

Board of Governors of the Federal Reserve System



COPY **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.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

I, Alan J. Hyatt

Reporter's Name, Street, and Mailing Address

Severn Bancorp, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chairman, President and Chief Executive Officer

200 Westgate Circle Suite 200

Title of the Holding Company Director and Official

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

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.

Annapolis

MD

21401

City

State

Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Thomas G. Bevivino

C.O.O/C.F.O

Name

Title

410-260-2025

Area Code / Phone Number / Extension

410-260-2059

Area Code / FAX Number

tbevivino@severnbank.com

E-mail Address

Signature of Holding Company Director and Official

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

Date of Signature

3/24/14

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 3831465
C.I. _____

Does the reporter request confidential treatment for any portion of this submission?

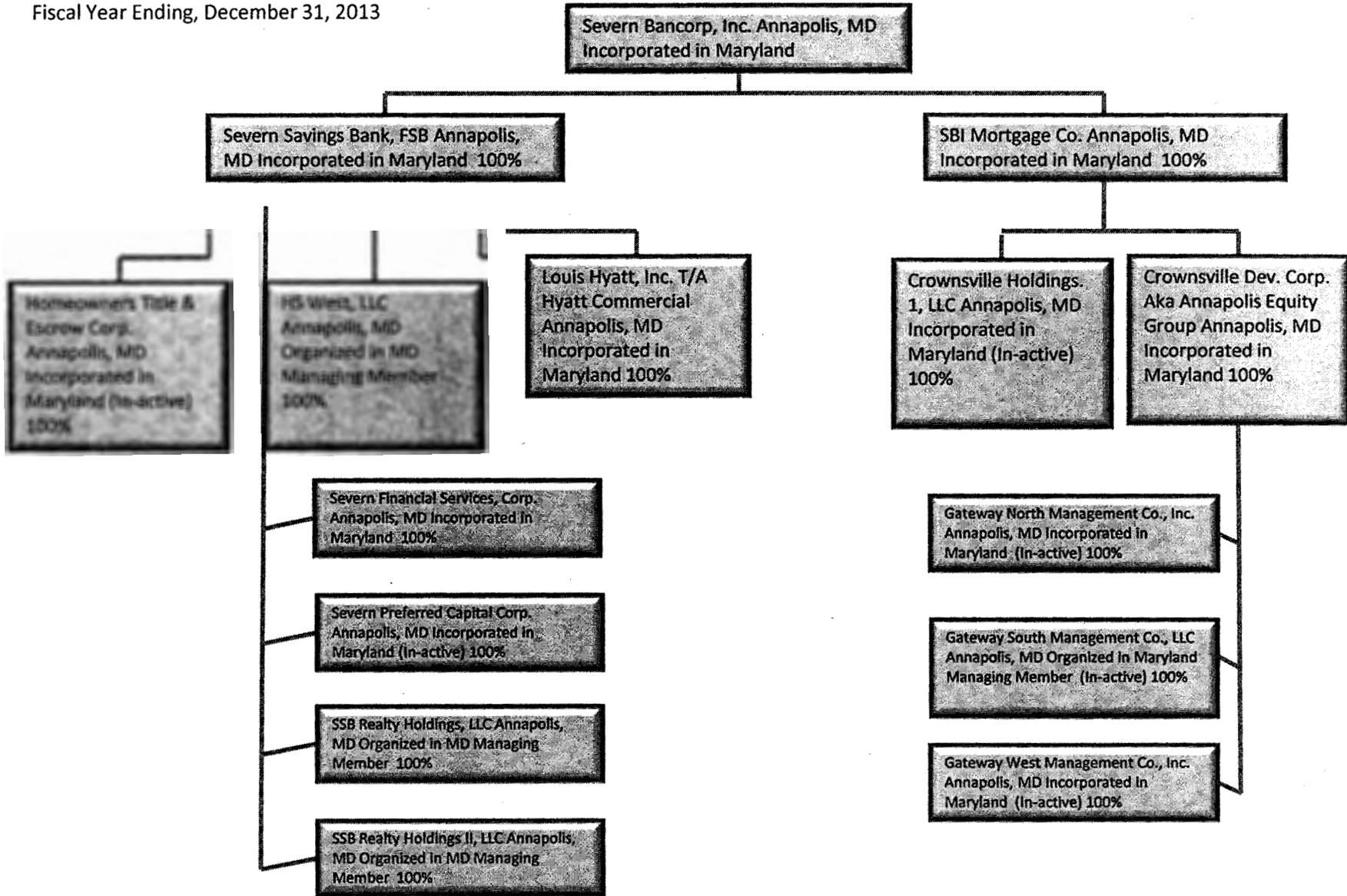
Yes Please identify the report items to which this request applies:

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

Form FR Y-6
 Report Item 2A: Organizational Chart
 Severn Bancorp, Inc.
 Annapolis, Maryland
 Fiscal Year Ending, December 31, 2013



Results: A list of branches for your holding company: SEVERN BANCORP, INC. (3831465) of ANNAPOLIS, MD.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Actions

OK: If the branch information is correct, enter 'OK' in the Data Action column.
 Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.
 Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.
 Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
 Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	411473	SEVERN SAVINGS BANK, FSB	200 WESTGATE CIRCLE	ANNAPOLIS	MD	21401	ANNE ARUNDEL	UNITED STATES	45201	0	SEVERN SAVINGS BANK, FSB	411473	
OK		Full Service	4155757	ANNAPOLIS BRANCH	1917 WEST ST	ANNAPOLIS	MD	21401	ANNE ARUNDEL	UNITED STATES	497270	104	SEVERN SAVINGS BANK, FSB	411473	
OK		Full Service	4488183	WESTGATE BRANCH	200 WESTGATE CIRCLE	ANNAPOLIS	MD	21401	ANNE ARUNDEL	UNITED STATES	Not Required	Not Required	SEVERN SAVINGS BANK, FSB	411473	
OK		Full Service	4155766	EDGEWATER BRANCH	3083 SOLOMONS ISLAND RD	EDGEWATER	MD	21037	ANNE ARUNDEL	UNITED STATES	461685	103	SEVERN SAVINGS BANK, FSB	411473	
OK		Full Service	4155739	GLEN BURNIE BRANCH	413 CRAIN HIGHWAY SOUTH	GLEN BURNIE	MD	21061	ANNE ARUNDEL	UNITED STATES	287866	102	SEVERN SAVINGS BANK, FSB	411473	



Form FR Y-C
 Legal Title of Holding Company
 Fiscal Year Ending December 31, 2013

Report Item 3: Securities holders
 (1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-13					Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-13		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities			(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
1. Alan J. Hyatt Sharon G. Hyatt Annapolis, MD,USA	USA	1,682,373	16.7%	Common Stock Beneficial Ownership	None		
2. Louis Hyatt Annapolis, MD,USA	USA	1,073,983	10.7%	Common Stock Beneficial Ownership			
3. Melvin E. Meekins, Jr. Annapolis, MD,USA	USA	564,334	5.6%	Common Stock Beneficial Ownership			
4.							
5.							
6.							
7.							
8.							
9.							
10.							



Form FR Y-C
 Legal Title of Holding Company
 Fiscal Year Ending December 31, 2013

Report Item 4: Securities holders
 (1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List Names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Raymond S. Crosby Annapolis, MD USA	Marketing	Director	Director (Severn Savings Bank)	President	N/A	None	Crosby Marketing Communications, Inc 46% RaRa LLC R.E. Partnership 50%
Louis Hyatt Annapolis, MD USA	Real Estate Broker	N/A	President (Louis Hyatt, Inc.)	N/A	10.7%	None	N/A
James H. Johnson, Jr. Annapolis, MD USA	Professor Emeritus	Director	Director (Severn Savings Bank)	N/A	N/A	None	N/A
Ronald P. Pennington Annapolis, MD USA	Professor Emeritus	Director	Director (Severn Savings Bank)	N/A	N/A	None	Hyatt & Pennington, LLC 50%
T. Theodore Schultz	Professor Emeritus	Director	Director (Severn Savings Bank)	N/A	N/A	None	Schultz & Company, Inc. 100%
Louis Dispaquale	Professor Emeritus	Director	Director (Severn Savings Bank)	N/A	N/A	None	N/A
Eric M. Keitz Annapolis, MD USA	Certified Public Accountant	Director	Director (Severn Savings Bank)	Owner	N/A	None	Eric M. Keitz, CPA 100% Sunrise Capital Equity Investments, Inc. 100%
Mary Kathleen Sulick Annapolis, MD USA	Certified Public Accountant	Director	Director (Severn Savings Bank)	Partner	N/A	None	N/A
Konrad Wayson West River, MD USA	General Contractor	Director	Director (Severn Savings Bank)	Partner	N/A	None	Hopkins and Wayson, Inc. 26%
John A. Lamon, III Annapolis, MD USA	Senior Accountant Executive	Director	Director (Severn Savings Bank)	Partner	N/A	None	N/A



Form FR Y-C
 Legal Title of Holding Company
 Fiscal Year Ending December 31, 2013

Report Item 4: Securities holders
 (1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List Names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Albert W. Shields Annapolis, MD USA	Consultant	Director	Director (Severn Savings Bank)	Partner	N/A	None	Shield Thrift Ventures, LLC 100% Summit Vista, LLC 100% Campus Drive, LLC 50% Deer Park Properties, LLC 50% HUB Capital Partners, LLC 50% Ultimate Home Services, LLC 33% Newgate Development Corp. 50%
Melvin Hyatt	Professor Emeritus	Director	Director (Severn Savings Bank)	N/A	N/A	None	N/A



Form FR Y-C
 Legal Title of Holding Company
 Fiscal Year Ending December 31, 2013

Report Item 4: Securities holders
 (1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List Names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
David S. Jones Annapolis, MD USA	Trustee	Director	Director (Severn Savings Bank)	Partner	N/A	None	Southern Drywall, Inc. 50%
				Partner			Baystar Precast Corp. 25%
				Partner			BEDD JV 25%
				Partner			Jag JV 50%
				Partner			Hudson Street, LLC 50%
				Partner			BCJJ, LLC 25%
				Partner			53 OSIR, LLC 25%
				Partner			Crownsville Road, LLC 50%
				Partner			Owensville Road, LLC 50%
				Partner			D & W Utilities, LLC 50%
				Partner			Generals Highway Properties, LLC 50%
				Partner			Idlewide, LLC 33.3%
				Partner			Shipleys Retreat - Section 4, LLC 33.3%
				Partner			JOA Chapel Grove LLC 33.3%
				Partner			111 Defense Highway LLC 50%
				Partner			JOA Ward Farms, LLC 33.3%