overall policy for interest recognition.

The following table presents the classes of the loan portfolio summarized by the aging categories of performing loans and non-accrual loans as of December 31, 2014 and December 31, 2013:

(in thousands)	Current	30-59 Day Past Due	60-89 Days Past Due	90 Days+ Past Due	Total Past Due and still accruing	Non-Accrual	Total Loans
December 31, 2014							
Commercial real estate							
Non owner-occupied	$135,994	$ 104	$ 183	$ 0	$ 287	$ 1,152	$ 137,433
All other CRE	112,825	1,196	0	0	1,196	4,610	118,631
Acquisition and development							
1-4 family residential construction	13,710	0	0	0	0	0	13,710
All other A&D	81,702	239	40	1	280	3,609	85,591
Commercial and industrial	93,060	0	20	4	24	171	93,255
Residential mortgage							
Residential mortgage - term	279,340	8,654	1,350	416	10,420	1,666	291,426
Residential mortgage – home equity	74,913	577	313	69	959	343	76,215
Consumer	23,316	287	88	39	414	0	23,730
Total	$814,860	$ 11,057	$ 1,994	$ 529	$ 13,580	$ 11,551	$ 839,991
December 31, 2013							
Commercial real estate							
Non owner-occupied	$136,462	$ 191	$ 145	$ 65	$ 401	$ 681	$ 137,544
All other CRE	121,985	1,490	207	0	1,697	6,752	130,434
Acquisition and development							
1-4 family residential construction	12,018	0	139	0	139	1,104	13,261
All other A&D	88,071	1,075	33	282	1,390	4,528	93,989
Commercial and industrial	59,320	87	57	133	277	191	59,788
Residential mortgage							

Residential mortgage - term	259,239	8,258	2,541	634	11,433	3,795	274,467
Residential mortgage – home equity	74,917	656	439	96	1,191	331	76,439
Consumer	23,802	350	128	24	502	14	24,318
Total	$775,814	$ 12,107	$ 3,689	$ 1,234	$ 17,030	$ 17,396	$ 810,240

Non-accrual loans which have been subject to a partial charge-off totaled $4.6 million as of December 31, 2014, compared to $1.9 million as of December 31, 2013.

The ALL is maintained to absorb losses from the loan portfolio. The ALL is based on management’s continuing evaluation of the risk characteristics and credit quality of the loan portfolio, assessment of current economic conditions, diversification and size of the portfolio, adequacy of collateral, past and anticipated loss experience, and the amount of non-performing loans.

The Bank’s methodology for determining the ALL is based on the requirements of ASC Section 310-10-35, *Receivables-Overall-Subsequent Measurement*, for loans individually evaluated for impairment and ASC Subtopic 450-20, *Contingencies-Loss Contingencies*, for loans collectively evaluated for impairment, as well as the Interagency Policy Statements on the Allowance for Loan and Lease Losses and other bank regulatory guidance. The total of the two components represents the Bank’s ALL.

The following table summarizes the primary segments of the ALL, segregated into the amount required for loans individually evaluated for impairment and the amount required for loans collectively evaluated for impairment as of December 31, 2014 and December 31, 2013.

(in thousands)	Commercial Real Estate	Acquisition and Development	Commercial and Industrial	Residential Mortgage	Consumer	Total
December 31, 2014						
Individually evaluated for impairment	$ 36	$ 1,141	$ 0	$ 59	$ 0	$1,236
Collectively evaluated for impairment	$ 2,388	$ 2,771	$ 1,680	$ 3,803	$ 187	$10,829
Total ALL	$ 2,424	$ 3,912	$ 1,680	$ 3,862	$ 187	$12,065
December 31, 2013						
Individually evaluated for impairment	$ 236	$ 1,967	$ 0	$ 80	$ 0	$2,283
Collectively evaluated for impairment	$ 3,816	$ 2,205	$ 766	$ 4,240	$ 284	$11,311
Total ALL	$ 4,052	$ 4,172	$ 766	$ 4,320	$ 284	$13,594

Management evaluates individual loans in all of the commercial segments for possible impairment if the loan is greater than $500,000 or is part of a relationship that is greater than $750,000 and (i) is either in nonaccrual status, or (ii) is risk-rated Substandard and is greater than 60 days past due. Loans are considered to be impaired when, based on current information and events, it is probable that the Bank will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in evaluating impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower’s prior payment record, and the amount of the shortfall in relation to the principal and interest owed. The Bank does not separately evaluate individual consumer and residential mortgage loans for impairment, unless such loans are part of larger relationship that is impaired; otherwise loans in these segments are considered impaired when they are classified as non-accrual.

Once the determination has been made that a loan is impaired, the determination of whether a specific allocation of the allowance is necessary is measured by comparing the recorded investment in the loan to the fair value of the loan using one of three methods: (i) the present value of expected future cash flows discounted at the loan’s effective interest rate; (ii) the loan’s observable market price; or (iii) the fair value of the collateral less selling costs. The method is selected on a loan-by-loan basis, with management utilizing the fair value of collateral method for all of the analyses. If the fair value of the collateral less selling costs method is utilized for collateral securing loans in the commercial segments, then an updated external appraisal is ordered on the collateral supporting the loan if the loan

balance is greater than $500,000 and the existing appraisal is greater than 18 months old. If the loan balance is less than $500,000, then the estimated fair value of the collateral is determined by adjusting the existing appraisal by the appropriate percentage from an internally prepared appraisal discount grid. This grid considers the age of a third party appraisal and the geographic region where the collateral is located in order to discount an appraisal that was performed between 2004 and 2008. The discount rates in the appraisal discount grid are updated at least annually to reflect the most current knowledge that management has available, including the results of current appraisals. If there is a delay in receiving an updated appraisal or if the appraisal is found to be deficient in our internal appraisal review process and re-ordered, the Bank continues to use a discount factor from the appraisal discount grid based on the collateral location and current appraisal age in order to determine the estimated fair value. If management believes that general market conditions in that geographic market have changed considerably, the property has deteriorated or perhaps lost an income stream, or a recent appraisal for a similar property indicates a significant change, then management may adjust the fair value indicated by the existing appraisal until a new appraisal is obtained. A specific allocation of the ALL is recorded if there is any deficiency in collateral value determined by comparing the estimated fair value to the recorded investment of the loan. When updated appraisals are received and reviewed, adjustments are made to the specific allocation as needed.

The evaluation of the need and amount of a specific allocation of the ALL and whether a loan can be removed from impairment status is made on a quarterly basis.

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The following table presents impaired loans by class, segregated by those for which a specific allowance was required and those for which a specific allowance was not necessary as of December 31, 2014 and December 31, 2013:

	Impaired Loans with Specific Allowance		Impaired Loans with No Specific Allowance	Total Impaired Loans	
(in thousands)	Recorded Investment	Related Allowances	Recorded Investment	Recorded Investment	Unpaid Principal Balance
December 31, 2014					
Commercial real estate					
Non owner-occupied	$ 143	$ 35	$ 4,353	$ 4,496	$ 4,543
All other CRE	0	0	7,453	7,453	7,944
Acquisition and development					
1-4 family residential construction	790	105	0	790	836
All other A&D	3,615	1,037	2,148	5,763	9,590
Commercial and industrial	0	0	1,861	1,861	2,723
Residential mortgage					
Residential mortgage - term	296	59	3,779	4,075	4,485
Residential mortgage – home equity	0	0	343	343	363
Consumer	0	0	0	0	0
Total impaired loans	$ 4,844	$ 1,236	$ 19,937	$ 24,781	$ 30,484
December 31, 2013					
Commercial real estate					
Non owner-occupied	$ 257	$ 59	$ 922	$ 1,179	$ 1,191
All other CRE	1,080	177	9,481	10,561	10,689
Acquisition and development					
1-4 family residential construction	2,651	634	7	2,658	2,704
All other A&D	4,037	1,333	5,008	9,045	13,394
Commercial and industrial	0	0	2,299	2,299	2,299
Residential mortgage					
Residential mortgage - term	988	80	5,979	6,967	7,372
Residential mortgage – home equity	0	0	579	579	579
Consumer	0	0	21	21	21
Total impaired loans	$ 9,013	$ 2,283	$ 24,296	$ 33,309	$ 38,249

Loans that are collectively evaluated for impairment are analyzed with general allowances being made as appropriate. For general allowances, historical loss trends are used in the estimation of losses in the current portfolio. These historical loss amounts are modified by other qualitative factors.

The classes described above, which are based on the Federal call code assigned to each loan, provide the starting point for the ALL analysis. Management tracks the historical net charge-off activity (full and partial charge-offs, net of full

and partial recoveries) at the call code level. A historical charge-off factor is calculated utilizing a defined number of consecutive historical quarters. Consumer pools currently utilize a rolling 12 quarters, while Commercial pools currently utilize a rolling eight quarters.

“Pass” rated credits are segregated from “Criticized” credits for the application of qualitative factors. The un-criticized (“pass”) pools for commercial and residential real estate are further segmented based upon the geographic location of the underlying collateral. There are seven geographic regions utilized – six that represent the Bank’s lending footprint and a seventh for all out-of-market credits. Different economic environments and resultant credit risks exist in each region that are acknowledged in the assignment of qualitative factors. Loans in the criticized pools, which possess certain qualities or characteristics that may lead to collection and loss issues, are closely monitored by management and subject to additional qualitative factors.

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Management supplements the historical charge-off factor with a number of additional qualitative factors that are likely to cause estimated credit losses associated with the existing loan pools to differ from historical loss experience. The additional factors, which are evaluated quarterly and updated using information obtained from internal, regulatory, and governmental sources, are: (i) national and local economic trends and conditions; (ii) levels of and trends in delinquency rates and non-accrual loans; (iii) trends in volumes and terms of loans; (iv) effects of changes in lending policies; (v) experience, ability, and depth of lending staff; (vi) value of underlying collateral; and (vii) concentrations of credit from a loan type, industry and/or geographic standpoint.

Management reviews the loan portfolio on a quarterly basis using a defined, consistently applied process in order to make appropriate and timely adjustments to the ALL. When information confirms all or part of specific loans to be uncollectible, these amounts are promptly charged off against the ALL. Residential mortgage and consumer loans are charged off after they are 120 days contractually past due. All other loans are charged off based on an evaluation of the facts and circumstances of each individual loan. When the Bank believes that its ability to collect is solely dependent on the liquidation of the collateral, a full or partial charge-off is recorded promptly to bring the recorded investment to an amount that the Bank believes is supported by an ability to collect on the collateral. The circumstances that may impact the Bank's decision to charge-off all or a portion of a loan include default or non-payment by the borrower, scheduled foreclosure actions, and/or prioritization of the Bank's claim in bankruptcy. There may be circumstances where due to pending events, the Bank will place a specific allocation of the ALL on a loan for which a partial charge-off has been previously recognized. This specific allocation may be either charged-off or removed depending upon the outcome of the pending event. Full or partial charge-offs are not recovered until full principal and interest on the loan have been collected, even if a subsequent appraisal supports a higher value. In most cases, loans with partial charge-offs remain in non-accrual status. Both full and partial charge-offs reduce the recorded investment of the loan and the ALL and are considered to be charge-offs for purposes of all credit loss metrics and trends, including the historical rolling charge-off rates used in the determination of the ALL.

Activity in the ALL is presented for the years ended December 31, 2014 and December 31, 2013:

(in thousands)	Commercial Real Estate	Acquisition and Development	Commercial and Industrial	Residential Mortgage	Consumer	Total
ALL balance at January 1, 2014	$ 4,052	$ 4,172	$ 766	$ 4,320	$ 284	$13,594
Charge-offs	(485)	(2,673)	(266)	(847)	(512)	(4,783)
Recoveries	11	133	26	229	342	741
Provision	(1,154)	2,280	1,154	160	73	2,513
ALL balance at December 31, 2014	$ 2,424	$ 3,912	$ 1,680	$ 3,862	$ 187	$12,065
ALL balance at January 1, 2013	$ 5,206	$ 5,029	$ 906	$ 4,507	$ 399	$16,047
Charge-offs	(233)	(2,200)	(1,066)	(485)	(590)	(4,574)
Recoveries	1,004	100	79	199	359	1,741
Provision	(1,925)	1,243	847	99	116	380
	$ 4,052	$ 4,172	$ 766	$ 4,320	$ 284	$13,594

ALL balance at December
31,2013

The ALL is based on estimates, and actual losses will vary from current estimates. Management believes that the granularity of the homogeneous pools and the related historical loss ratios and other qualitative factors, as well as the consistency in the application of assumptions, result in an ALL that is representative of the risk found in the components of the portfolio at any given date.

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The following table presents the average recorded investment in impaired loans and related interest income recognized for the years ended December 31, 2014 and 2013:

	2014			2013		
(in thousands)	Average investment	Interest income recognized on an accrual basis	Interest income recognized on a cash basis	Average investment	Interest income recognized on an accrual basis	Interest income recognized on a cash basis
Commercial real estate						
Non owner-occupied	$2,411	$ 71	$ 0	$3,564	$ 39	$ 1,454
All other CRE	9,088	148	67	10,670	314	46
Acquisition and development						
1-4 family residential construction	1,510	43	0	2,958	77	0
All other A&D	7,639	161	0	16,700	494	575
Commercial and industrial	2,024	98	2	2,735	112	0
Residential mortgage						
Residential mortgage - term	6,056	200	62	5,245	102	11
Residential mortgage – home equity	581	4	4	559	22	1
Consumer	10	0	0	64	0	0
Total	$29,319	$ 725	$ 135	$42,495	$ 1,160	$ 2,087

In the normal course of business, the Bank modifies loan terms for various reasons. These reasons may include as a retention strategy to compete in the current interest rate environment, and to re-amortize or extend a loan term to better match the loan’s payment stream with the borrower’s cash flows. A modified loan is considered to be a TDR when the Bank has determined that the borrower is troubled (i.e. experiencing financial difficulties). The Bank evaluates the probability that the borrower will be in payment default on any of its debt in the foreseeable future without modification. To make this determination, the Bank performs a global financial review of the borrower and loan guarantors to assess their current ability to meet their financial obligations.

When the Bank restructures a loan to a troubled borrower, the loan terms (i.e. interest rate, payment, amortization period and/or maturity date) are modified in such a way to enable the borrower to cover the modified debt service payments based on current financials and cash flow adequacy. If a borrower’s hardship is thought to be temporary, then modified terms are only offered for that time period. Where possible, the Bank obtains additional collateral and/or secondary payment sources at the time of the restructure in order to put the Bank in the best possible position if the borrower is not able to meet the modified terms. To date, the Bank has not forgiven any principal as a restructuring concession. The Bank will not offer modified terms if it believes that modifying the loan terms will only delay an inevitable permanent default.

All loans designated as TDRs are considered impaired loans and may be in either accruing or non-accruing status. The Corporation's policy for recognizing interest income on impaired loans does not differ from its overall policy for interest recognition. Accordingly, the accrual of interest is discontinued when principal or interest is delinquent for 90 days or more unless the loan is well-secured and in the process of collection. If the loan was accruing at the time of the modification, then it continues to be in accruing status subsequent to the modification. Non-accrual TDRs may return to accruing status when there has been sufficient payment performance for a period of at least six months. TDRs are considered to be in payment default if, subsequent to modification, the loans are transferred to non-accrual status or to foreclosure. A loan may be removed from being reported as a TDR in the calendar year following the modification if the interest rate at the time of modification was consistent with the interest rate for a loan with comparable credit risk and the loan has performed according to its modified terms for at least six months. Further, a loan that has been removed from TDR reporting status and has been subsequently re-modified at standard market terms, may be removed from impaired status as well.

The volume, type and performance of TDR activity is considered in the assessment of the local economic trend qualitative factor used in the determination of the ALL for loans that are evaluated collectively for impairment.

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There were 27 loans totaling $13.7 million and 31 loans totaling $17.9 million that were classified as TDRs at December 31, 2014 and December 31, 2013, respectively. The following table presents the volume and recorded investment at the time of modification of TDRs by class and type of modification that occurred during the periods indicated:

	Temporary Rate Modification		Extension of Maturity		Modification of Payment and Other Terms	
(Dollars in thousands)	Number of Contracts	Recorded Investment	Number of Contracts	Recorded Investment	Number of Contracts	Recorded Investment
For the year ended December 31, 2014						
Commercial real estate						
Non owner-occupied	0	$ 0	2	$ 277	0	$ 0
All other CRE	0	0	0	0	4	2,627
Acquisition and development						
1-4 family residential construction	0	0	0	0	1	790
All other A&D	0	0	0	0	1	1,782
Commercial and industrial	0	0	0	0	0	0
Residential mortgage						
Residential mortgage – term	2	160	1	233	0	0
Residential mortgage – home equity	0	0	0	0	0	0
Consumer	0	0	0	0	0	0
Total	2	$ 160	3	$ 510	6	$ 5,199
For the year ended December 31, 2013						
Commercial real estate						
Non owner-occupied	0	$ 0	0	$ 0	0	$ 0
All other CRE	0	0	2	268	0	0
Acquisition and development						
1-4 family residential construction	0	0	0	0	0	0
All other A&D	0	0	0	0	1	1,381
Commercial and industrial	0	0	5	669	0	0
Residential mortgage						
Residential mortgage – term	4	437	2	636	0	0
Residential mortgage – home equity	0	0	0	0	0	0
Consumer	0	0	0	0	0	0
Total	4	$ 437	9	$ 1,573	1	$ 1,381

During the year ended December 31, 2014, there were three new TDRs. In addition, eight existing TDRs which had reached their original modification maturity were re-modified. A $1,822 reduction of the ALL resulted from a change

to the impairment evaluation of two loans, from evaluated collectively to being evaluated individually. The remaining new TDR was impaired at the time of modification, resulting in no impact to the ALL as a result of the modification. There was no impact to the recorded investment relating to the transfer of these loans.

During the year ended December 31, 2014, activity relating to payment defaults included three A&D loans totaling $1.6 million that were transferred to other real estate owned ("OREO") in the fourth quarter; and a $.2 million C&I loan and a $.4 million owner-occupied CRE loan that were transferred to non-accrual in the third quarter. During the year ended December 31, 2013, activity relating to payment defaults included three non-owner occupied CRE loans totaling $2.2 million to the same borrower that were transferred to non-accrual in the third quarter and two non-performing A&D loans totaling $.4 million that were transferred to OREO in the second quarter.

At December 31, 2014 and 2013, additional funds of up to $10,400 and $2.0 million, respectively, were committed to be advanced in connection with TDRs.

8. Other Real Estate Owned

The following table presents the components of OREO as of December 31, 2014 and 2013:

(in thousands)	2014	2013
Commercial real estate	$1,772	$5,306
Acquisition and development	9,263	10,509
Residential mortgage	1,897	1,216
Total OREO	$12,932	$17,031

The following table presents the activity in the OREO valuation allowance for the years ended December 31, 2014 and 2013:

(in thousands)	2014	2013
Balance January 1	$4,047	$2,766
Fair value write-down	920	3,079
Sales of OREO	(1,527)	(1,798)
Balance December 31	$3,440	$4,047

The following table presents the components of OREO expenses, net for the years ended December 31, 2014 and 2013:

(in thousands)	2014	2013
Losses/(gains) on real estate, net	$944	$(205)
Fair value write-down	920	3,079
Expenses, net	789	665
Rental and other income	(335)	(630)
Total OREO expenses, net	$2,318	$2,909

9. Premises and Equipment

The following table presents the components of premises and equipment at December 31, 2014 and 2013:

(in thousands)	2014	2013

Land	$7,304	$7,304
Land Improvements	1,210	1,174
Premises	25,112	25,183
Furniture and Equipment	16,343	17,333
Capital Lease	534	534
	50,503	51,528
Less accumulated depreciation	(24,874)	(24,623)
Total	$25,629	$26,905

The Corporation recorded depreciation expense of $1.9 million in 2014 and $2.0 million in 2013.

Pursuant to the terms of non-cancelable operating lease agreements for banking and subsidiaries' offices and for data processing and telecommunications equipment in effect at December 31, 2014, future minimum rent commitments under these leases for future years are as follows: (i) $.8 million for 2015; (ii) $.7 million for 2016; (iii) $.7 million for 2017; (iv) $ .6 million for 2018; (v) $.4 million for 2019; and (vi) $4.2 million thereafter. The leases contain options to extend for periods from one to five years, which are not included in the aforementioned amounts.

Total building and land rental expense amounted to $.5 million in 2014 and 2013, respectively.

10. Goodwill

ASC Topic 350, *Intangibles - Goodwill and Other*, establishes standards for the amortization of acquired intangible assets and impairment assessment of goodwill. The $11.0 million in recorded goodwill at December 31, 2014 is related to the Bank's 2003 acquisition of Huntington National Bank branches and is not subject to periodic amortization.

Goodwill arising from business combinations represents the value attributable to unidentifiable intangible elements in the business acquired. Goodwill is not amortized but is tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. Impairment testing requires that the fair value of each of the Corporation's reporting units be compared to the carrying amount of its net assets, including goodwill. If the estimated current fair value of the reporting unit exceeds its carrying value, then no additional testing is required and an impairment loss is not recorded. Otherwise, additional testing is performed and, to the extent such additional testing results in a conclusion that the carrying value of goodwill exceeds its implied fair value, an impairment loss is recognized.

Our goodwill relates to value inherent in the banking business and the value is dependent upon our ability to provide quality, cost effective services in a highly competitive local market. This ability relies upon continuing investments in processing systems, the development of value-added service features and the ease of use of our services. As such, goodwill value is supported ultimately by revenue that is driven by the volume of business transacted. A decline in earnings as a result of a lack of growth or the inability to deliver cost effective services over sustained periods can lead to impairment of goodwill, which could adversely impact earnings in future periods. ASC Topic 350 requires an annual evaluation of goodwill for impairment. The determination of whether or not these assets are impaired involves significant judgments and estimates.

During 2014, shares of First United Corporation's common stock traded at prices that were below the common stock's book value and, at December 31, 2014, the sales price was below the common stock's tangible book value.

Management believed that these circumstances could indicate the possibility of impairment. Accordingly, management consulted a third party valuation specialist to assist it with the determination of the fair value of First United Corporation, considering both the market approach (guideline public company method) and the income approach (discounted future benefits method). Due to the illiquidity in the common stock and the adverse conditions surrounding the banking industry, reliance was placed on the income approach in determining the fair value of First United Corporation. The income approach is a discounted cash flow analysis that is determined by adding (i) the present value, which is a representation of the current value of a sum that is to be received some time in the future, of the estimated net income, net of dividends paid out, that First United Corporation could generate over the next five years and (ii) the present value of a terminal value, which is a representation of the current value of an entity at a specified time in the future. The terminal value was calculated using both a price to tangible book multiple method

and a capitalization method and the more conservative of the two was utilized in the fair value calculation.

Significant assumptions used in the above methods include:

- Net income from our forward five-year operating budget, incorporating conservative growth and mix assumptions;
- A discount rate of 14.15% based on an internally derived cost of equity capital determined using the “build-up” method;
- A price to tangible book multiple of 1.18x, which was the median multiple of non-assisted transactions for non-assisted commercial bank acquisitions during the 12 months ended September 30, 2014 for selling companies headquartered in the Eastern regional area as compiled by Boenning & Scattergood, Inc.; and
- A capitalization rate of 8.15% (discount rate of 14.15% adjusted for a conservative growth rate of 6.0%).

The resulting fair value of the income approach resulted in the fair value of First United Corporation exceeding the carrying value by 52%. Management stressed the assumptions used in the analysis to provide additional support for the derived value. This stress testing showed that (i) the discount rate could increase to 27% before the excess would be eliminated in the tangible multiple method, and (ii) the assumption of the tangible book multiple could decline to 0.59x and still result in a fair value in excess of book value. Based on the results of the evaluation, management concluded that the recorded value of goodwill at December 31, 2014 was not impaired. However, future changes in strategy and/or market conditions could significantly impact these judgments and require adjustments to recorded asset balances. Management will continue to evaluate goodwill for impairment on an annual basis and as events occur or circumstances change.

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The significant components of goodwill at December 31, 2014 and 2013 are as follows:

(In thousands)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Goodwill:	$ 14,812	$ (3,808)	$ 11,004

11. Deposits

The aggregate amount of time deposits with a minimum denomination of $100,000 was $145.0 million and $157.5 million at December 31, 2014 and 2013, respectively. At December 31, 2014, $.2 million of deposit overdrafts were re-classified as loans.

The following is a summary of the scheduled maturities of all time deposits as of December 31, 2014 (in thousands):

2015	$119,976
2016	77,967
2017	39,921
2018	40,076
2019	13,802

In the ordinary course of business, executive officers and directors of the Corporation, including their families and companies in which certain directors are principal owners, were deposit customers of the Bank. Pursuant to the Bank's policies, such deposits are on the same terms as those prevailing at the time for comparable deposits with persons who are not related to the Corporation. At December 31, 2014, executive officers and directors had approximately $22.2 million in deposits with the Bank.

12. Borrowed Funds

The following is a summary of short-term borrowings at December 31, 2014 and 2013 with original maturities of less than one year:

(Dollars in thousands)	2014	2013

Securities sold under agreements to repurchase:		
Outstanding at end of year	$39,801	$43,676
Weighted average interest rate at year end	0.15 %	0.14 %
Maximum amount outstanding as of any month end	$53,819	$61,354
Average amount outstanding	$45,702	$47,777
Approximate weighted average rate during the year	0.13 %	0.13 %

At December 31, 2014, the repurchase agreements were secured by $61.4 million in investment securities.

The following is a summary of long-term borrowings at December 31, 2014 and 2013 with original maturities exceeding one year:

(In thousands)	2014	2013
FHLB advances, bearing fixed interest rates ranging from 1.00% to 3.69% at December 31, 2014	$135,876	$135,942
Junior subordinated debt, bearing variable interest rates ranging from 2.09% to 2.99% at December 31, 2014	35,929	35,929
Junior subordinated debt, bearing fixed interest rate of 9.88% at December 31, 2014	10,801	10,801
Total long-term debt	$182,606	$182,672

At December 31, 2014, the long-term FHLB advances were secured by $181.1 million in loans and $.5 million in investment securities.

The contractual maturities of long-term borrowings at December 31, 2014 and 2013 are as follows:

(in thousands)	2014 Fixed Rate	Floating Rate	Total	2013 Total
Due in 2014	$0	$0	$0	$0
Due in 2015	30,000	5,000	35,000	35,000
Due in 2016	0	0	0	0
Due in 2017	0	0	0	0
Due in 2018	70,000	0	70,000	70,000
Due in 2019	0	0	0	0
Thereafter	46,677	30,929	77,606	77,672
Total long-term debt	$146,677	$35,929	$182,606	$182,672

The Bank has a borrowing capacity agreement with the FHLB in an amount equal to 29% of the Bank's assets. At December 31, 2014, the available line of credit equaled $385 million. This line of credit, which can be used for both short and long-term funding, can only be utilized to the extent of available collateral. The line is secured by certain qualified mortgage, commercial and home equity loans and investment securities as follows (in thousands):

1-4 family mortgage loans	$153,866
Commercial loans	5,246
Multi-family loans	458
Home equity loans	21,574
Investment securities	445
	$181,589

At December 31, 2014, $32.7 million was available for additional borrowings.

The Bank also has various unsecured lines of credit totaling $70 million with various financial institutions and a $26.9 million secured line with the Federal Reserve to meet daily liquidity requirements. As of December 31, 2014, there were no borrowings under these credit facilities. In addition, there was approximately $49 million of available funding through brokered money market funds at December 31, 2014.

Repurchase Agreements - The Bank has retail repurchase agreements with customers within its local market areas. Repurchase agreements generally have maturities of one to four days from the transaction date. These borrowings are collateralized with securities that we own and are held in safekeeping at independent correspondent banks.

FHLB Advances - The FHLB advances consist of various borrowings with maturities generally ranging from five to 10 years with initial fixed rate periods of one, two or three years. After the initial fixed rate period, the FHLB has one or more options to convert each advance to a LIBOR based, variable rate advance, but the Bank may repay the advance in whole or in part, without a penalty, if the FHLB exercises its option. At all other times, the Bank's early repayment of any advance could be subject to a prepayment penalty.

13. Junior Subordinated Debentures and Restrictions on Dividends

In March 2004, Trust I and Trust II issued preferred securities with an aggregate liquidation amount of $30.0 million to third-party investors and issued common equity with an aggregate liquidation amount of $.9 million to First United Corporation. Trust I and Trust II used the proceeds of these offerings to purchase an equal amount of TPS Debentures, as follows:

$20.6 million—floating rate payable quarterly based on three-month LIBOR plus 275 basis points (2.99% at December 31, 2014), maturing in 2034, became redeemable five years after issuance at First United Corporation's option.

$10.3 million—floating rate payable quarterly based on three-month LIBOR plus 275 basis points (2.99% at December 31, 2014) maturing in 2034, became redeemable five years after issuance at First United Corporation's option.

In December 2004, First United Corporation issued $5.0 million of junior subordinated debentures to third-party investors that were not tied to preferred securities. The debentures had a fixed rate of 5.88% for the first five years, payable quarterly, and converted to a floating rate in March 2010 based on the three month LIBOR plus 185 basis points (2.09% at December 31, 2014). The debentures mature in 2015, but became redeemable five years after issuance at First United Corporation's option.

In December 2009, Trust III issued 9.875% fixed-rate preferred securities with an aggregate liquidation amount of approximately $7.0 million to private investors and issued common securities to First United Corporation with an aggregate liquidation amount of approximately $.2 million. Trust III used the proceeds of the offering to purchase approximately $7.2 million of 9.875% fixed-rate TPS Debentures. Interest on these TPS Debentures are payable quarterly, and the TPS Debentures mature in 2040 but are redeemable five years after issuance at First United Corporation's option.

In January 2010, Trust III issued an additional $3.5 million of 9.875% fixed-rate preferred securities to private investors and issued common securities to First United Corporation with an aggregate liquidation amount of $.1 million. Trust III used the proceeds of the offering to purchase $3.6 million of 9.875% fixed-rate TPS Debentures. Interest on these TPS Debentures are payable quarterly, and the TPS Debentures mature in 2040 but are redeemable five years after issuance at First United Corporation's option.

The TPS Debentures issued to each of the Trusts represent the sole assets of that Trust, and payments of the TPS Debentures by First United Corporation are the only sources of cash flow for the Trust. First United Corporation has the right, without triggering a default, to defer interest on all of the TPS Debentures for up to 20 quarterly periods, in which case distributions on the preferred securities will also be deferred. Should this occur, the Corporation may not pay dividends or distributions on, or repurchase, redeem or acquire any shares of its capital stock. Refer to Note 4 for further details.

Interest payments on the $5.0 million junior subordinated debentures that were issued outside of trust preferred securities offerings cannot, and have not, been deferred.

In December 2010, the Board of Directors of First United Corporation voted to suspend the payment of cash dividends on the common stock starting in 2011 in connection with the above-mentioned deferral of dividends on the Series A Preferred Stock.

14. Preferred Stock

On January 30, 2009, pursuant to the TARP CPP, First United Corporation issued to the Treasury 30,000 shares of its Series A Preferred Stock, having no par value, and a Warrant to purchase 326,323 shares of common stock at an exercise price of $13.79 per share, for an aggregate consideration of $30 million. The proceeds from this transaction qualify as Tier 1 capital and the Warrant qualifies as tangible common equity. The operative documents relating to this transaction are on file with the SEC and available to the public free of charge.

Holders of the Series A Preferred Stock are entitled to receive, if and when declared by the Board of Directors, out of assets legally available for payment, cumulative cash dividends at a rate per annum of 5% per share on a liquidation amount of $1,000 per share of Series A Preferred Stock with respect to each dividend period from January 30, 2009 to, but excluding, February 15, 2014. From and after February 15, 2014, holders of Series A Preferred Stock are entitled to receive cumulative cash dividends at a rate per annum of 9% per share on a liquidation amount of $1,000 per share with respect to each dividend period thereafter. In 2014, the Corporation paid $7.9 million in dividends, including all deferred dividends, to holders of the Series A. Preferred Stock. Under the terms of the Series A Preferred Stock, on and after February 15, 2012, First United Corporation may, at its option and after consulting with the Reserve Bank, redeem shares of Series A Preferred Stock, in whole or in part, at any time and from time to time, for cash at a per share amount equal to the sum of the liquidation preference per share plus any accrued and unpaid dividends to but excluding the redemption date.

On December 4, 2014, the Treasury sold all of its shares of Series A Preferred Stock to third-party investors.

15. Variable Interest Entities

As noted in Note 13, First United Corporation created the Trusts for the purposes of raising regulatory capital through the sale of mandatorily redeemable preferred capital securities to third party investors and common equity interests to First United Corporation. The Trusts are considered VIEs, but are not consolidated because First United Corporation is not the primary beneficiary of the Trusts. At December 31, 2014, the Corporation reported all of the $41.7 million of TPS Debentures issued in connection with these offerings as long-term borrowings (along with the $5.0 million of stand-alone junior subordinated debentures), and it reported its $1.3 million equity interest in the Trusts as “Other Assets”.

In November 2009, the Bank became a 99.99% limited partner in Liberty Mews. Liberty Mews was financed with a total of $10.6 million of funding, including a $6.1 million equity contribution from the Bank as the limited partner. Liberty Mews used the proceeds from these sources to purchase land and construct thereon a 36-unit low income housing rental complex at a total cost of $10.6 million. The total assets of Liberty Mews were $9.4 million at December 31, 2014 and $9.7 million at December 31, 2013.

Through December 31, 2014, the Bank had made contributions to Liberty Mews totaling $6.1 million. The project for which Liberty Mews was formed was completed in June 2011, and the Bank is entitled to $8.4 million in federal investment tax credits over a 10-year period as long as certain qualifying hurdles are maintained. The Bank will also receive the benefit of tax operating losses from Liberty Mews the extent of its capital contribution. The investment in Liberty Mews assists the Bank in achieving its community reinvestment initiatives.

Because Liberty Mews is considered to be a VIE, management performed an analysis to determine whether its involvement with Liberty Mews would lead it to determine that it must consolidate Liberty Mews. In performing its analysis, management evaluated the risks creating the variability in Liberty Mews and identified which activities most significantly impact the VIE's economic performance. Finally, it examined each of the variable interest holders to determine which, if any, of the holders was the primary beneficiary based on their power to direct the most significant activities and their obligation to absorb potentially significant losses of Liberty Mews.

The Bank, as a limited partner, generally has no voting rights. The Bank is not in any way involved in the daily management of Liberty Mews and has no other rights that provide it with the power to direct the activities that most significantly impact Liberty Mews' economic performance, which are to develop and operate the housing project in such a manner that complies with specific tax credit guidelines. As a limited partner, there is no recourse to the Bank by the creditors of Liberty Mews. The tax credits that result from the Bank's investment in Liberty Mews are generally subject to recapture should the partnership fail to comply with the applicable government regulations. The Bank has not provided any financial or other support to Liberty Mews beyond its required capital contributions and does not anticipate providing such support in the future. Management currently believes that no material losses are probable as a result of the Bank's investment in Liberty Mews.

On the basis of management's analysis, the general partner is deemed to be the primary beneficiary of Liberty Mews. Because the Bank is not the primary beneficiary, Liberty Mews has not been included in the Corporation's consolidated financial statements.

At December 31, 2014 and December 31, 2013, the Corporation included its total investment in Liberty Mews in "Other Assets" in its Consolidated Statements of Financial Condition. As of December 31, 2014, the Corporation's commitment in Liberty Mews is fully funded. The following table presents details of the Bank's involvement with Liberty Mews at the dates indicated:

(In thousands)	2014	2013
Investment in LIHTC Partnership		
Carrying amount on Balance Sheet of:		
Investment (Other Assets)	$4,429	$4,980
Maximum exposure to loss	4,429	4,980

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16. Accumulated Other Comprehensive Loss ("AOCL")

The following table presents the changes in each component of accumulated other comprehensive loss for the years ended December 31, 2014 and 2013:

(in thousands)	Investment securities- with OTTI	Investment securities- all other AFS	Investment securities- HTM	Cash Flow Hedge	Pension Plan	SERP	Total
Accumulated OCL, net:							
Balance - January 1, 2013	$ (10,036)	$ (2,966)	$ 0	$ (507)	$ (8,262)	$ (52)	$ (21,823)
Other comprehensive income/(loss) before reclassifications	2,735	(8,279)	0	233	2,871	102	(2,338)
Amounts reclassified from accumulated other comprehensive loss	(322)	(47)	0	0	303	14	(52)
Balance - December 31, 2013	$ (7,623)	$ (11,292)	$ 0	$ (274)	$ (5,088)	$ 64	$ (24,213)
Other comprehensive income/(loss) before reclassifications	4,349	8,712	(2,395)	155	(6,513)	(319)	3,989
Amounts reclassified from accumulated other comprehensive loss	(405)	25	140	0	209	22	(9)
Balance - December 31, 2014	$ (3,679)	$ (2,555)	$ (2,255)	$ (119)	$ (11,392)	$ (233)	$ (20,233)

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The following tables present the components of other comprehensive income/(loss) for the years ended December 31, 2014 and 2013:

Components of Other Comprehensive Income (in thousands)	Before Tax Amount	Tax (Expense) Benefit	Net
For the year ended December 31, 2014			
Available for sale (AFS) securities with OTTI:			
Unrealized holding gains	$ 7,234	$ (2,885)	$4,349
Less: accretable yield recognized in income	674	(269)	405
Net unrealized gains on investments with OTTI	6,560	(2,616)	3,944
Available for sale securities – all other:			
Unrealized holding gains	14,501	(5,789)	8,712
Less: losses recognized in income	(41)	16	(25)
Net unrealized gains on all other AFS securities	14,542	(5,805)	8,737
Held to maturity securities:			
Unrealized holding losses	(3,984)	1,589	(2,395)
Less: amortization recognized in income	(233)	93	(140)
Net unrealized losses on HTM securities	(3,751)	1,496	(2,255)
Cash flow hedges:			
Unrealized holding gains	258	(103)	155
Pension Plan:			
Unrealized net actuarial loss	(10,833)	4,320	(6,513)
Less: amortization of unrecognized loss	(374)	149	(225)
Less: amortization of transition asset	39	(16)	23
Less: amortization of prior service costs	(12)	5	(7)
Net pension plan liability adjustment	(10,486)	4,182	(6,304)
SERP:			
Unrealized net actuarial loss	(531)	212	(319)
Less: amortization of unrecognized loss	(17)	7	(10)
Less: amortization of prior service costs	(20)	8	(12)
Net SERP liability adjustment	(494)	197	(297)
Other comprehensive income	$ 6,629	$ (2,649)	$3,980

Components of Other Comprehensive Loss (in thousands)	Before Tax Amount	Tax (Expense) Benefit	Net
For the year ended December 31, 2013			
Available for sale (AFS) securities with OTTI:			
Unrealized holding gains	$ 4,626	$ (1,891)	$2,735
Less: accretable yield recognized in income	537	(215)	322
Net unrealized gains on investments with OTTI	4,089	(1,676)	2,413
Available for sale securities – all other:			
Unrealized holding losses	(13,879)	5,600	(8,279)
Less: gains recognized in income	78	(31)	47
Net unrealized losses on all other AFS securities	(13,957)	5,631	(8,326)
Cash flow hedges:			
Unrealized holding gains	392	(159)	233
Pension Plan:			
Unrealized net actuarial gain	4,790	(1,919)	2,871
Less: amortization of unrecognized loss	(532)	213	(319)
Less: amortization of transition asset	39	(16)	23
Less: amortization of prior service costs	(12)	5	(7)
Net pension plan liability adjustment	5,295	(2,121)	3,174
SERP:			
Unrealized net actuarial gain	170	(68)	102
Less: amortization of unrecognized loss	(3)	1	(2)
Less: amortization of prior service costs	(20)	8	(12)
Net SERP liability adjustment	193	(77)	116
Other comprehensive loss	$ (3,988)	$ 1,598	$(2,390)

The following tables present the details of accumulated other comprehensive income components for the years ended December 31, 2014 and 2013:

Details of Accumulated Other Comprehensive Income Components (in thousands)	Amount Reclassified from Accumulated Other Comprehensive Income 2014	Affected Line Item in the Statement Where Net Income is Presented
Net unrealized gains on investment securities with OTTI:		
Accretable Yield	$ 674	Interest income on taxable investment securities
Taxes	(269)	Tax expense
	$ 405	Net of tax
Net unrealized gains on available for sale investment securities - all other:		
Losses on sales	$ (41)	Net gains - other
Taxes	16	Tax benefit
	$ (25)	Net of tax
Net unrealized losses on held to maturity investment securities:		
Amortization	$ (233)	Interest income on taxable investment securities
Taxes	93	Tax benefit
	$ (140)	Net of tax
Net pension plan liability adjustment:		
Amortization of unrecognized loss	(374)	Salaries and employee benefits
Amortization of transition asset	39	Salaries and employee benefits
Amortization of prior service costs	(12)	Salaries and employee benefits
Taxes	138	Tax benefit
	$ (209)	Net of tax
Net SERP liability adjustment:		
Amortization of unrecognized loss	(17)	Salaries and employee benefits
Amortization of prior service costs	(20)	Salaries and employee benefits
Taxes	15	Tax benefit
	$ (22)	Net of tax
Total reclassifications for the period	$ 9	Net of tax

Details of Accumulated Other Comprehensive Income Components (in thousands)	Amount Reclassified from Accumulated Other Comprehensive Income 2013	Affected Line Item in the Statement Where Net Income is Presented
Net unrealized gains on investment securities with OTTI:		
Accretable Yield	$ 537	Interest income on taxable investment securities
Taxes	(215)	Tax expense
	$ 322	Net of tax
Net unrealized gains on available for sale investment securities - all other:		
Gains on sales	$ 78	Net gains - other
Taxes	(31)	Tax expense
	$ 47	Net of tax
Net pension plan liability adjustment:		
Amortization of unrecognized loss	(532)	Salaries and employee benefits
Amortization of transition asset	39	Salaries and employee benefits
Amortization of prior service costs	(12)	Salaries and employee benefits
Taxes	202	Tax benefit
	$ (303)	Net of tax
Net SERP liability adjustment:		
Amortization of unrecognized loss	(3)	Salaries and employee benefits
Amortization of prior service costs	(20)	Salaries and employee benefits
Taxes	9	Tax benefit
	$ (14)	Net of tax
Total reclassifications for the period	$ 52	Net of tax

17. Income Taxes

The provision for income taxes consists of the following for the years ended December 31, 2014 and 2013:

(In thousands)	2014	2013
Current Tax expense:		
Federal	$551	$518
State	84	416
	$635	$934
Deferred tax expense:		
Federal	$334	$927
State	302	361
	$636	$1,288
Income tax expense for the year	$1,271	$2,222

The reconciliation between the statutory federal income tax rate and effective income tax rate for the years ended December 31, 2014 and 2013 is as follows:

	2014	2013
Federal statutory rate	35.0%	35.0%
Tax-exempt income on securities and loans	(8.2)	(7.3)
Tax-exempt BOLI income	(7.1)	(4.2)
State income tax, net of federal tax benefit	5.2	7.3
Tax credits	(7.1)	(5.6)
Other	0.6	0.4
	18.4%	25.6%

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Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Corporation's temporary differences as of December 31, 2014 and 2013 are as follows:

(In thousands)	2014	2013
Deferred tax assets:		
Allowance for loan losses	$4,811	$5,435
Deferred loan fees	58	28
Deferred compensation	800	767
Federal and state tax loss carry forwards	6,069	5,209
AMT and other carry forwards	3,462	2,620
Unrealized loss on investment securities	5,735	12,686
Pension/SERP	2,476	0
Other than temporary impairment on investment securities	5,100	5,449
Other real estate owned	1,388	1,749
Other	1,352	1,191
Total deferred tax assets	31,251	35,134
Valuation allowance	(1,658)	(1,563)
Total deferred tax assets less valuation allowance	29,593	33,571
Deferred tax liabilities:		
Amortization of goodwill	(2,495)	(2,171)
Pension/SERP	0	(574)
Depreciation	(831)	(1,207)
Other	(360)	(410)
Total deferred tax liabilities	(3,686)	(4,362)
Net deferred tax assets	$25,907	$29,209

State income tax expense amounted to $.5 million during 2014 and $.8 million during 2013.

In assessing the ability to realize deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of the deferred tax assets is dependent upon the generation of future taxable income of the appropriate character (for example, ordinary income or capital gain) within the carry-back or carry-forward period available under the tax law during the periods in which temporary differences are deductible. The Corporation has considered future market growth, forecasted earnings, future taxable income, and feasible and permissible tax planning strategies in determining whether it will be able to realize the deferred tax asset. If the Corporation were to determine that it will not be able to realize a portion of its net deferred tax asset in the future for which there is currently no valuation allowance, an adjustment to the net deferred tax asset would be charged to earnings in the period such determination was made. Conversely, if the Corporation were to make a determination that it is more likely than not that the deferred tax assets for which there is a valuation allowance will be realized, the related valuation allowance would be reduced and a benefit would be recorded.

At December 31, 2014 the Corporation has federal net operating losses ("NOLs") of approximately $12.0 million and West Virginia NOLs of approximately $5.3 million for which deferred tax assets of $4.2 million and $0.2 million, respectively, have been recorded at December 31, 2014. The federal and West Virginia NOLs were created in 2010, 2012 and 2014 and will begin expiring in 2030. Based on our evaluation of the four sources of taxable income, Management has determined that a deferred tax valuation allowance for 2014 is not required on the Federal and West Virginia NOLs because we believe it is more likely than not that these deferred tax assets can be realized prior to expiration of their carry-forward periods based on the expected reversal of deferred tax liabilities, the generation of future income sufficient to realize the deferred tax assets as they reverse.

The Corporation has Maryland NOL carry-forwards of $34.0 million relating to a Parent Company (First United Corporation) NOL for which a deferred tax asset of $1.7 million has been recorded at December 31, 2014. There has been and continues to be a full valuation allowance on this NOL based on the fact that it is more likely than not that this deferred tax asset will not be realized because First United Corporation files a separate Maryland income tax return, has recurring tax losses and is not expected to generate sufficient taxable income in the future to utilize the NOL carry-forwards before they expire. The valuation allowance of $1.7 million at December 31, 2014 reflects an increase of $.1 million from the level at December 31, 2013.

18. Employee Benefit Plans

First United Corporation sponsors a noncontributory defined benefit pension plan (the "Pension Plan") covering the employees who were hired prior to the freeze and others who were grandfathered into the plan. The benefits are based on years of service and the employees' compensation during the last five years of employment.

Effective April 30, 2010, the Pension Plan was amended, resulting in a "soft freeze", the effect of which prohibits new entrants into the plan and ceases crediting of additional years of service, after that date. Effective January 1, 2013, the Pension Plan was amended to unfreeze it for those employees for whom the sum of (i) their ages, at their closest birthday, plus (ii) years of service for vesting purposes equals 80 or greater. The "soft freeze" continues to apply to all other plan participants. Pension benefits for these participants will be managed through discretionary contributions to the First United Corporation 401(k) Profit Sharing Plan (the "401(k) Plan").

During 2001, the Bank established an unfunded supplemental executive retirement plan (the "SERP"). The SERP is available only to a select group of management or highly compensated employees to provide supplemental retirement benefits in excess of limits imposed on qualified plans by federal tax law. Concurrent with the establishment of the SERP, the Bank acquired BOLI policies on the senior management personnel and officers of the Bank. The benefits resulting from the favorable tax treatment accorded the earnings on the BOLI policies are intended to provide a source of funds for the future payment of the SERP benefits as well as other employee benefit costs.

The benefit obligation activity for both the Pension Plan and SERP was calculated using an actuarial measurement date of January 1. Plan assets and the benefit obligations were calculated using an actuarial measurement date of December 31.

On January 9, 2015, the Corporation and members of management who do not participate in the SERP entered into participation agreements under the Deferred Compensation Plan, each styled as a SERP Alternative Participation Agreement (the "Participation Agreement"). Pursuant to each Participation Agreement, the Corporation agreed, for each Plan Year (as defined in the Deferred Compensation Plan) in which it determines that it has been Profitable (as defined in the Participation Agreement), to make a discretionary contribution to the participant's Employer Account in an amount equal to 15% of the participant's base salary level for such Plan Year, with the first Plan Year being the year ending December 31, 2015. The Participation Agreement provides that the participant will become 100% vested in the amount maintained in his or her Employer Account upon the earliest to occur of the following events: (i) Normal Retirement (as defined in the Participation Agreement); (ii) Separation from Service (as defined in the Participation Agreement) following a Change of Control (as defined in the Deferred Compensation Plan) and subsequent Triggering Event (as defined in the Participation Agreement); (iii) Separation from Service due to a Disability (as defined in the Participation Agreement); (iv) with respect to a particular award of Employer Contribution Credits, the participant's completion of two consecutive Years of Service (as defined in the Participation Agreement) immediately following the Plan Year for which such award was made; or (v) death. Notwithstanding the foregoing, however, a participant will lose entitlement to the amount maintained in his or her Employer Account in the event employment is

terminated for Cause (as defined in the Participation Agreement). In addition, the Participation Agreement conditions entitlement to the amounts held in the Employer Account on the participant's (a) refraining from engaging in Competitive Employment (as defined in the Participation Agreement) for three years following his Separation from Service, (b) refraining from injurious disclosure of confidential information concerning the Corporation, and (c) remaining available, at the Corporation's reasonable request, to provide at least six hours of transition services per month for 12 months following his or her Separation from Service (except in the case of death or Disability), except that only item (b) will apply in the event of a Separation from Service following a Change of Control and subsequent Triggering Event.

[94]

The following tables summarize benefit obligation and funded status, plan asset activity, components of net pension cost, and weighted average assumptions for the Pension Plan and the SERP:

	Pension		SERP	
(In thousands)	2014	2013	2014	2013
Change in Benefit Obligation				
Obligation at the beginning of the year	$28,329	$30,340	$5,084	$4,990
Service cost	258	227	115	113
Interest cost	1,478	1,243	220	250
Change in discount rate and mortality assumptions	7,216	(3,564)	0	0
Actuarial losses/(gains)	3,401	1,286	499	(167)
Benefits paid	(1,334)	(1,203)	(91)	(102)
Obligation at the end of the year	39,348	28,329	5,827	5,084
Change in Plan Assets				
Fair value at the beginning of the year	34,848	31,154	0	0
Actual return on plan assets	2,453	4,897	0	0
Employer contribution	3,000	0	91	102
Benefits paid	(1,334)	(1,203)	(91)	(102)
Fair value at the end of the year	38,967	34,848	0	0
(Unfunded)/Funded Status	$(381)	$6,519	$(5,827)	$(5,084)

	Pension		SERP	
(in thousands)	2014	2013	2014	2013
Components of Net Pension Cost				
Service cost	$258	$227	$115	$113
Interest cost	1,478	1,243	220	250
Expected return on assets	(2,653)	(2,373)	0	0
Amortization of transition asset	(39)	(39)	0	0
Amortization of recognized loss	374	532	(17)	3
Amortization of prior service cost	12	12	20	20
Net pension (income)/expense in employee benefits	$(570)	$(398)	$338	$386
Weighted Average Assumptions used to determine benefit obligations:				
Discount rate for benefit obligations	4.00%	4.75%	4.00%	5.25%
Discount rate for net pension cost	4.75%	4.00%	0	0
Expected long-term return on assets	7.75%	7.75%	0	0
Rate of compensation increase	3.00%	3.00%	3.00%	3.00%
Mortality tables	RP-2014	RP-2000	N/A	N/A

The accumulated benefit obligation for the Pension Plan was $35.7 million and $27.2 million at December 31, 2014 and 2013, respectively. The accumulated benefit obligation for the SERP was $4.9 million and $4.3 million at December 31, 2014 and 2013, respectively. The impact of the change in the discount rate from 4.75% to 4.00% to the pension benefit obligation was $4.1 million. The impact of the adoption of the new RP-2014 mortality tables was an increase of $3.1 million in actuarial loss. The $3.0 million contribution in the fourth quarter increased the fair value

from $34.8 million at December 31, 2013 to $39.0 million at December 31, 2014.

[95]

The investment assets of a defined benefit plan are managed with the goal of providing for retiree distributions while also supporting long-term plan obligations with a moderate level of portfolio risk. In order to address the variability over time of both risk and return, the plan investment strategy entails a dynamic approach to asset allocation, providing for normalized targets for major asset classes, with the ability to tactically adjust within the following specified ranges around those targets.

Asset Class	Normalized Target	Range
Cash	5%	0% - 20%
Fixed Income	40%	30% - 50%
Equities	55%	45% - 65%

Decisions regarding tactical adjustments within the above noted ranges for asset classes are based on a top down review of factors expected to have material impact on the risk and reward dynamics of the portfolio as a whole. Such factors include, but are not limited to, the following:

- Anticipated domestic and international economic growth as a whole;
- The position of the economy within its longer term economic cycle; and
- The expected impact of economic vitality, cycle positioning, financial market risks, industry/demographic trends and political forces on the various market sectors and investment styles.

With respect to individual company securities, additional company specific matters are considered, which could include management track record and guidance, future earnings expectations, current relative price expectations and the impact of identified risks on expected performance, among others. A core equity position of large cap stocks will be maintained, with more aggressive or volatile sectors meaningfully represented in the asset mix in pursuit of higher returns.

Strategic and specific investment decisions are guided by an in-house investment committee as well as a number of outside institutional resources that provide economic, industry and company data and analytics. It is management’s intent to give the Plan’s investment managers flexibility with respect to investment decisions and their timing within the overall guidelines. However, certain investments require specific review and approval by management. Management is also informed of anticipated changes in nonproprietary investment managers, significant modifications of any previously approved investment, or the anticipated use of derivatives to execute investment strategies.

Portfolio risk is managed in large part by a focus on diversification across multiple levels as well as an emphasis on financial strength. For example, current investment policies restrict initial investments in debt securities to be rated investment grade at the time of purchase. Also, with the exception of the highest rated securities (e.g. - U.S. Treasury or government-backed agency securities), no more than 10% of the portfolio may be invested in a single entity’s securities. As a result of the previously noted approaches to controlling portfolio risk, any concentrations of risk

would be associated with general systemic risks faced by industry sectors or the portfolio as a whole.

Assets in the Pension Plan are valued by the Corporation’s accounting system provider who utilizes a third party pricing service. Valuation data is based on actual market data for stocks and mutual funds (Level 1) and matrix pricing for bonds (Level 2). Cash and cash equivalents are also considered Level 1 within the fair value hierarchy.

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As of December 31, 2014 and 2013, the value of Pension Plan investments was as follows:

December 31, 2014			Fair Value Hierarchy	
(Dollars in thousands)	Assets at Fair Value	% of Portfolio	Level 1	Level 2
Cash and cash equivalents	$ 1,043	2.7 %	$ 1,043	$ 0
Fixed income securities:				
U.S. Government and Agencies	613	1.6 %	0	613
Taxable municipal bonds and notes	2,525	6.5 %	0	2,525
Corporate bonds and notes	8,393	21.5 %	0	8,393
Preferred stock	478	1.2 %	0	478
Fixed income mutual funds	5,049	13.0 %	5,049	0
Total fixed income	17,058	43.8 %	5,049	12,009
Equities:				
Large Cap	15,646	40.1 %	15,646	0
Mid Cap	2,743	7.0 %	2,743	0
Small Cap	1,305	3.4 %	1,305	0
International	1,172	3.0 %	1,172	0
Total equities	20,866	53.5 %	20,866	0
Total market value	$ 38,967	100.0 %	$ 26,958	$ 12,009

December 31, 2013			Fair Value Hierarchy	
(Dollars in thousands)	Assets at Fair Value	% of Portfolio	Level 1	Level 2
Cash and cash equivalents	$ 464	1.3 %	$ 464	$ 0
Fixed income securities:				
U.S. Government and Agencies	143	0.4 %	0	143
Taxable municipal bonds and notes	1,792	5.2 %	0	1,792
Corporate bonds and notes	7,664	22.0 %	0	7,664
Preferred stock	562	1.6 %	0	562
Fixed income mutual funds	3,171	9.1 %	3,171	0
Total fixed income	13,332	38.3 %	3,171	10,161
Equities:				
Large Cap	15,634	44.9 %	15,634	0
Mid Cap	2,489	7.1 %	2,489	0
Small Cap	1,373	3.9 %	1,373	0
International	1,556	4.5 %	1,556	0
Total equities	21,052	60.4 %	21,052	0
Total market value	$ 34,848	100.0 %	$ 24,687	$ 10,161

The expected rate of return on Pension Plan assets is based on a combination of the following:

- Historical returns of the portfolio of assets;
- Monte Carlo simulations of expected returns for a portfolio with strategic asset targets similar to the normalized targets; and
- Market impact adjustments to reflect expected future investment environment considerations.

As of December 31, 2014, the 25-year average return on pension portfolio assets was 8.04%, exceeding the expected long-term return of 7.75% utilized for 2014. Considering that future equity returns are partially a function of current starting valuations and the general level of interest rates is at a historically low point, one could start to build a case for lower expected returns going forward. However, such a case would be muted, especially in the case of equities, by the fact that global equity returns averaged 5.9% for the period from 2001 through 2014, versus close to a 10% average return for the previous seventy-five years. Additionally, according to a recent Vanguard Global Economics Team white paper, over half of the volatility in expected returns is not explained by current valuations. As potential returns remain widely dispersed and expected returns are based on a time horizon that will likely exceed the timing of current concerns, it is considered appropriate to maintain the forward expected long-term rate of return of 7.75%.

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The Pension Plan did not hold any shares of First United Corporation common stock at December 31, 2014 or 2013.

Estimated cash flows related to expected future benefit payments from the Pension Plan and SERP are as follows:

(In thousands)	Pension Plan	SERP
2015	$ 1,337	$94
2016	1,429	164
2017	1,473	223
2018	1,552	261
2019	1,660	322
2020-2024	10,077	1,785

First United Corporation funded an annual contribution of $3.0 million to the pension plan in the fourth quarter of 2014. The Corporation will evaluate future annual contributions to the Pension Plan based upon its funded status and an evaluation of the future benefits to be provided thereunder. The Bank expects to fund the annual projected benefit payments for the SERP from operations.

Amounts included in accumulated other comprehensive loss as of December 31, 2014 and 2013, net of tax, are as follows:

	2014		2013	
(In thousands)	Pension	SERP	Pension	SERP
Unrecognized net actuarial loss/(gain)	$11,375	$217	$5,088	$(86)
Unrecognized prior service costs	28	16	35	22
Net transition asset	(11)	0	(35)	0
	$11,392	$233	$5,088	$(64)

The estimated costs that will be amortized from accumulated other comprehensive loss into net periodic pension cost during the next fiscal year are as follows:

(In thousands)	Pension	SERP
Prior service costs	$ 12	$ 20
Net transition asset	(39)	0
Net actuarial loss	743	49
	$ 716	$ 69

19. 401(k) Profit Sharing Plan

In furtherance of the Corporation's belief that every employee should have the ability to accrue retirement benefits, the Corporation adopted the 401(k) Profit Sharing Plan, which is available to all employees, including executive officers. Employees are automatically entered in the plan on the first of the month following completion of 30 days of service to the Corporation and its subsidiaries. Employees have the opportunity to opt out of participation or change their deferral amounts under the plan at any time. In addition to contributions by participants, the plan contemplates employer matching and the potential of discretionary contributions to the accounts of participants. The Corporation believes that matching contributions encourage employees to participate and thereby plan for their post-retirement financial future. Beginning with the 2008 plan year, the Corporation enhanced the match formula to 100% on the first 1% of salary reduction and 50% on the next 5% of salary reduction. This match is accrued for all Participants, including executive officers, immediately upon entering the plan on the first day of the month following the completion of 30 days of employment. The employee must be a plan participant and be actively employed on the last day of the plan year to share in the employer matching contribution, except in the case of death, disability or retirement of the participant. Additionally, the Corporation accrued a non-elective employer contribution during 2014 for all employees other than employees who participate in the SERP and those employees meeting the age plus service requirement in the Pension Plan equal to; 4.5% of each employee's salary, hired prior to January 1, 2010; and 4% of each employee's salary hired since January 1, 2010, which will be paid in the first quarter of 2015. Expense charged to operations for the 401(k) Plan was $1.0 million in 2014 and $.9 million in 2013.

20. Federal Reserve Requirements

During 2013, the Federal Reserve modified its structure for institutions to calculate their reserve requirements with the Reserve Bank. Under these new calculations, the Bank was not required to maintain certain cash reserve levels as its vault cash exceeded the levels for reserve.

21. Restrictions on Dividend Payments

First United Corporation is subject to an informal agreement with the Reserve Bank which requires it to seek the prior approval of the Reserve Bank before making any dividend payment or other distribution on its capital securities or other securities that qualify as Tier 1 capital. On November 15, 2010, First United Corporation, at the request of the Reserve Bank, deferred regular quarterly cash dividend payments on its Series A Preferred Stock. Pursuant to the terms of the Series A Preferred Stock, the deferral prohibits First United Corporation from paying dividends or other distributions on its common stock. On December 15, 2010, First United Corporation, at the request of the Reserve Bank, elected to defer regular quarterly interest payments on its TPS Debentures, beginning with the payments that are due in March 2011. This deferral likewise prohibited First United Corporation from paying any dividends or distributions on its capital securities during the deferral period.

In February 2014, First United Corporation received approval from the Reserve Bank to terminate this deferral by making the quarterly interest payments due to the Trusts in March 2014 and paying all deferred interest for prior quarters. In April 2014, First United Corporation received approval from the Reserve Bank to terminate this deferral by making the quarterly dividend payment due to the holders of the outstanding shares of Series A Preferred Stock in May 2014 and paying all unpaid dividends that accrued during the suspension period. See Note 13 for additional information about the current state of the deferral.

22. Restrictions on Subsidiary Dividends, Loans or Advances

Federal and state banking regulations place certain restrictions on the amount of dividends paid and loans or advances made by the Bank to First United Corporation. The total amount of dividends that may be paid at any date is generally limited to the retained earnings of the Bank, and loans or advances are limited to 10 % of the Bank’s capital stock and surplus on a secured basis. In addition, dividends paid by the Bank to First United Corporation would be prohibited if the effect thereof would cause the Bank’s capital to be reduced below applicable minimum capital requirements. At December 31, 2014, the Bank could have paid additional dividends of $9.4 million to First United Corporation within these limits. Notwithstanding the foregoing, the Bank is subject to an informal agreement with the FDIC and the Maryland Commissioner which requires the Bank to seek the prior approval of these regulators before making any dividend payment to First United Corporation.

23. Commitments and Contingent Liabilities

We are at times, and in the ordinary course of business, subject to legal actions. Management believes that losses, if any, resulting from current legal actions will not have a material adverse effect on our financial condition or results of operations.

Loan commitments are made to accommodate the financial needs of our customers. Loan commitments have credit risk essentially the same as that involved in extending loans to customers and are subject to normal credit policies. Commitments to extend credit generally have fixed expiration dates, may require payment of a fee, and contain cancellation clauses in the event of an adverse change in the customer's credit quality.

We do not issue any guarantees that would require liability recognition or disclosure other than the standby letters of credit issued by the Bank. Standby letters of credit are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party to support contractual obligations and to ensure job performance. Generally, the Bank's letters of credit are issued with expiration dates within one year. Historically, most letters of credit expire unfunded, and therefore, cash requirements are substantially less than the total commitment. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Bank generally holds collateral and/or personal guarantees supporting letters of credit. Management believes that the proceeds obtained through a liquidation of collateral and the enforcement of guarantees would be sufficient to cover the potential amount of future payment required by the letters of credit. Management does not believe that the amount of the liability associated with guarantees under standby letters of credit outstanding at December 31, 2014 and December 31, 2013 is material.

The following table is a summary of commitments as of December 31, 2014 and 2013:

(In thousands)	2014	2013
Loan commitments	$103,019	$97,709
Commercial letters of credit	877	1,134
Total	$103,896	$98,843

24. Fair Value of Financial Instruments

The Corporation complies with the guidance of ASC Topic 820, *Fair Value Measurements and Disclosures*, which defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements required under other accounting pronouncements. The Corporation also follows the guidance on matters relating to all financial instruments found in ASC Subtopic 825-10, *Financial Instruments – Overall*.

Fair value is defined as the price to sell an asset or to transfer a liability in an orderly transaction between willing market participants as of the measurement date. Fair value is best determined by values quoted through active trading markets. Active trading markets are characterized by numerous transactions of similar financial instruments between willing buyers and willing sellers. Because no active trading market exists for various types of financial instruments, many of the fair values disclosed were derived using present value discounted cash flows or other valuation techniques described below. As a result, the Corporation's ability to actually realize these derived values cannot be assumed.

The Corporation measures fair values based on the fair value hierarchy established in ASC Paragraph 820-10-35-37. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of inputs that may be used to measure fair value under the hierarchy are as follows:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets and liabilities. This level is the most reliable source of valuation.

Level 2: Quoted prices that are not active, or inputs that are observable either directly or indirectly, for substantially the full term of the asset or liability. Level 2 inputs include inputs other than quoted prices that are observable for the asset or liability (for example, interest rates and yield curves at commonly quoted intervals, volatilities, prepayment speeds, loss severities, credit risks, and default rates). It also includes inputs that are derived principally from or corroborated by observable market data by correlation or other means (market-corroborated inputs). Several sources are utilized for valuing these assets, including a contracted valuation service, Standard & Poor's ("S&P") evaluations and

pricing services, and other valuation matrices.

Level 3: Prices or valuation techniques that require inputs that are both significant to the valuation assumptions and not readily observable in the market (i.e. supported with little or no market activity). Level 3 instruments are valued based on the best available data, some of which is internally developed, and consider risk premiums that a market participant would require.

The level established within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. Transfers in and out of Level 1, 2 or 3 are recorded at fair value at the beginning of the reporting period.

Management believes that the Corporation's valuation techniques are appropriate and consistent with the techniques used by other market participants. However, the use of different methodologies and assumptions could result in a different estimate of fair values at the reporting date. The following valuation techniques were used to measure the fair value of assets in the table below which are measured on a recurring and non-recurring basis as of December 31, 2014.

Investments – The investment portfolio is classified and accounted for based on the guidance of ASC Topic 320, *Investments – Debt and Equity Securities*.

The fair value of investments available-for-sale is determined using a market approach. As of December 31, 2014, the U.S. Government agencies and treasuries, residential and commercial mortgage-backed securities, private label residential mortgage-backed securities, and municipal bonds segments are classified as Level 2 within the valuation hierarchy. Their fair values were determined based upon market-corroborated inputs and valuation matrices, which were obtained through third party data service providers or securities brokers through which we have historically transacted both purchases and sales of investment securities.

The CDO segment, which consists of pooled trust preferred securities issued by banks, thrifts and insurance companies, is classified as Level 3 within the valuation hierarchy. At December 31, 2014, the Bank owned 17 pooled trust preferred securities with an amortized cost of $37.1 million and a fair value of $25.3 million. The market for these securities at December 31, 2014 is not active and markets for similar securities are also not active. The inactivity was evidenced first by a significant widening of the bid-ask spread in the brokered markets in which these securities trade and then by a significant decrease in the volume of trades relative to historical levels. The new issue market is also inactive, as few CDOs have been issued since 2007. There are currently very few market participants who are willing to transact for these securities. The market values for these securities or any securities, other than those issued or guaranteed by the Treasury, are very depressed relative to historical levels. Therefore, in the current market, a low market price for a particular bond may only provide evidence of stress in the credit markets in general rather than being an indicator of credit problems with a particular issue. Given the conditions in the current debt markets and the absence of observable transactions in the secondary and new issue markets, management has determined that (i) the few observable transactions and market quotations that are available are not reliable for the purpose of obtaining fair value at December 31, 2014, (ii) an income valuation approach technique (i.e. present value) that maximizes the use of relevant observable inputs and minimizes the use of unobservable inputs will be equally or more representative of fair value than a market approach, and (iii) the CDO segment is appropriately classified within Level 3 of the valuation hierarchy because management determined that significant adjustments were required to determine fair value at the measurement date.

Management utilizes an independent third party to prepare both the evaluations of other-than-temporary impairment as well as the fair value determinations for its CDO portfolio. Management does not believe that there were any material differences in the impairment evaluations and pricing between December 31, 2014 and December 31, 2013.

The approach of the third party to determine fair value involves several steps, including detailed credit and structural evaluation of each piece of collateral in each bond, default, recovery and prepayment/amortization probabilities for each piece of collateral in the bond, and discounted cash flow modeling. The discount rate methodology used by the third party combines a baseline current market yield for comparable corporate and structured credit products with adjustments based on evaluations of the differences found in structure and risks associated with actual and projected credit performance of each CDO being valued. Currently, the only active and liquid trading market that exists is for stand-alone trust preferred securities. Therefore, adjustments to the baseline discount rate are also made to reflect the additional leverage found in structured instruments.

Derivative financial instruments (Cash flow hedge) – The Corporation’s open derivative positions are interest rate swaps that are classified as Level 3 within the valuation hierarchy. Open derivative positions are valued using externally developed pricing models based on observable market inputs provided by a third party and validated by management. The Corporation has considered counterparty credit risk in the valuation of its interest rate swap assets. Management does not believe that there is a significant concentration with the counterparty.

Impaired loans – Loans included in the table below are those that are considered impaired with a specific allocation based upon the guidance of the loan impairment subsection of the *Receivables* Topic, ASC Section 310-10-35, under

which the Corporation has measured impairment generally based on the fair value of the loan's collateral. Fair value consists of the loan balance less its valuation allowance and is generally determined based on independent third-party appraisals of the collateral or discounted cash flows based upon the expected proceeds. These assets are included as Level 3 fair values based upon the lowest level of input that is significant to the fair value measurements.

Other real estate owned – Fair value of other real estate owned was based on independent third-party appraisals of the properties. These values were determined based on the sales prices of similar properties in the approximate geographic area. These assets are included as Level 3 fair values based upon the lowest level of input that is significant to the fair value measurements.

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For Level 3 assets and liabilities measured at fair value on a recurring and non-recurring basis as of December 31, 2014 and 2013, the significant unobservable inputs used in the fair value measurements were as follows:

(in thousands)	Fair Value at December 31, 2014	Valuation Technique	Significant Unobservable Inputs	Significant Unobservable Input Value
Recurring:				
Investment Securities – available for sale - CDO	$ 25,339	Discounted Cash Flow	Discount Rate	Range of Libor+ 5% to 12%
Cash Flow Hedge	$ (199)	Discounted Cash Flow	Reuters Third Party Market Quote	99.9% (weighted avg 99.9%)
Non-recurring:				
Impaired Loans	$ 9,122	Market Comparable Properties	Marketability Discount	10% [1] (weighted avg 10%)
OREO	$ 2,511	Market Comparable Properties	Marketability Discount	10% to 15% [1] (weighted avg 11%)

(in thousands)	Fair Value at December 31, 2013	Valuation Technique	Significant Unobservable Inputs	Significant Unobservable Input Value
Recurring:				
Investment Securities – available for sale - CDO	$ 17,538	Discounted Cash Flow	Discount Rate	Swap+17%; Range of Libor+ 6% to 18%
Cash Flow Hedge	$ (457)	Discounted Cash Flow	Reuters Third Party Market Quote	99.9% (weighted avg 99.9%)
Non-recurring:				
Impaired Loans	$ 8,613	Market Comparable Properties	Marketability Discount	10% [1] (weighted avg 10%)
OREO	$ 5,591	Market Comparable Properties	Marketability Discount	5% to 10% [1] (weighted avg 9%)

(1) Range would include discounts taken since appraisal and estimated values

For assets measured at fair value on a recurring and non-recurring basis, the fair value measurements by level within the fair value hierarchy used at December 31, 2014 and 2013 are as follows:

		Fair Value Measurements at December 31, 2014 Using (In Thousands)		
Description	Assets Measured at 12/31/2014	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Recurring:				
Investment securities available-for-sale:				
U.S. treasuries	$ 29,596		$ 29,596	
U.S. government agencies	$ 38,941		$ 38,941	
Residential mortgage-backed agencies	$ 45,273		$ 45,273	
Commercial mortgage-backed agencies	$ 25,957		$ 25,957	
Collateralized mortgage obligations	$ 8,707		$ 8,707	
Obligations of states and political subdivisions	$ 47,304		$ 47,304	
Collateralized debt obligations	$ 25,339			$ 25,339
Financial Derivative	$ (199)			$ (199)
Non-recurring:				
Impaired loans	$ 9,122			$ 9,122
Other real estate owned	$ 2,511			$ 2,511

		Fair Value Measurements at December 31, 2013 Using (In Thousands)		
Description	Assets Measured at 12/31/2013	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Recurring:				
Investment securities available-for-sale:				
U.S. government agencies	$ 92,035		$ 92,035	
Residential mortgage-backed agencies	$ 112,444		$ 112,444	
Commercial mortgage-backed agencies	$ 29,905		$ 29,905	
Collateralized mortgage obligations	$ 29,390		$ 29,390	
Obligations of states and political subdivisions	$ 55,277		$ 55,277	
Collateralized debt obligations	$ 17,538			$ 17,538
Financial Derivative	$ (457)			$ (457)
Non-recurring:				
Impaired loans	$ 8,613			$ 8,613
Other real estate owned	$ 5,591			$ 5,591

There were no transfers of assets between any of the levels of the fair value hierarchy for the years ended December 31, 2014 or December 31, 2013.

[103]

The following tables show a reconciliation of the beginning and ending balances for fair valued assets measured using Level 3 significant unobservable inputs for the years ended December 31, 2014 and 2013:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) (In Thousands)	
	Investment Securities Available for Sale	Cash Flow Hedge
Beginning balance January 1, 2014	$ 17,538	$ (457)
Total gains/(losses) realized/unrealized:		
Included in earnings	0	0
Included in other comprehensive income	7,801	258
Ending balance December 31, 2014	$ 25,339	$ (199)
The amount of total gains or losses for the period included in earnings attributable to the change in realized/unrealized gains or losses related to assets still held at the reporting date	$ 0	$ 0

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) (In Thousands)	
	Investment Securities Available for Sale	Cash Flow Hedge
Beginning balance January 1, 2013	$ 11,442	$ (849)
Total gains/(losses) realized/unrealized:		
Included in earnings	0	0
Included in other comprehensive loss	6,096	392
Ending balance December 31, 2013	$ 17,538	$ (457)
The amount of total gains or losses for the period included in earnings attributable to the change in realized/unrealized gains or losses related to assets still held at the reporting date	$ 0	$ 0

Gains and losses (realized and unrealized) included in earnings for the periods above are reported in the Consolidated Statement of Income in other operating income.

The fair values disclosed may vary significantly between institutions based on the estimates and assumptions used in the various valuation methodologies. The derived fair values are subjective in nature and involve uncertainties and

significant judgment. Therefore, they cannot be determined with precision. Changes in the assumptions could significantly impact the derived estimates of fair value. Disclosure of non-financial assets such as buildings as well as certain financial instruments such as leases is not required. Accordingly, the aggregate fair values presented do not represent the underlying value of the Corporation.

We use the following methods and assumptions in estimating fair value disclosures for financial instruments:

[104]

Cash and due from banks: The carrying amounts as reported in the statement of financial condition for cash and due from banks approximate their fair values.

Interest bearing deposits in banks: The carrying amount of interest bearing deposits approximates their fair values.

Restricted investment in Bank stock: The carrying value of stock issued by the FHLB of Atlanta, ACBB and CBB approximates fair value based on the redemption provisions of the stock.

Loans (excluding impaired loans with specific loss allowances): For variable-rate loans that reprice frequently or "in one year or less", and with no significant change in credit risk, fair values are based on carrying values. Fair values for fixed-rate loans that do not reprice frequently are estimated using a discounted cash flow calculation that applies current market interest rates being offered on the various loan products.

Deposits: The fair values disclosed for demand deposits (e.g., interest and non-interest checking, savings, and certain types of money market accounts, etc.) are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amounts). Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on the various certificates of deposit to the cash flow stream.

Short-term borrowings: The carrying amount of short-term borrowings approximates their fair values.

Borrowed funds: The fair value of the Bank's FHLB borrowings and First United Corporation's TPS Debentures is calculated based on the discounted value of contractual cash flows, using rates currently existing for borrowings with similar remaining maturities. The carrying amounts of federal funds purchased and securities sold under agreements to repurchase approximate their fair values.

Accrued interest: The carrying amount of accrued interest receivable and payable approximates their fair values.

Off-balance-sheet financial instruments: In the normal course of business, the Bank makes commitments to extend credit and issues standby letters of credit. The Bank expects most of these commitments to expire without being drawn upon; therefore, the commitment amounts do not necessarily represent future cash requirements. Due to the uncertainty of cash flows and difficulty in the predicting the timing of such cash flows, fair values were not estimated

for these instruments.

[105]

The following table presents fair value information about financial instruments, whether or not recognized in the statement of financial condition, for which it is practicable to estimate that value. The actual carrying amounts and estimated fair values of the Corporation's financial instruments that are included in the statement of financial condition are as follows:

	December 31, 2014		Fair Value Measurements		
			Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
(in thousands)	Carrying Amount	Fair Value	(Level 1)	(Level 2)	(Level 3)
Financial Assets:					
Cash and due from banks	$27,554	$27,554	$27,554		
Interest bearing deposits in banks	7,897	7,897	7,897		
Investment securities - AFS	221,117	221,117		$ 195,778	$ 25,339
Investment securities - HTM	109,449	110,771		108,163	2,608
Restricted Bank stock	7,524	7,524		7,524	
Loans, net	827,926	830,904			830,904
Accrued interest receivable	4,152	4,152		4,152	
Financial Liabilities:					
Deposits – non-maturity	689,581	689,581		689,581	
Deposits – time deposits	291,742	296,713		296,713	
Short-term borrowed funds	39,801	39,801		39,801	
Long-term borrowed funds	182,606	187,143		187,143	
Accrued interest payable	882	882		882	
Financial derivative	199	199			199
Off balance sheet financial instruments	0	0	0		

[106]

	December 31, 2013		Fair Value Measurements		
(In thousands)	Carrying Amount	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets:					
Cash and due from banks	$32,895	$32,895	$32,895		
Interest bearing deposits in banks	10,168	10,168	10,168		
Investment securities - AFS	336,589	336,589		$ 319,051	$ 17,538
Investment securities - HTM	3,900	3,590			3,590
Restricted Bank stock	7,913	7,913		7,913	
Loans, net	796,646	799,937			799,937
Accrued interest receivable	4,342	4,342		4,342	
Financial Liabilities:					
Deposits – non-maturity	650,761	650,761		650,761	
Deposits – time deposits	326,642	333,256		333,256	
Short-term borrowed funds	43,676	43,676		43,676	
Long-term borrowed funds	182,672	189,135		189,135	
Accrued interest payable	7,647	7,647		7,647	
Financial derivative	457	457			457
Off balance sheet financial instruments	0	0	0		

25. Derivative Financial Instruments

As a part of managing interest rate risk, the Corporation entered into interest rate swap agreements to modify the re-pricing characteristics of certain interest-bearing liabilities. The Corporation has designated its interest rate swap agreements as cash flow hedges under the guidance of ASC Subtopic 815-30, *Derivatives and Hedging – Cash Flow Hedges*. Cash flow hedges have the effective portion of changes in the fair value of the derivative, net of taxes, recorded in net accumulated other comprehensive income.

In July 2009, the Corporation entered into three interest rate swap contracts totaling $20.0 million notional amount, hedging future cash flows associated with floating rate trust preferred debt. As of December 31, 2014, swap contracts totaling $5.0 million notional amount remained, as the three-year $5.0 million contract matured on June 15, 2012 and the five-year $10.0 million contract matured on June 17, 2014. The seven-year $5.0 million contract matures on June 17, 2016. The fair value of the interest rate swap contracts was ($199) thousand and ($457) thousand at December 31, 2014 and December 31, 2013, respectively, and was reported in Other Liabilities on the Consolidated Statements of Financial Condition. Cash in the amount of $850 thousand and $1.4 million was posted as collateral as of December 31, 2014 and December 31, 2013, respectively.

For the year ended December 31, 2014, the Corporation recorded an increase in the value of the derivatives of $258 thousand and the related deferred tax benefit of $103 thousand in net accumulated other comprehensive loss to reflect the effective portion of cash flow hedges. ASC Subtopic 815-30 requires this amount to be reclassified to earnings if the hedge becomes ineffective or is terminated. There was no hedge ineffectiveness recorded for the year ended December 31, 2014. The Corporation does not expect any losses relating to these hedges to be reclassified into earnings within the next 12 months.

Interest rate swap agreements are entered into with counterparties that meet established credit standards and we believe that the credit risk inherent in these contracts is not significant as of December 31, 2014.

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The table below discloses the impact of derivative financial instruments on the Corporation's Consolidated Financial Statements for the years ended December 31, 2014 and December 31, 2013.

Derivative in Cash Flow

Hedging Relationships

(In thousands)	Amount of gain (loss) recognized in OCI on derivative (effective portion)	Amount of gain or (loss) reclassified from accumulated OCI into income (effective portion) [1]	Amount of gain or (loss) recognized in income on derivative (ineffective portion and amount excluded from effectiveness testing) [2]
Interest rate contracts:			
December 31, 2014	$ 155	$ 0	$ 0
December 31, 2013	$ 233	$ 0	$ 0

Notes:

(1) Reported as interest expense
(2) Reported as other income

26. Assets and Liabilities Subject to Enforceable Master Netting Arrangements

Interest Rate Swap Agreements ("Swap Agreements")

The Corporation has entered into interest rate swap agreements to modify the re-pricing characteristics of certain interest-bearing liabilities as a part of managing interest rate risk. The swap agreements have been designated as cash flow hedges, and accordingly, the fair value of the interest rate swap contracts is reported in Other Liabilities on the Consolidated Statement of Financial Condition. The swap agreements were entered into with a third party financial institution. The Corporation is party to master netting arrangements with its financial institution counterparty; however the Corporation does not offset assets and liabilities under these arrangements for financial statement presentation purposes. The master netting arrangements provide for a single net settlement of all swap agreements, as well as collateral, in the event of default on, or termination of, any one contract. Collateral, in the form of cash, is posted by the Corporation as the counterparty with net liability positions in accordance with contract thresholds. See Note 25 to the Consolidated Financial Statements for more information.

Securities Sold Under Agreements to Repurchase ("Repurchase Agreements")

The Bank enters into agreements under which it sells interests in U.S. Securities to certain customers subject to an obligation to repurchase, and on the part of the customers to resell, such interests. Under these arrangements, the Bank may transfer legal control over the assets but still retain effective control through an agreement that both entitles and obligates the Bank to repurchase the assets. As a result, these repurchase agreements are accounted for as collateralized financing arrangements (i.e. secured borrowings) and not as a sale and subsequent repurchase of securities. The obligation to repurchase the securities is reflected as a liability in the consolidated statement of condition, while the securities underlying the repurchase agreements remain in the respective investment securities asset accounts. There is no offsetting or netting of the investment securities assets with the repurchase agreement liabilities. In addition, as the Bank does not enter into reverse repurchase agreements, there is no such offsetting to be done with the repurchase agreements. The right of setoff for a repurchase agreement resembles a secured borrowing, whereby the collateral would be used to settle the fair value of the repurchase agreement should the Bank be in default (i.e. fails to repurchase the U.S. Securities on the maturity date of the agreement). The investment security collateral is held by a third party financial institution in the counterparty's custodial account.

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The following table presents the liabilities subject to an enforceable master netting arrangement or repurchase agreements as of December 31, 2014 and December 31, 2013.

(In thousands)	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Statement of Condition	Net Amounts of Liabilities Presented in the Statement of Condition	Gross Amounts Not Offset in the Statement of Condition		
				Financial Instruments	Cash Collateral Pledged	Net Amount
December 31, 2014						
Interest Rate Swap Agreements	$ 199	$ 0	$ 199	$ (199)	$ 0	$ 0
Repurchase Agreements	$ 39,801	$ 0	$ 39,801	$ (39,801)	$ 0	$ 0
December 31, 2013						
Interest Rate Swap Agreements	$ 457	$ 0	$ 457	$ (457)	$ 0	$ 0
Repurchase Agreements	$ 43,676	$ 0	$ 43,676	$ (43,676)	$ 0	$ 0

27. Parent Company Only Financial Information

Condensed Statement of Financial Condition

(In thousands)	December 31, 2014	2013
Assets		
Cash	$1,036	$3,025
Investment in bank subsidiary	150,209	152,254
Investment in non-bank subsidiaries	1,255	4,036
Other assets	5,872	4,031
Total Assets	$158,372	$163,346
Liabilities and Shareholder’s Equity		
Accrued interest and other liabilities	$2,643	$14,733
Dividends payable	0	0
Junior subordinated debt	46,730	46,730
Shareholder’s equity	108,999	101,883
Total Liabilities and Shareholder’s Equity	$158,372	$163,346

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Condensed Statement of Income

(In thousands)	Year Ended December 31, 2014	2013
Income:		
Dividend income from bank subsidiary	$10,972	$0
Other income	240	469
Total Income	11,212	469
Expenses:		
Interest expense	2,492	2,881
Other expenses	354	513
Total Expenses	2,846	3,394
Income/(loss) before income taxes and equity in undistributed net loss of subsidiaries	8,366	(2,925)
Applicable income tax benefit	3,120	1,002
Net income/(loss) before equity in undistributed net loss of subsidiaries	11,486	(1,923)
Equity in undistributed net (loss)/income of subsidiaries:		
Bank	(5,870)	8,424
Non-bank	(19)	(26)
Net Income	$5,597	$6,475

Condensed Statement of Comprehensive Income

Components of Comprehensive Income (in thousands)	Year Ended December 31, 2014	2013
Net Income	$5,597	$6,475
Unrealized gains on cash flow hedges, net of tax	155	233
Other comprehensive income, net of tax	155	233
Comprehensive income	$5,752	$6,708

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Condensed Statement of Cash Flows

(In thousands)	Year Ended December 31, 2014	2013
Operating Activities		
Net Income	$5,597	$6,475
Adjustments to reconcile net income to net cash (used in)/ provided by operating activities:		
Equity in undistributed net income of subsidiaries	5,889	(8,398)
Increase in other assets	(1,686)	(993)
(Decrease)/increase in accrued interest payable and other liabilities	(12,089)	4,047
Stock Compensation	134	88
Net cash (used in)/provided by operating activities	(2,155)	1,219
Investing Activities		
Net investment in subsidiaries	2,761	1,066
Net cash provided by investing activities	2,761	1,066
Financing Activities		
Dividends – common stock	0	0
Dividends – preferred stock paid	0	0
Dividends - preferred stock paid	(2,595)	(1,709)
Proceeds from issuance of common stock	0	0
Proceeds from long-term borrowings	0	0
Net cash used in financing activities	(2,595)	(1,709)
(Decrease)increase in cash and cash equivalents	(1,989)	576
Cash and cash equivalents at beginning of year	3,025	2,449
Cash and cash equivalents at end of year	$1,036	$3,025

Accumulated Other Comprehensive Income

Components of Comprehensive Income (in thousands)	Before Tax Amount	Tax (Expense) Benefit	Net
For the period ended December 31, 2014			
Cash flow hedges:			
Unrealized holding gains	$ 258	$ (103)	$155
Other comprehensive income	$ 258	$ (103)	$155
For the period ended December 31, 2013			
Cash flow hedges:			
Unrealized holding gains	$ 392	$ (159)	$233

Other comprehensive income	$ 392	$ (159)	$233

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

The Corporation maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Corporation's reports filed under the Exchange Act with the SEC, such as this annual 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 the Corporation's management, including the principal executive officer ("PEO") and the 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, a control 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 December 31, 2014 was carried out under the supervision and with the participation of the Corporation's management, including the PEO and the PAO. Based on that evaluation, the Corporation's management, including the PEO and the PAO, has concluded that the Corporation's disclosure controls and procedures are, in fact, effective at the reasonable assurance level.

During the fourth quarter of 2014, there was no change in the Corporation's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Corporation's internal control over financial reporting.

As required by Section 404 of the Sarbanes-Oxley Act of 2002, management has performed an evaluation and testing of the Corporation's internal control over financial reporting as of December 31, 2014. Management's report on the Corporation's internal control over financial reporting is included on the following page. The Corporation is a "smaller reporting company" as defined by Rule 12b-2 under the Exchange Act and, accordingly, its independent registered public accounting firm is not required to attest to the foregoing management report.

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Management's Report on Internal Control Over Financial Reporting

The Board of Directors and Shareholders

First United Corporation

First United Corporation's management is responsible for establishing and maintaining adequate internal control over financial reporting. This internal control system was designed to provide reasonable assurance to management and the Board of Directors as to the reliability of First United Corporation's financial reporting and the preparation and presentation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States, as well as to safeguard assets from unauthorized use or disposition.

An internal control system, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation and may not prevent or detect misstatements in the financial statements or the unauthorized use or disposition of First United Corporation's assets. Also, projections of any evaluation of effectiveness of internal controls to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies and procedures may deteriorate.

Management assessed the effectiveness of First United Corporation's internal control over financial reporting as of December 31, 2014, based on the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control—Integrated Framework (2013 Framework). Based on this assessment and on the foregoing criteria, management has concluded that, as of December 31, 2014, First United Corporation's internal control over financial reporting is effective.

Dated: March 9, 2015

/s/ William B. Grant	/s/ Carissa L. Rodeheaver
William B. Grant, Esq., CFP	Carissa L. Rodeheaver, CPA, CFP
Chairman of the Board and	President and
Chief Executive Officer	Chief Financial Officer
(Principal Executive Officer)	(Principal Accounting Officer)

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The Corporation has adopted a Code of Ethics applicable to its principal executive officer, principal financial officer, principal accounting officer, or controller, or persons performing similar functions, a Code of Ethics applicable to all employees, and a Code of Ethics applicable to members of the Board of Directors. Copies of these Codes of Ethics are available free of charge upon request to Mr. Jason B. Rush, Senior Vice President, Chief Risk Officer and Director of Operations, First United Corporation, c/o First United Bank & Trust, P.O. Box 9, Oakland, MD 21550-0009. Copies are also available on the Corporation's website at www.mybank4.com in the "My Community" tab under "Investors – Corporate Governance".

All other information required by this item is incorporated herein by reference to the following sections of the Corporation's definitive Proxy Statement for the 2015 Annual Meeting of Shareholders to be filed with the SEC pursuant to Regulation 14A:

- Election of Directors (Proposal 1);
- Continuing Directors;
- Qualifications of Director Nominees and Current Directors;
- Executive Officers;
- Section 16(a) Beneficial Ownership and Reporting Compliance; and
- Corporate Governance Matters (under Audit Committee).

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item is incorporated herein by reference to the sections of the Corporation's definitive Proxy Statement for the 2015 Annual Meeting of Shareholders to be filed with the SEC pursuant to Regulation 14A entitled "Director Compensation" and "Remuneration of Executive Officers".

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

At the 2007 Annual Meeting of Shareholders, the Corporation's shareholders approved the First United Corporation Omnibus Equity Compensation Plan (the "Omnibus Plan"), which authorizes the grant of stock options, stock appreciation rights, stock awards, stock units, performance units, dividend equivalents, and other stock-based awards. The following table contains information about the Omnibus Plan as of December 31, 2014:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants, and rights (a)	Weighted-average exercise price of outstanding options, warrants, and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)	
Equity compensation plans approved by security holders	0	N/A	100,806	(1)
Equity compensation plans not approved by security holders	0	N/A	N/A	
Total	0	N/A	100,806	

Note:

(1) In addition to stock options and stock appreciation rights, the Omnibus Plan permits the grant of stock awards, stock units, performance units, dividend equivalents, and other stock-based awards. Subject to the anti-dilution provisions of the Omnibus Plan, the maximum number of shares for which awards may be granted to any one participant in any calendar year is 20,000, without regard to whether an award is paid in cash or shares.

All other information required by this item is incorporated herein by reference to the section of the Corporation's definitive Proxy Statement for the 2015 Annual Meeting of Shareholders to be filed with the SEC pursuant to Regulation 14A entitled "Beneficial Ownership of Common Stock by Principal Shareholders and Management".

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item is incorporated herein by reference to the following sections of the Corporation's definitive Proxy Statement for the 2015 Annual Meeting of Shareholders to be filed with the SEC pursuant to Regulation 14A entitled "Certain Relationships and Related Transactions" and "Corporate Governance Matters" (under "Director Independence").

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item is incorporated herein by reference to the section of the Corporation's definitive Proxy Statement for the 2015 Annual Meeting of Shareholders to be filed with the SEC pursuant to Regulation 14A entitled "Audit Fees and Services".

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(1), (2) and (c) Financial Statements.

Report of Independent Registered Public Accounting Firm

Consolidated Statement of Financial Condition as of December 31, 2014 and 2013

Consolidated Statement of Income for the years ended December 31, 2014 and 2013

Consolidated Statement of Comprehensive Income for the years ended December 31, 2014 and 2013

Consolidated Statement of Changes in Shareholders' Equity for the years ended December 31, 2014 and 2013

Consolidated Statement of Cash Flows for the years ended December 31, 2014 and 2013

Notes to Consolidated Financial Statements for the years ended December 31, 2014 and 2013

(a)(3) and (b) Exhibits.

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

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FIRST UNITED CORPORATION

Dated: March 9, 2015 By: /s/ William B. Grant

William B. Grant,
Esq., CFP
Chairman of the
Board and Chief
Executive Officer
(Principal Executive
Officer)

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Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated.

/s/ William B. Grant
William B. Grant – Director and Chief Executive Officer,
(Principal Executive Officer)
March 9, 2015

/s/ John F. Barr
John F. Barr - Director
March 9, 2015

/s/ Brian R. Boal
Brian R. Boal - Director
March 9, 2015

/s/ M. Kathryn Burkey
M. Kathryn Burkey - Director
March 9, 2015

/s/ Robert W. Kurtz
Robert W. Kurtz – Director
March 9, 2015

/s/ John W. McCullough
John W. McCullough – Director
March 9, 2015

/s/ Elaine L. McDonald
Elaine L. McDonald - Director
March 9, 2015

/s/ Donald E. Moran
Donald E. Moran – Director
March 9, 2015

/s/ Carissa L. Rodeheaver
Carissa L. Rodeheaver – Director, President
and Chief Financial Officer
(Principal Accounting Officer)
March 9, 2015

/s/ Gary R. Ruddell
Gary R. Ruddell - Director
March 9, 2015

/s/ I. Robert Rudy
I. Robert Rudy - Director
March 9, 2015

/s/ Marissa A. Shockley
Marissa A. Shockley - Director
March 9, 2015

/s/ Richard G. Stanton
Richard G. Stanton – Director
March 9, 2015

/s/ Robert G. Stuck
Robert G. Stuck - Director
March 9, 2015

/s/ H. Andrew Walls III
Andrew Walls III – Director
March 9, 2015

EXHIBIT INDEX

Exhibit	Description
3.1(i)	Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to First United Corporation's Quarterly Report on Form 10-Q for the period ended June 30, 1998)
3.2(i)	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2(i) to First United Corporation's Annual Report on Form 10-K for the year ended December 31, 2007)
3.2(ii)	First Amendment to Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2(ii) to First United Corporation's Annual Report on Form 10-K for the year ended December 31, 2007)
3.2(iii)	Second Amendment to Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to First United Corporation's Current Report on Form 8-K filed on February 9, 2009)
4.1	Letter Agreement, including the related Securities Purchase Agreement – Standard Terms, dated January 30, 2009 by and between First United Corporation and the U.S. Department of Treasury (incorporated by reference to Exhibit 10.1 to First United Corporation's Form 8-K filed on February 2, 2009)
4.2	Certificate of Notice, including the Certificate of Designations incorporated therein, relating to the Fixed Rate Cumulative Perpetual Preferred Stock, Series A (incorporated by reference Exhibit 4.1 to First United Corporation's Form 8-K filed on February 2, 2009)
4.3	Sample Stock Certificate for Series A Preferred Stock for the Series A Preferred Stock (incorporated by reference Exhibit 4.3 to First United Corporation's Form 8-K filed on February 2, 2009)
4.4	Common Stock Purchase Warrant dated January 30, 2009 issued to the U.S. Department of Treasury (incorporated by reference to Exhibit 4.2 to First United Corporation's Form 8-K filed on February 2, 2009)
4.5	Amended and Restated Declaration of Trust, dated as of December 30, 2009 (incorporated by reference to Exhibit 4.1 to First United Corporation's Current Report on Form 8-K filed on December 30, 2009)
4.6	Indenture, dated as of December 30, 2009 (incorporated by reference to Exhibit 4.2 to First United Corporation's Current Report on Form 8-K filed on December 30, 2009)
4.7	Preferred Securities Guarantee Agreement, dated as of December 30, 2009 (incorporated by reference to Exhibit 4.3 to First United Corporation's Current Report on Form 8-K filed on December 30, 2009)
4.8	Form of Preferred Security Certificate of First United Statutory Trust III (included as Exhibit C to Exhibit 4.5)
4.9	Form of Common Security Certificate of First United Statutory Trust III (included as Exhibit B to Exhibit 4.5)
4.10	Form of Junior Subordinated Debenture of First United Corporation (included as Exhibit A to Exhibit 4.6)

10.1	First United Bank & Trust Amended and Restated Supplemental Executive Retirement Plan (“SERP”) (incorporated by reference to Exhibit 10.4 to First United Corporation’s Current Report on Form 8-K filed on February 21, 2007)
10.2	Second Amended and Restated Participation Agreement, dated as of August 12, 2011, under the SERP between First United Bank & Trust and William B. Grant (incorporated by reference to Exhibit 10.1 to the Corporation’s Quarterly Report on Form 10-Q for the period ended September 30, 2011)
10.3	Form of Second Amended and Restated Participation Agreement, dated as of August 12, 2011, under the SERP between First United Bank & Trust and executive officers other than William B. Grant (incorporated by reference to Exhibit 10.2 to First United Corporation’s Quarterly Report on Form 10-Q for the period ended September 30, 2011)
10.4	Form of Endorsement Split Dollar Agreement between the Bank and each of William B. Grant, Robert W. Kurtz, Jeannette R. Fitzwater, Phillip D. Frantz, Eugene D. Helbig, Jr., Steven M. Lantz, Robin M. Murray, Carissa L. Rodeheaver, and Frederick A. Thayer, IV (incorporated by reference to Exhibit 10.3 to First United Corporation’s Quarterly Report on Form 10-Q for the period ended September 30, 2003)
10.5	Amended and Restated First United Corporation Executive and Director Deferred Compensation Plan (incorporated by reference to Exhibit 10.1 to First United Corporation’s Current Report on Form 8-K filed on November 24, 2008)
10.6	Amended and Restated First United Corporation Change in Control Severance Plan (incorporated by reference to Exhibit 10.5 to First United Corporation’s Current Report on Form 8-K filed on June 23, 2008)

10.7	Change in Control Severance Plan Agreement, dated as of February 14, 2007, with William B. Grant (incorporated by reference to Exhibit 10.2 to First United Corporation's Current Report on Form 8-K filed on February 21, 2007)
10.8	First Amendment to Change in Control Severance Plan Agreement, dated as of December 28, 2012, with William B. Grant (incorporated by reference to Exhibit 10.8 to First United Corporation's Annual Report on Form 10-K for the year ended December 31, 2012)
10.9	Form of Change in Control Severance Plan Agreement, dated as of February 14, 2007, with executive officers other than William B. Grant (incorporated by reference to Exhibit 10.3 to First United Corporation's Current Report on Form 8-K filed on February 21, 2007)
10.10	Form of First Amendment to Change in Control Severance Plan Agreement, dated as of December 28, 2012, with executive officers other than William B. Grant (incorporated by reference to Exhibit 10.10 to First United Corporation's Annual Report on Form 10-K for the year ended December 31, 2012)
10.11	First United Corporation Omnibus Equity Compensation Plan (incorporated by reference to Appendix B to First United Corporation's 2007 definitive proxy statement filed on March 23, 2007)
10.12	First United Corporation Long-Term Incentive Plan (incorporated by reference to Exhibit 10.1 to First United Corporation's Current Report on Form 8-K filed on June 23, 2008)
10.13	Restricted Stock Agreement for William B. Grant (incorporated by reference to Exhibit 10.2 to First United Corporation's Current Report on Form 8-K filed on June 23, 2008)
10.14	Form of Restricted Stock Agreement for Executive Officers other than the Chief Executive Officer (incorporated by reference to Exhibit 10.3 to First United Corporation's Current Report on Form 8-K filed on June 23, 2008)
10.15	First United Corporation Executive Pay for Performance Plan (incorporated by reference to Exhibit 10.4 to First United Corporation's Current Report on Form 8-K filed on June 23, 2008)
21	Subsidiaries of First United Corporation (incorporated by reference to the identification of subsidiaries contained in Item 1 of Part I of this Annual Report on Form 10-K under the heading "General")
23.1	Consent of Baker Tilly Virchow Krause, LLP, Independent Registered Public Accounting Firm (filed herewith)
31.1	Certifications of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act (filed herewith)
31.2	Certifications of Principal Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act (filed herewith)
32.1	Certifications pursuant to Section 906 of the Sarbanes-Oxley Act (furnished herewith)
99.1	Certifications of Principal Executive Officer pursuant to 31 C.F.R. § 30.15 (filed herewith)

99.2 Certifications of Principal Accounting Officer pursuant to 31 C.F.R. § 30.15 (filed herewith)

101.INS XBRL Instance Document (filed herewith)

101.SCH XBRL Taxonomy Extension Schema (filed herewith)

101.CAL XBRL Taxonomy Extension Calculation Linkbase (filed herewith)

101.DEF XBRL Taxonomy Extension Definition Linkbase (filed herewith)

101.LAB XBRL Taxonomy Extension Label Linkbase (filed herewith)

101.PRE XBRL Taxonomy Extension Presentation Linkbase (filed herewith)

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