

COPY RECEIVED STATISTICS  
MAR 31 2014

FR Y-6  
OMB Number 7100-0297  
Approval expires December 31, 2015  
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Board of Governors of the Federal Reserve System



# FRB RICHMOND

## Annual Report of Holding Companies—FR Y-6

### Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, Kenneth L. Ensor  
Name of the Holding Company Director and Official  
Senior Vice President  
Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Kenneth L. Ensor  
Signature of Holding Company Director and Official  
3/28/14  
Date of Signature

For holding companies not registered with the SEC—  
Indicate status of Annual Report to Shareholders:  
 is included with the FR Y-6 report  
 will be sent under separate cover  
 is not prepared

For Federal Reserve Bank Use Only  
RSSD ID 3917024  
C.I. \_\_\_\_\_

Date of Report (top-tier holding company's fiscal year-end):  
**December 31, 2013**  
Month / Day / Year

Reporter's Name, Street, and Mailing Address  
Hopkins Bancorp, Inc.  
Legal Title of Holding Company  
134 S. Eaton Street  
(Mailing Address of the Holding Company) Street / P.O. Box  
Baltimore MD 21224  
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:  
Kenneth L. Ensor Senior Vice President  
Name Title  
410-675-2828  
Area Code / Phone Number / Extension  
410-675-1561  
Area Code / FAX Number  
kensor@hopkinsfsb.com  
E-mail Address

Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?  
 Yes Please identify the report items to which this request applies:  
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.  
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."  
 No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

## For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

**CANASI C, LLC**  
Legal Title of Subsidiary Holding Company

**134 S. Eaton Street**  
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

**Baltimore**                      **MD**                      **21224**  
City                                      State                                      Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City                                      State                                      Zip Code

Physical location (if different from mailing address)

**CANASI N, LLC**  
Legal Title of Subsidiary Holding Company

**134 S. Eaton Street**  
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

**Baltimore**                      **MD**  
City                                      State                                      Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City                                      State                                      Zip Code

Physical location (if different from mailing address)

**CANASI S, LLC**  
Legal Title of Subsidiary Holding Company

**134 S. Eaton Street**  
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

**Baltimore**                      **MD**                      **21224**  
City                                      State                                      Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City                                      State                                      Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City                                      State                                      Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City                                      State                                      Zip Code

Physical location (if different from mailing address)

**Hopkins Bancorp, Inc.  
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Item 2A  
Organization Chart  
12/31/2013**

Tier 1	Tier 2	Tier 3	Tier 3
<b>CANASI C, LLC</b>		<b>HPI, LLC</b>	<b>Hopkins Financial Corporation</b>
Baltimore, MD 21208		Baltimore, MD 21208	Baltimore, Maryland
Incorporated in Maryland		Incorporated in Maryland	Incorporated in Maryland
20% ownership of HBI			
		<b>Hopkins Federal Savings Bank</b>	<b>Hopkins Properties, Inc.</b>
		Baltimore, Maryland	Baltimore, Maryland
		Incorporated in Maryland	Incorporated in Maryland
<b>CANASI N, LLC</b>	<b>Hopkins Bancorp, Inc.</b>		
Baltimore, MD 21208	Baltimore, Maryland		
Incorporated in Maryland	Incorporated in Maryland		
20% ownership of HBI	100 % ownership of: Hopkins Federal Savings Bank HPI, LLC	100 % ownership of: Hopkins Financial Corporation Hopkins Properties, Inc. Encore Mortgage, Inc	<b>Encore Mortgage, Inc</b>
		51% ownership of: iReverse Home Loans, LLC	Baltimore, Maryland
			Incorporated in Maryland
<b>CANASI S, LLC</b>	1.5385% ownership of: Homeland Capital Partners, LLP		<b>iReverse Home Loans, LLC</b>
Baltimore, MD 21208			51% Hopkins Federal Savings Bank 49% Kenneth J. Klawans
Incorporated in Maryland	4.200913% ownership of: CIC Investor Holdings, LLC		Carlsbad, California
17% ownership of HBI			Incorporated in Maryland

**Hopkins Bancorp, Inc.**

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**Item 2A**

**Organization Chart**

**12/31/2012**

**Tier 1**

**Tier 2**

**CANASI C, LLC**

1726 Reisterstown Rd., Suite 212  
Baltimore, MD 21208

Incorporated in Maryland

20% ownership of HBI

**CANASI N, LLC**

1726 Reisterstown Rd., Suite 212  
Baltimore, MD 21208

Incorporated in Maryland

20% ownership of HBI

**Hopkins Bancorp, Inc.**

134 S. Eaton Street  
Baltimore, Maryland

Incorporated in Maryland

**CANASI S, LLC**

1726 Reisterstown Rd., Suite 212  
Baltimore, MD 21208

Incorporated in Maryland

17% ownership of HBI

Hopkins Bancorp, Inc  
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Item 2b  
12/31/2012

Branch Locations

Main Office - Highlandtown  
134 S. Eaton Street  
Baltimore, Maryland 21224  
USA  
Full service

Branch - Pikesville  
1726 Reisterstown Road, Suite 100  
Baltimore, Maryland 21208  
USA  
Full service

Hopkins Bancorp, Inc  
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Item 3  
Securities Owner  
Year End 12/31/2013

**CANASI C, LLC**

Baltimore, Maryland  
Single Member LLC  
Member is a citizen of USA  
48,214 shares  
19.96%

**CANASI N, LLC**

Baltimore, Maryland  
Single Member LLC  
Member is a citizen of USA  
48,213 shares  
19.96%

**CANASI S, LLC**

Baltimore, Maryland  
Single Member LLC  
Member is a citizen of USA  
40,967 shares  
16.96%

**Alvin & Lois Lapidus**

Baltimore, Maryland  
Both are a citizen of USA  
84,173 shares  
34.85%

**Simone Cohen**

Baltimore, Maryland  
Citizen of USA  
6066.5  
2.51%

The single members of each CANASI entity are daughters of Alvin and Lois Lapidus

Hopkins Bancorp, Inc  
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Item 3  
Securities Owner  
During the Year 2013

**CANASI C, LLC**

Baltimore, Maryland  
Single Member LLC  
Member is a citizen of USA  
48,214 shares  
19.96%

**CANASI N, LLC**

Baltimore, Maryland  
Single Member LLC  
Member is a citizen of USA  
48,213 shares  
19.96%

**CANASI S, LLC**

Baltimore, Maryland  
Single Member LLC  
Member is a citizen of USA  
40,967 shares  
16.96%

**Alvin & Lois Lapidus**

Baltimore, Maryland  
Both are a citizen of USA  
84,173 shares  
34.85%

**Simone Cohen**

Baltimore, Maryland  
Citizen of USA  
12,133 shares  
2.51%

On 2/15/13 Steven Cohen divested half of his shares.  
After 2/15/13 he owned 2.51%

Hopkins Bancorp, Inc

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Item 4

Insiders

12/31/2013

**CANASI N, LLC**

Nancy Oring

Member

Owns 100% of this entity

Director of Hopkins Bancorp, Inc.

Holds no title in Hopkins Bancorp, Inc.

Hopkins Bancorp, Inc

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Insiders

12/31/2013

**CANASI S, LLC**

Simone Cohen

Member

Owns 100% of this entity

Director of Hopkins Bancorp, Inc.

Holds no title in Hopkins Bancorp, Inc.

Hopkins Bancorp, Inc  
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Item 4  
Insiders  
12/31/2013

**Hopkins Bancorp, Inc.**

Name, City, State, Country	Occupation, if other than with Holding Company	Title & Position with Holding Company	Title & Position with Subs	Title & Position with other businesses	Percentage of Voting Shares in Holding Company	List of names of Other Companies
Alvin Lapidus Sunny Isles, FL, USA	N/A	Chairman	Chairman	Owner, partner	34.85%	See attached list
Caryn Corenblum Birmingham, AL, USA	Professional Certified Coach	Director	None	None	19.96%	None
Nancy Oring Baltimore, MD, USA	Vice President	Director	None	None	19.96%	None
Simone Cohen Baltimore, MD, USA	Psychiatrist	Director	None	None	16.96%	None
W Benton Knight York PA, USA	N/A	N/A	CEO	None	None	None
Richard Azreal Lutherville, MD, USA	Builder	Director	Director	Owner, partner	None	See attached list
Basil Taibel Dania Beach, FL, USA	Retired	Director	Director	Owner, partner	None	See attached list
Michael Shomper Great Falls, VA, USA	N/A	N/A	President	None	None	None
Richard Alter Columbia, MD, USA	Builder	Director	Director	Owner, partner	None	See attached list
Catherine Dilley Baltimore, MD, USA	N/A	Senior Vice President	Senior Vice President	N/A	None	None
Kenneth Ensor Forest Hill, MD, USA	N/A	Senior Vice President	Senior Vice President	N/A	None	None
Melissa Strohman Baltimore, MD, USA	N/A	Senior Vice President	Senior Vice President	N/A	None	None

Hopkins Federal Savings Bank  
Management & Board Supervision  
34 Affiliate Relationships

**Alvin Lapidus**

Atlantic Bonding Company  
Hilton Title Company  
CGL ,LLC  
Alvin Lapidus, PA  
Fred Blico, LLC  
VEI Carney, LLC  
Tred Avon, LLC

**Richard Alter**

Bulle Rock  
Chillum  
HSC Development  
Manekin Columbia  
Manekin Corp  
Mattawoman Lot 5  
MIA2  
MIA3  
MIA5  
MIA6  
MIA7  
MRU2  
RA&RM  
RA&DM  
RA&FM  
Snowden Square  
Snowden Square 2  
Subtrades  
Manekin LLC

**Basil Taibel**

Peak Financial Services, LLC

## Richard Azrael Entities

Ridgebrook One, LLC	40%
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## Richard Azrael Family Investments, LLC

AAK, LLC	25%
AAK II, LLC	25%
AAK III, LLC	25%
Crestpointe III, LLC	25%
AAK Snowden, LLC	25%
AAK Dobbin, LLC	25%
AAK Einstein, LLC	25%
AAK Lee Deforest, LLC	25%
AAK Frederick, LLC	25%
AAK Eastridge, LLC	25%

## Miriam Azrael Family Trust

AAK Frederick II, LLC	25%
AAK Frederick III, LLC	25%
AAK Westview South I, LLC	25%
AAK Westview South II, LLC	25%

## Chateau Builders Entities

A & A Builders, Inc.	50%
ABA Development, LLC	12.5%
ABA Properties, LLC	12.5%
Azrael Glasser, Inc.	50%
Chateau Builders of Maryland, Inc.	100%
Stonegate Utilities, LLC	50%