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Board of Governors of the Federal Reserve System

MAR 20 2014



# Annual Report of Holding Companies - FR Y-6

FEDERAL RESERVE BANK OF 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, MICHAEL G. LIVINGSTON

Reporter's Name, Street, and Mailing Address

GLEN BURNIE BANCORP

Name of the Holding Company Director and Official

Legal Title of Holding Company

PRESIDENT

P.O. BOX 70

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.

GLEN BURNIE MD 21061

City State Zip Code

106 PADFIELD BLVD, GLEN BURNIE, MD 21061

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:

PAMELA A. THOMPSON

Name Title

410-768-8885

Area Code / Phone Number / Extension

410-768-8580

Area Code / FAX Number

PTHOMPSON@BOGB.NET

E-mail Address

BANKOFGLENBURNIE.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 2001328  
 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.

# Glen Burnie Bancorp

FR Y-6

December 31, 2013

**Report Item 1a:** Form 10-K filed with the Securities and Exchange Commission.

**Report Item 1b:** Annual Report to Shareholders will be sent when available.

## Report Item 2A: Organization Chart

Glen Burnie Bancorp  
Glen Burnie, MD 21061  
Incorporated in Maryland

### *Subsidiaries of the Glen Burnie Bancorp:*

1. The Bank of Glen Burnie  
100% owned by Holding Company  
Glen Burnie, MD 21060  
Incorporated in Maryland
  
2. GBB Properties, Inc.  
100% owned by Holding Company  
Glen Burnie, MD 21060  
Incorporated in Maryland

2B: Submitted via email on March 18, 2013 (Copy Attached)

## Report Item 3: Shareholders

<i>A. Name</i>	<i>Shares</i>	<i>Percent</i>	<i>U.S. Citizen</i>
John Edward Demyan Glen Burnie, MD	282,782	10.29%	Yes
Frederick W. Kuethe, III Severna Park, MD	143,730	5.23%	Yes
Marrian K. McCormick Glen Burnie, MD	158,290	5.76%	Yes
Edward M. Kuethe Glen Burnie, MD	139,293	5.07%	Yes
Wellington Management Company, LLP Boston, MA	265,178	9.65%	Inc in MA

B. None

## Report Item 4: Directors and Officers

<i>Name Address</i>	<i>Principal Occupation</i>	<i>Title or Position Bancorp</i>	<i>Title or Position Subsidiary</i>	<i>Title &amp; Position Other</i>	<i>Percentage of shares Bancorp</i>	<i>Percentage of shares Subsidiaries</i>	<i>List Other Co.</i>
Thomas Clocker Pasadena, MD	Retired Owner Angels Food Market	Director	na	na	.46%	0.00%	na
John E. Demyan Glen Burnie, MD	Owner Real Estate Holdings	Director Chairman	na	na	10.29%	0.00%	na
Norman E. Harrison Timonium, MD	CPA Partner Harrison, Fields & Company	Director	na	na	.11%	0.00%	na
Edward L. Maddox Millersville, MD	Consultant Automated Financial Systems	Director	na	na	.65%	0.00%	na
F. Wm. Kuethe, Jr. Glen Burnie, MD	Bank of Glen Burnie President Emeritus	Director	President Emeritus Bank of GB		2.42%	0.00%	na
Frederick W. Kuethe, III Severna Park, MD	Engineer Westinghouse	Director VP	na	na	5.23%	0.00%	na
Charles Lynch, Jr. Arnold, MD	Engineer Owner-General Ship Repair	Director	na	na	1.30%	0.00%	33 1/3%General Ship Repair 33 1/3%Lynco Inc.
Wm. N. Scherer, Sr. Glen Burnie, MD	Retired	Director	na	na	.67%	0.00%	na
Karen B. Thorwarth Glen Burnie, MD	Insurance Underwriter	Director	na	na	.09%	0.00%	na
Mary Louise Wilcox Glen Burnie, MD	Retired Teacher	Director	na	na	.11%	0.00%	na

**Report Item 4: Directors and Officers (continued)**

<b>Name Address</b>	<b>Principal Occupation</b>	<b>Title or Position Bancorp</b>	<b>Title or Position Subsidiary</b>	<b>Title &amp; Position Other</b>	<b>Percentage of shares Bancorp</b>	<b>Percentage of shares Subsidiaries</b>	<b>List Other</b>
Barbara J. Elswick Crofton, MD	Bank of Glen Burnie	Secretary	SVP-Sec Bank of GB	na	.13%	0.00%	na
Michael G. Livingston Severn, MD	Bank of Glen Burnie President/CEO	Director CEO	President Bank of GB	na	.17%	0.00%	na
John E. Porter Severna Park, MD	Bank of Glen Burnie	Treasurer	SVP-Treas Bank of GB	Sec/Treas GBB Properties	.05%	0.00%	na
Joyce Ohmer Severn, MD	Bank of Glen Burnie	na	SVP	na	.10%	0.00%	na
Edward B. Connelly Catonsville, MD	Bank of Glen Burnie	na	SVP-COO Bank of GB	na	.02%	0.00%	na

**Results:** A list of branches for your depository institution: BANK OF GLEN BURNIE, THE (ID\_RSSD: 628123).  
 This depository institution is held by GLEN BURNIE BANCORP (2001328) of GLEN BURNIE, 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)	628123	BANK OF GLEN BURNIE, THE	101 CRAIN HIGHWAY SOUTH	GLEN BURNIE	MD	21061	ANNE ARUNDEL	UNITED STATES	10924	0	BANK OF GLEN BURNIE, THE	628123	
OK		Full Service	629728	CROWNSVILLE BRANCH	1221 GENERALS HWY	CROWNSVILLE	MD	21032	ANNE ARUNDEL	UNITED STATES	238875	3	BANK OF GLEN BURNIE, THE	628123	
OK		Full Service	3329784	LINTHICUM BRANCH	7063 BALTIMORE ANNAPOLIS BLVD	GLEN BURNIE	MD	21061	ANNE ARUNDEL	UNITED STATES	442220	8	BANK OF GLEN BURNIE, THE	628123	
OK		Full Service	898029	ODENTON BRANCH	1405 ANNAPOLIS RD	ODENTON	MD	21113	ANNE ARUNDEL	UNITED STATES	238873	1	BANK OF GLEN BURNIE, THE	628123	
OK		Full Service	816528	RIVIERA BEACH BRANCH	8707 FT SMALLWOOD RD	PASADENA	MD	21122	ANNE ARUNDEL	UNITED STATES	238874	2	BANK OF GLEN BURNIE, THE	628123	
OK		Full Service	2639169	NEW CUT ROAD BRANCH	740 STEVENSON ROAD	SEVERN	MD	21144	ANNE ARUNDEL	UNITED STATES	238200	5	BANK OF GLEN BURNIE, THE	628123	
OK		Full Service	897527	SEVERN BRANCH	811 REECE RD	SEVERN	MD	21144	ANNE ARUNDEL	UNITED STATES	238876	4	BANK OF GLEN BURNIE, THE	628123	
OK		Full Service	3147616	SEVERNA PARK BRANCH	534 RITCHIE HWY	SEVERNA PARK	MD	21146	ANNE ARUNDEL	UNITED STATES	238878	7	BANK OF GLEN BURNIE, THE	628123	