

Edgar Filing: TRI COUNTY FINANCIAL CORP /MD/ - Form SC 13G/A

TRI COUNTY FINANCIAL CORP /MD/
Form SC 13G/A
February 14, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G/A
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 7) (1)

TRI-COUNTY FINANCIAL CORPORATION

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

89546L 10 7

(CUSIP Number)

DECEMBER 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(1) The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

Page 1 of 7 pages

CUSIP NO. 89546L 10 7

13G

PAGE 2 OF 7 PAGES

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1 NAMES OF REPORTING PERSONS:
COMMUNITY BANK OF TRI-COUNTY EMPLOYEE STOCK OWNERSHIP PLAN TRUST

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
52-2054674

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
STATE OF MARYLAND

| | | | |
|---|---|--------------------------|--------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER | 6,541 |
| | 6 | SHARED VOTING POWER | 48,654 |
| | 7 | SOLE DISPOSITIVE POWER | 6,541 |
| | 8 | SHARED DISPOSITIVE POWER | 48,654 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
55,195

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
7.2%

12 TYPE OF REPORTING PERSON *
EP

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 89546L 10 7

13G

PAGE 3 OF 7 PAGES

1 NAMES OF REPORTING PERSONS:
LOUIS P. JENKINS, JR.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

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(a) []

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES OF AMERICA

| | | | |
|-----------------------------|---|--------------------------|-------|
| NUMBER OF SHARES | 5 | SOLE VOTING POWER | 500 |
| BENEFICIALLY OWNED BY | 6 | SHARED VOTING POWER | 6,541 |
| EACH | 7 | SOLE DISPOSITIVE POWER | 500 |
| REPORTING PERSON WITH | 8 | SHARED DISPOSITIVE POWER | 6,541 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,041

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.9%

12 TYPE OF REPORTING PERSON *
IN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 89546L 10 7

13G

PAGE 4 OF 7 PAGES

1 NAMES OF REPORTING PERSONS:
HERBERT N. REDMOND, JR.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

(a) []

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES OF AMERICA

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| | | | |
|--|--|--------------------------|-------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER | 540 |
| | 6 | SHARED VOTING POWER | 6,541 |
| | 7 | SOLE DISPOSITIVE POWER | 540 |
| | 8 | SHARED DISPOSITIVE POWER | 6,541 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,081 | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [] | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.9% | | |
| 12 | TYPE OF REPORTING PERSON * IN | | |

* SEE INSTRUCTIONS BEFORE FILLING OUT!

PAGE 5 OF 7 PAGES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

ITEM 1(a) NAME OF ISSUER.
Tri-County Financial Corporation

ITEM 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES.
3035 Leonardtown Rd.
Waldorf, Maryland 20601

ITEM 2(a) NAME OF PERSON(S) FILING.
Community Bank of Tri-County Employee Stock Ownership Plan Trust ("ESOP"),
and the following individuals who serve as its trustees: Louis P. Jenkins, Jr.
and Herbert N. Redmond, Jr.

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE.
Same as Item 1(b).

ITEM 2(C) CITIZENSHIP.
See Row 4 of the second part of the cover page provided for each reporting
person.

ITEM 2(d) TITLE OF CLASS OF SECURITIES.
Common Stock, par value \$.01 per share.

ITEM 2(e) CUSIP NUMBER.
See the upper left corner of the second part of the cover page provided for
each reporting person.

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b) OR

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(c), CHECK WHETHER THE PERSON FILING IS A:

- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

Items (a), (b), (c), (d), (e), (g), (h), (i), and (j) are not applicable. This Schedule 13G is being filed on behalf of the ESOP identified in Item 2(a), filing under the Item 3(f) classification, and by each trustee of the trust established pursuant to the ESOP, filing pursuant to Rule 13d-1(c) and applicable SEC no-action letters.

PAGE 6 OF 7 PAGES

ITEM 4. OWNERSHIP.

- (a) AMOUNT BENEFICIALLY OWNED: See Row 9 of the second part of the cover

page provided for each reporting person.
- (b) PERCENT OF CLASS: See Row 11 of the second part of the cover page

provided for each reporting person.
- (c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS: See Rows 5, 6, 7, and 8

of the second part of the cover page provided for each reporting person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

The ESOP Committee has the power to determine whether dividends on allocated shares that are paid to the ESOP trust are distributed to participants or are used to repay the ESOP loan.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATIONS.

By signing below, each signatory in the capacity of an ESOP trustee certifies that, to the best of his knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

By signing below, each signatory in his individual capacity certifies that,

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to the best of his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

PAGE 7 OF 7 PAGES

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

COMMUNITY BANK OF TRI-COUNTY
EMPLOYEE STOCK OWNERSHIP PLAN TRUST

By Its Trustees:

/s/ Louis P. Jenkins, Jr. February 14, 2003

Louis P. Jenkins, Jr., as Trustee Date

/s/ Herbert N. Redmond, Jr. February 14, 2003

Herbert N. Redmond, Jr., as Trustee Date

/s/ Louis P. Jenkins, Jr. February 14, 2003

Louis P. Jenkins, Jr., as an Individual Stockholder Date

/s/ Herbert N. Redmond, Jr. February 14, 2003

Herbert N. Redmond, Jr., as an Individual Stockholder Date

ily:Times New Roman, Times, serif;font-size:10pt;margin:0pt;text-align:center;">QUARTER ENDED September 30, 2017

Index

PART I - FINANCIAL INFORMATION

ITEM 1. Financial Statements (unaudited)

Consolidated Financial Statements Page 3

Notes to Consolidated Financial Statements Page 8

| | |
|---|---------|
| ITEM 2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u> | Page 46 |
| ITEM 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u> | Page 65 |
| ITEM 4. <u>Controls and Procedures</u> | Page 65 |
| PART II - <u>OTHER INFORMATION</u> | Page 66 |
| ITEM 1. <u>Legal Proceedings</u> | Page 66 |
| ITEM 1A. <u>Risk Factors</u> | Page 66 |
| ITEM 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u> | Page 66 |
| ITEM 3. <u>Defaults Upon Senior Securities</u> | Page 66 |
| ITEM 4. <u>Mine Safety Disclosures</u> | Page 66 |
| ITEM 5. <u>Other Information</u> | Page 66 |
| ITEM 6. <u>Exhibits</u> | Page 67 |

Table of Contents**PART I. FINANCIAL INFORMATION****ITEM 1. Financial Statements****BRYN MAWR BANK CORPORATION AND SUBSIDIARIES****Consolidated Balance Sheets - Unaudited**

| | (unaudited) | |
|---|-----------------------------------|----------------------------------|
| | September 30, 2017 | December 31, 2016 |
| <i>(dollars in thousands)</i> | | |
| Assets | | |
| Cash and due from banks | \$8,682 | \$16,559 |
| Interest bearing deposits with banks | 36,870 | 34,206 |
| Cash and cash equivalents | 45,552 | 50,765 |
| Investment securities available for sale, at fair value (amortized cost of \$472,158 and \$568,890 as of September 30, 2017 and December 31, 2016 respectively) | 471,721 | 566,996 |
| Investment securities held to maturity, at amortized cost (fair value of \$6,218 and \$2,818 as of September 30, 2017 and December 31, 2016, respectively) | 6,255 | 2,879 |
| Investment securities, trading | 4,423 | 3,888 |
| Loans held for sale | 6,327 | 9,621 |
| Portfolio loans and leases, originated | 2,433,054 | 2,240,987 |
| Portfolio loans and leases, acquired | 244,291 | 294,438 |
| Total portfolio loans and leases | 2,677,345 | 2,535,425 |
| Less: Allowance for originated loan and lease losses | (16,957) | (17,458) |
| Less: Allowance for acquired loan and lease losses | (47) | (28) |
| Total allowance for loans and lease losses | (17,004) | (17,486) |
| Net portfolio loans and leases | 2,660,341 | 2,517,939 |
| Premises and equipment, net | 44,544 | 41,778 |
| Accrued interest receivable | 9,287 | 8,533 |
| Mortgage servicing rights | 5,732 | 5,582 |
| Bank owned life insurance | 39,881 | 39,279 |
| Federal Home Loan Bank stock | 16,248 | 17,305 |
| Goodwill | 107,127 | 104,765 |
| Intangible assets | 21,407 | 20,405 |
| Other investments | 8,941 | 8,627 |
| Other assets | 29,035 | 23,168 |
| Total assets | \$3,476,821 | \$3,421,530 |
| Liabilities | | |
| Deposits: | | |
| Non-interest-bearing | \$760,614 | \$736,180 |
| Interest-bearing | 1,923,567 | 1,843,495 |
| Total deposits | 2,684,181 | 2,579,675 |

| | | |
|---|-------------|-------------|
| Short-term borrowings | 180,874 | 204,151 |
| Long-term FHLB advances | 134,651 | 189,742 |
| Subordinated notes | 29,573 | 29,532 |
| Accrued interest payable | 2,267 | 2,734 |
| Other liabilities | 43,383 | 34,569 |
| Total liabilities | 3,074,929 | 3,040,403 |
| Shareholders' equity | | |
| Common stock, par value \$1; authorized 100,000,000 shares; issued 21,247,795 and 21,110,968 shares as of September 30, 2017 and December 31, 2016, respectively, and outstanding of 17,050,151 and 16,939,715 as of September 30, 2017 and December 31, 2016, respectively | 21,248 | 21,111 |
| Paid-in capital in excess of par value | 235,412 | 232,806 |
| Less: Common stock in treasury at cost - 4,197,644 and 4,171,253 shares as of September 30, 2017 and December 31, 2016, respectively | (68,134) | (66,950) |
| Accumulated other comprehensive loss, net of tax | (1,400) | (2,409) |
| Retained earnings | 214,766 | 196,569 |
| Total shareholders' equity | 401,892 | 381,127 |
| Total liabilities and shareholders' equity | \$3,476,821 | \$3,421,530 |

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

Table of Contents**BRYN MAWR BANK CORPORATION AND SUBSIDIARIES****Consolidated Statements of Income - Unaudited**

| | Three Months Ended September 30, 2017 | | Nine Months Ended September 30, 2017 | |
|--|--|-------------|---|-------------|
| | 2016 | 2016 | 2016 | 2016 |
| <i>(dollars in thousands, except per share data)</i> | | | | |
| Interest income: | | | | |
| Interest and fees on loans and leases | \$30,892 | \$27,931 | \$88,517 | \$82,306 |
| Interest on cash and cash equivalents | 36 | 27 | 137 | 115 |
| Interest on investment securities: | | | | |
| Taxable | 2,177 | 1,373 | 5,706 | 4,108 |
| Non-taxable | 91 | 125 | 302 | 379 |
| Dividends | 2 | 58 | 99 | 161 |
| Total interest income | 33,198 | 29,514 | 94,761 | 87,069 |
| Interest expense: | | | | |
| Interest on deposits | 2,198 | 1,575 | 6,009 | 4,053 |
| Interest on short-term borrowings | 547 | | | |