

Board of Governors of the Federal Reserve System

JUN 28 2013



Annual Report of Holding Companies **FBB RICHMOND 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, William J. Bocek, Jr.

Name of the Holding Company Director and Official

Director and 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.

William J. Bocek, Jr.
Signature of Holding Company Director and Official
6/26/13

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 3631960
C.I. _____

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

March 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Banks of the Chesapeake, MHC

Legal Title of Holding Company

2001 East Joppa Road

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

Baltimore MD 21234

City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Robert K. Bloodsworth, Jr. Treasurer

Name Title

410-665-7600 3040

Area Code / Phone Number / Extension

410-665-8538

Area Code / FAX Number

rob.bloodsworth@chesapeakebank.com

E-mail Address

N/A

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."

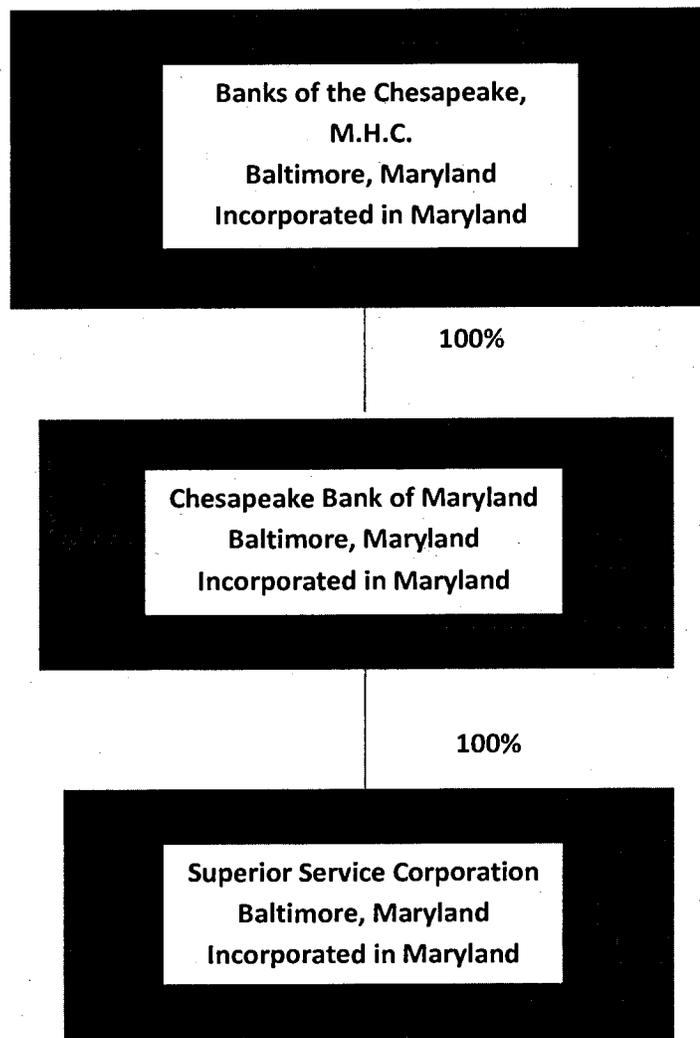
No

Form FR Y-6
Banks of the Chesapeake, M.H.C.
Baltimore, Maryland
Fiscal Year Ending March 31, 2013

Report Item:

1: The savings and loan holding company is a mutual holding company and, as such, does not prepare an annual report and is not registered with the SEC. A copy of the annual independent audit is enclosed.

2a: Organizational Chart



2b: The Domestic Branch Listing was submitted via email on June 25, 2013.

Results: A list of branches for your depository institution: CHESAPEAKE BANK OF MARYLAND (ID_RSSD: 204077).
 This depository institution is held by BANKS OF THE CHESAPEAKE, MHC (3831060) of PARKVILLE, MD.
 The data are as of 03/31/2013. Data reflects information that was received and processed through 04/10/2013.

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)	204077		CHESAPEAKE BANK OF MARYLAND	2001 EAST JOPPA ROAD	PARKVILLE	MD	21234	BALTIMORE	UNITED STATES	41518		0	CHESAPEAKE BANK OF MARYLAND		204077	
OK		Full Service	4154451		ARBUTUS BRANCH	5424 CARVILLE AVE	BALTIMORE	MD	21227	BALTIMORE	UNITED STATES	41058		100	CHESAPEAKE BANK OF MARYLAND		204077	
Close	01/30/2009	Full Service	4154424		CATONSVILLE BRANCH	609 FREDERICK RD	BALTIMORE	MD	21228	BALTIMORE	UNITED STATES	Not Required	Not Required		CHESAPEAKE BANK OF MARYLAND		204077	
OK		Full Service	4154433		PATTERSON PARK BRANCH	2240 EASTERN AVE	BALTIMORE	MD	21231	BALTIMORE CITY	UNITED STATES	270056		2	CHESAPEAKE BANK OF MARYLAND		204077	
OK		Full Service	4154442		BEL AIR BRANCH	1 BEL AIR SOUTH PARKWAY, #A	BEL AIR	MD	21015	HARFORD	UNITED STATES	441433		107	CHESAPEAKE BANK OF MARYLAND		204077	
OK		Full Service	4154460		PASADENA BRANCH	3820 MOUNTAIN ROAD	PASADENA	MD	21122	ANNE ARUNDEL	UNITED STATES	270058		102	CHESAPEAKE BANK OF MARYLAND		204077	

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Banks of the Chesapeake, M.H.C.
Fiscal Year Ending March 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 3/31/2013	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 3/31/2013
<p>(1)(a) Name, City, State, Country – N/A (Mutual Holding Company)</p> <p>(1)(b) Country or Citizenship of Incorporation – N/A (Mutual Holding Company)</p> <p>(1)(c) Number and Percentage of Each Class of Voting Securities – N/A (Mutual Holding Company)</p>	<p>(2)(a) Name, City, State, Country – N/A (Mutual Holding Company)</p> <p>(2)(b) Country or Citizenship of Incorporation – N/A (Mutual Holding Company)</p> <p>(2)(c) Number and Percentage of Each Class of Voting Securities – N/A (Mutual Holding Company)</p>

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Banks of the Chesapeake, M.H.C.
Fiscal Year Ending March 31, 2013

Report Item 4: Insiders

(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 and Position with Holding Company	(3)(b) Title and Position with Subsidiaries	(3)(c) Title and Position with Other Businesses	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(C) List Names of Other Companies if 25% or more of Voting Securities are Held
Robert K. Bloodsworth, Jr. Cockeysville, MD, USA	Senior Vice President (SVP) and Chief Financial Officer (CFO) - Chesapeake Bank of Maryland	Treasurer	SVP and CFO - Chesapeake Bank of Maryland. Treasurer - Superior Service Corp.	N/A	N/A - 0%	N/A - 0%	N/A
William J. Bocek, Jr. Forest Hill, MD, USA	President and Chief Executive Officer (CEO) - Chesapeake Bank of Maryland	Director	Chairman of the Board, Director, President, and CEO - Chesapeake Bank of Maryland. Chairman of the Board, Director, and President - Superior Service Corp.	N/A	N/A - 0%	N/A - 0%	N/A
Francis X. Bossle, Jr. Ellicott City, MD, USA	Retired -Former Executive Vice President - Northstar Mortgage, LLC	Chairman of the Board and Director	Director - Chesapeake Bank of Maryland. Director - Superior Service Corp.	N/A - Retired	N/A - 0%	N/A - 0%	N/A
William R. Minton Jarrettsville, MD, USA	Builder/Owner and President - Jarrettsville Builders	Director	Director - Chesapeake Bank of Maryland. Director - Superior Service Corp.	President - Jarrettsville Builders	N/A - 0%	N/A - 0%	N/A

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Banks of the Chesapeake, M.H.C.

Fiscal Year Ending March 31, 2013

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title and Position with Holding Company	(3)(b) Title and Position with Subsidiaries	(3)(c) Title and Position with Other Businesses	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List Names of Other Companies if 25% or more of Voting Securities are Held
James T. Nichols Kennedyville, MD, USA	Executive Vice President (EVP) and Chief Lending Officer (CLO) - Chesapeake Bank of Maryland	N/A	EVP and CLO - Chesapeake Bank of Maryland.	N/A	N/A - 0%	N/A - 0%	N/A
Gail E. Smith Hydes, MD, USA	Executive Vice President (EVP) and Chief Operating Officer (COO) - Chesapeake Bank of Maryland	Director & Secretary	Director, Secretary, EVP, COO - Chesapeake Bank of Maryland. Director and Secretary - Superior Service Corp.	N/A	N/A - 0%	N/A - 0%	N/A
Donald A. Thorson Oakland, MD, USA	Retired - Former Senior Vice President - Ryan Homes	Director	Director - Chesapeake Bank of Maryland. Director - Superior Service Corp.	N/A - Retired	N/A - 0%	N/A - 0%	N/A
Benny C. Walker Fallston, MD, USA	CPA - Partner - Weyrich Cronin & Sorra, Chartered	Director	Director - Chesapeake Bank of Maryland. Director - Superior Service Corp.	Partner - Weyrich, Cronin & Sorra, Chartered	N/A - 0%	N/A - 0%	N/A
William W. Whitty, Jr. Lutherville, MD, USA	Commercial Real Estate Broker - Principal and Senior Vice President - Mackenzie Commercial Real Estate	Director	Director - Chesapeake Bank of Maryland. Director - Superior Service Corp.	Principal and Senior Vice President - Mackenzie Commercial Real Estate	N/A - 0%	N/A - 0%	N/A