



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

January 14, 2011

Mr. Michael L. Middleton  
Chief Executive Officer  
Tri-County Financial Corporation  
3035 Leonardtown Road  
Waldorf, Maryland 20601

**Re: Tri-County Financial Corporation**  
**Form 10-K for the Fiscal Year Ended December 31, 2009**  
**Filed March 10, 2010**  
**File No. 000-18279**

Dear Mr. Middleton:

We have completed our review of your filings and do not have any further comments at this time.

Sincerely,

Christian Windsor  
Senior Attorney