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FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
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JUL 1 2013

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.

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

March 31, 2013

Month / Day / Year

I, James F. Hershner

Reporter's Name, Street, and Mailing Address

Hamilton Bancorp., Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Executive Vice President

501 Fairmount Avenue, 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.

Towson

MD

21286

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:

Lawrence Jackson

Controller

Name

Title

410-823-4510 1148

Area Code / Phone Number / Extension

410-823-4519

Area Code / FAX Number

ljackson@hamilton-bank.com

E-mail Address

www.hamilton-bank.com

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

Signature of Holding Company Director and Official

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 4415424
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

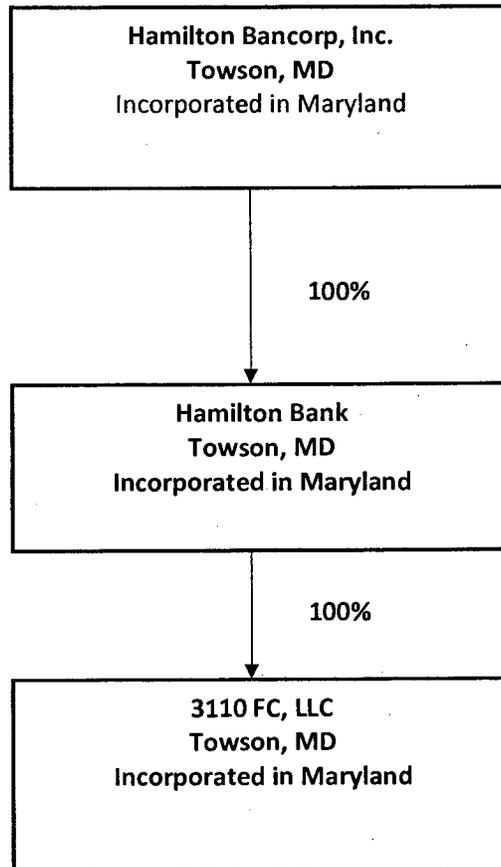
Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments 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.

Form FR Y-6
HAMILTON BANCORP, INC.
Towson, MD
Fiscal Year Ending March 31, 2013

Report Item

1: The Bank Holding Company prepares an annual report for its securities holders and is registered with the SEC (See SEC website for annual report filed with the Form 10-K).

2a. ORGANIZATION CHART



2b: Hamilton Bank is the Managing Partner for 3110 FC, LLC.

Results: A list of branches for your depository institution: HAMILTON BANK (ID_RSSD: 365576).
 This depository institution is held by HAMILTON BANCORP, INC. (4415424) of TOWSON, MD.
 The data are as of 03/31/2013. Data reflects information that was received and processed through 07/08/2013.

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)	365576	HAMILTON BANK	501 FAIRMOUNT AVENUE, SUITE 200	TOWSON	MD	21286	BALTIMORE	UNITED STATES	41423	0	HAMILTON BANK	365576	
OK	@	Full Service	4154956	BELMAR BRANCH	6301 BELAIR RD	BALTIMORE	MD	21206	BALTIMORE CITY	UNITED STATES	42652	3	HAMILTON BANK	365576	
OK		Full Service	4154974	COCKEYSVILLE BRANCH	9 CRANBROOK RD	COCKEYSVILLE	MD	21030	BALTIMORE	UNITED STATES	365111	4	HAMILTON BANK	365576	
OK		Full Service	2509943	PASADENA BRANCH	8108 JUMPERS HOLE ROAD	PASADENA	MD	21122	ANNE ARUNDEL	UNITED STATES	284006	5	HAMILTON BANK	365576	
OK		Full Service	4154947	TOWSON BRANCH	19 WEST PENNSYLVANIA AVE	TOWSON	MD	21204	BALTIMORE	UNITED STATES	43110	2	HAMILTON BANK	365576	

@ - This branch was closed, effective 8/2/2013

Form FR Y-6
 Hamilton Bancorp., Inc.
 Fiscal Year Ending March 31, 2013

Report Item 3: Securities Holders
 Section 1

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 3-31-2013

1a Name, City, State, Country	1b Country of Citizenship or Incorporation	1c Number & Percentage of Each Class of Voting Securities
1 Sandler O'Neill Asset Management, LLC Terry Maltese SOAM Holdings, LLC Malta Hedge Fund II, L.P. New York, New York, USA	USA	365,000 9.86% of Common Stock
2 Stilwell Value Partners II Stilwell Value Partners V Stilwell Value Partners VII Stilwell Activist Fund Stilwell Partners Stilwell Value LLC Joseph Stilwell New York, New York, USA	USA	352,400 9.52% of Common Stock
3 Hamilton Bank Employee Stock Ownership Plan Plan Trust (3) First Bankers Trust Services, Inc. Quincy, Illinois, USA	USA	296,240 8% of Common Stock
4 FJ Capital Management, LLC McClellan, Virginia, USA	USA	186,603 5.04% of Common Stock

Form FR Y-6
Hamilton Bancorp., Inc.
Fiscal Year Ending March 31, 2013

Report Item 3: Securities Holders

Section 2

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.

2a Name, City, State, Country	2b Country of Citizenship or Incorporation	2c Number & Percentage of Each Class of Voting Securities
NONE	N/A	N/A

Report Item 4: Insiders

1a	2	3a	3b	3c	4a	4b	4c
Name, City, State, Country	Principal Occupation if other than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Holding Company	Percentage of Voting Share in Subsidiaries (include names of subsidiaries)	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)
Russell K. Frome Baltimore, MD, USA	N/A - Retired	Director & Chairman	Director & Chairman - Hamilton Bank	N/A	< 1%	None	None
William E. Ballard Pasadena, MD, USA	Consultant - Engineering & Manufacturing Industry	Director	Director - Hamilton Bank	Partner/Project Manager - EFI Group, LLC	< 1%	None	~32% of voting shares of EFI Group, LLC
Carol L. Coughlin Baltimore, MD, USA	Small Business Owner & executive - Financial Advisory Firm	Director	Director - Hamilton Bank	CEO/Owner - Bottom Line Growth Strategies, Inc.	< 1%	None	Founder & 100% Owner of Bottom Line Growth Strategies, Inc.
Robert A. DeAlmeida Jarrettsville, MD, USA	N/A	Director, President & CEO	Director, President & CEO Hamilton Bank & 3110 FC, LLC	Vice Chairman - Maryland Bankers Association -Director - Healthy Neighborhoods Program -Committee Member to advise the President of the Maryland Chamber of Commerce -Neighborhood Housing Services of Baltimore, Loan Committee member -Member, Federal Reserve Bk of Richmond's Community Depository Institutions Advisory Council -Member, University of Baltimore Merrick School of Business Advisory Council	1%	None	None
William W. Furr Naples, FL, USA	Consultant - Insurance Industry	Director	Director - Hamilton Bank	Director - Westminster American Insurance Company Consultant to The Maryland Joint Insurance Association	< 1%	None	None
James F. Hershner Pasadena, MD, USA	N/A	Director & Executive Vice President	Director & Executive Vice President - Hamilton Bank & 3110 FC, LLC	Director - Maryland Bank Services, Inc.	1%	None	None
Bobbi R. Macdonald Baltimore, MD, USA	Executive Director in public schools nonprofit organization Adjunct professor - Johns Hopkins School of Education	Director	Director - Hamilton Bank	Executive Director & founder - The City Neighbors Foundation, Inc.	< 1%	None	None
John P. Marzullo Bel Air, MD, USA	N/A	VP, CFO & Treasurer	Senior Vice President & Treasurer - Hamilton Bank	N/A	< 1%	None	None