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Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

MAR 24 2014

FRB RICHMOND

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, James M. Anthony

Reporter's Name, Street, and Mailing Address

Chesapeake Bancorp ESOP with 401 k Provisions

Name of the Holding Company Director and Official

Director, President & CEO

Legal Title of Holding Company

245 High Street

Title of the Holding Company Director and Official

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

Chestertown

MD

21620

City

State

Zip Code

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.

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Richard L. Coffman

EVP & CFO

Name

Title

410-778-1600

Area Code / Phone Number / Extension

410-778-1094

Area Code / FAX Number

rcoffman@chesapeaketrust.com

E-mail Address

Signature of Holding Company Director and Official

03/19/2014

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

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

2857758

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

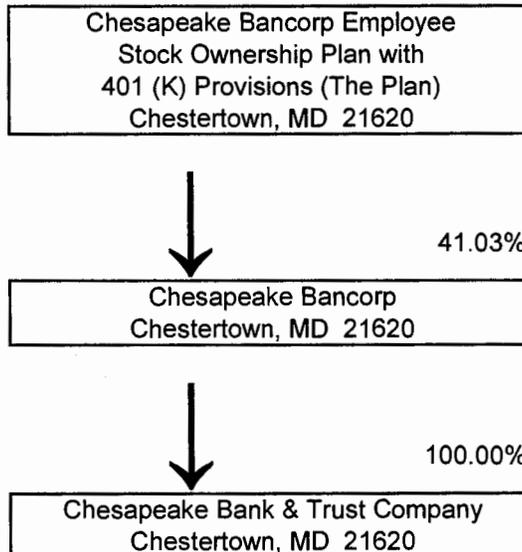
Chesapeake Bancorp Employee Stock Ownership Plan with 401 (K) Provisions (The Plan)  
Chestertown, MD 21620  
FISCAL YEAR ENDING DECEMBER 31, 2013

Report Item 1

- a The BHC is not required to prepare form 10K with the SEC.
- b Chesapeake Bancorp Employee Stock Ownership Plan with 401 (K) Provisions does not prepare an annual report for its shareholders. Chesapeake Bancorp does prepare an annual report for its shareholders. Three copies of the annual report are enclosed.

Report Item 2

- a Organizational Chart



The answer to all supplemental questions to the organizational chart is "none"

Report Item 2

- b Schedule Attached and Submitted Early Via E-mail

Results: A list of branches for your depository institution: CHESAPEAKE BANK & TRUST COMPANY (ID\_RSSD: 304520).  
 This depository institution is held by CHESAPEAKE BANCORP (1886418) of CHESTERTOWN, 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	12/31/2013	Full Service (Head Office)	304520	CHESAPEAKE BANK & TRUST COMPANY	245 HIGH STREET	CHESTERTOWN	MD	21520	KENT	UNITED STATES	36091	0	CHESAPEAKE BANK & TRUST COMPANY	304520	
OK	12/31/2013	Limited Service	306627	CHESTERTOWN DRIVE-IN BRANCH	301 MORGNEC ROAD	CHESTERTOWN	MD	21820	KENT	UNITED STATES	204397	3	CHESAPEAKE BANK & TRUST COMPANY	304520	

Report Item 3: Shareholders  
 1a, 1b, 1c, 2a, 2b, 2c

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of December 31, 2013

1a	1b	1c
Name & Address (City, State, Country)	Country of Citizenship or Incorporation	Number and Percentage of Each Class Voting Securities

**Chesapeake Bancorp  
 Employee Stock  
 Ownership Plan with  
 401 (K) Provisions**

Richard L. Coffman Chestertown, MD USA	USA	Trustee of the Plan
Michael Macielag Chestertown, MD USA	USA	Trustee of the Plan

**Chesapeake Bancorp**

James M. Anthony Chestertown, MD USA	USA	12,049 - 3.00% Common Stock 12,854 - 3.20% Common Stock Beneficially Owned within ESOP with 401 (K) Provisions with Right to Vote
Richard L. Coffman Chestertown, MD USA	USA	3,800 - .95% Common Stock 32,113 - 7.99% Common Stock Beneficially Owned within ESOP with 401 (K) Provisions with Right to Vote
Michael Macielag Chestertown, MD USA	USA	67,038 - 16.68% Common Stock 86,180 - 21.44% Common Stock Beneficially Owned within ESOP with 401 (K) Provisions with Right to Vote
Michael M. Messix Chestertown, MD USA	USA	20,780 - 5.17% Common Stock

2 a, b, and c Non-Applicable

Report Item 4: Directors and Officers  
1,2,3,a,b,c and 4,a,b,c

**Chesapeake Bancorp Employee Stock Ownership Plan with 401 (K) Provisions**

1 Name& Address (City, State, Country)	2 Principal Occupation if other than with Bank Holding Company	3a Title & Position with Bank Holding Company	3b Title & Position with Subsidiaries (include names)	3c Title & Position with other businesses (include names)	4a Percentage of Voting shares in Bank Holding Company	4b Percentage of voting shares in Subsidiaries (include Names)	4c 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)
Michael Macielag Chestertown, MD USA	Trustee	Director	Director	Retired CEO of Bank	Owned 52.25%	<b>Chesapeake Bancorp</b> Owned 16.68% Beneficially Owned 21.44%	N/A
Richard L. Coffman Chestertown, MD USA	Trustee	Secretary Treasurer COO, CFO, EVP	Director COO, CFO, EVP	N/A	Owned 19.47%	<b>Chesapeake Bancorp</b> Owned 0.95% Beneficially Owned 7.99%	N/A

**Chesapeake Bancorp**

1 Name& Address (City, State, Country)	2 Principal Occupation if other than with Bank Holding Company	3a Title & Position with Bank Holding Company	3b Title & Position with Subsidiaries (include names)	3c Title & Position with other businesses (include names)	4a Percentage of Voting shares in Bank Holding Company	4b Percentage of voting shares in Subsidiaries (include Names)	4c 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)
James M. Anthony Chestertown, MD USA		Director, President, CEO	Director, President, CEO	N/A	Owned 3.00% Beneficially Owned 3.20%	<b>Chesapeake Bancorp ESOP</b> Owned 7.79%	Lauretum Inn, LLC 50% CS Holdings, LLC 50% Anthony & Associates, LLC 100%
William R. Kirk, Jr. Chestertown, MD USA		Director Chairman	Director Chairman	Retired Hospital Admin.	1.33%	N/A	N/A
Michael Macielag Chestertown, MD USA	Trustee	Director	Director	Retired CEO of Bank	Owned 16.68% Beneficially Owned 21.44%	<b>Chesapeake Bancorp ESOP</b> Owned 52.25%	N/A
Ernest W. Strong Rock Hall, MD USA		Director	Director	President Rock Hall Lumber Co.	0.53%	N/A	Chestertown Lumber, Inc. 100% Rock Hall Lumber, Inc. 100% Ernest W. Strong, Inc. 100% Edes Farm, LLC 33.3% Strong Ventures, LLC 33.3%
Michael M. Messix Chestertown, MD USA		Director	Director Vice President, Bank	N/A	5.17%	N/A	N/A
Richard L. Coffman Chestertown, MD USA	Trustee	Secretary Treasurer COO, CFO, EVP	Director COO, CFO, EVP	N/A	Owned 0.95% Beneficially Owned 7.99%	<b>Chesapeake Bancorp ESOP</b> Owned 19.47%	N/A
Robert D. Willard Chestertown, MD USA		Director	Director	President Willard Agri-Service of Lynch	2.31%	N/A	Willard Agr-Service of Lynch, Inc. 60% Willard Agri-Service, Inc. 50% Willard Agri-Service of Frederick, Inc. 50% Willard Agri-Service of Mt. Airy, Inc. 50% Willard Agri-Service of Greenwood, LLC 50% Synatek, LLC 25% Enterprise, LLC 45%