

Board of Governors of the Federal Reserve System



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.

I, Mark Keidel

Name of the Holding Company Director and Official

Principal Executive Officer

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.

*Mark Keidel*  
Signature of Holding Company Director and Official

03/14/2014

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 2322304  
C.I. \_\_\_\_\_

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

First Mariner Bancorp

Legal Title of Holding Company

1501 South Clinton Street

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

Baltimore MD 21224

City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Cindi Joynes VP-Financial Reporting

Name Title

443-573-4937

Area Code / Phone Number / Extension

410-558-4379

Area Code / FAX Number

cjoynes@1stmarinerbank.com

E-mail Address

www.1stmarinerbankcorp.com

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**  
**First Mariner Bancorp**  
**Baltimore, MD**  
**Fiscal Year Ending December 31, 2013**

**Report Item**

1: N/A - file with SEC

2: Organizational Chart

**Parent Company (reporting company):**

First Mariner Bancorp	Baltimore, Maryland, USA	Incorporated in the state of Maryland
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**Wholly owned subsidiaries of First Mariner Bancorp (100% ownership):**

First Mariner Bank	Baltimore, Maryland, USA	Incorporated in the state of Maryland
Mariner Capital Trust II	Pittsburgh, Pennsylvania, USA	Incorporated in the state of Pennsylvania
Mariner Capital Trust III	Wilmington, Delaware, USA	Incorporated in the state of Delaware
Mariner Capital Trust IV	Pittsburgh, Pennsylvania, USA	Incorporated in the state of Pennsylvania
Mariner Capital Trust V	Wilmington, Delaware, USA	Incorporated in the state of Delaware
Mariner Capital Trust VI	Wilmington, Delaware, USA	Incorporated in the state of Delaware
Mariner Capital Trust VII	Wilmington, Delaware, USA	Incorporated in the state of Delaware

**Wholly owned subsidiaries of First Mariner Bank (100% ownership and managing member):**

Canton Crossing II, LLC	Baltimore, Maryland, USA	Established in the state of Maryland
FM Appraisals, LLC	Baltimore, Maryland, USA	Established in the state of Maryland

**Wholly owned subsidiaries of Canton Crossing II (100% ownership and managing member):**

Canton Crossing Borrower, LLC	Baltimore, Maryland, USA	Established in the state of Maryland
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**Limited Partnerships:**

King Street Partnership (5% ownership - non-managing member)	Baltimore, Maryland, USA	Established in the state of Maryland
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3: Shareholders

(1) Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/13:

<u>(a) Name &amp; Address (City, State &amp; Country)</u>	<u>(b) Country of Citizenship or Incorporation</u>	<u>(c) Number &amp; percentage of Voting Securities</u>
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Edwin F. Hale, Sr. Baltimore, Maryland, USA	USA	1,785,409 shares for 8.8%
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(2) Shareholders not listed in 3.(1) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending as of 12/31/13:

<u>(a) Name &amp; Address (City, State &amp; Country)</u>	<u>(b) Country of Citizenship or Incorporation</u>	<u>(c) Number &amp; percentage of Voting Securities</u>
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None

Form FR Y-6  
 First Mariner Bancorp  
 Baltimore, MD  
 Fiscal Year Ending December 31, 2013

Report Item  
 : Directors and Officers

(1) Names & Address (City, State, Country)	(2) Principal Occupation (if other than BHC)	(3) Title and Position			(4) Percentage of Voting Shares		
		(a) With Bank Holding Co	(b) With Subsidiaries	(c) With Other Businesses	(a) In BHC	(b) In Subs	(c) Other Companies
Mark A. Keidel (Baltimore, Maryland, USA)	N/A	President/Director	Principal Executive Officer/Director	N/A	0.79%	N/A	N/A
John J. Oliver, Jr. (Baltimore, Maryland, USA)	Publisher	Director	Director	CEO and Publisher of Afro-American Company of Baltimore City, Inc.	0.13%	N/A	AFRO-American Company of Baltimore (56%)
Barry B. Bondroff (Baltimore, Maryland, USA)	CPA	Director	Director	Partner in Gorfine, Schiller & Gardyn, P.A.	0.62%	N/A	Grabush, Newman & Co., P.A. (40%) Bondroff Liberman, LLC (60%) Gorfine, Schiller & Gardyn, P.A. (20%)
Patricia Schmoke, MD (Baltimore, Maryland, USA)	Ophthalmologist	Director	Director	Partner in Physician Urban Medical Institute	0.07%	N/A	N/A
John Brown III (Baltimore, Maryland, USA)	Restaurateur	Director	Director	President of M.B.K. Enterprises, Inc.	0.34%	N/A	NMJB Development, LLC (50%) MBK Enterprises, Inc. (100%) Talbot Joint Ventures (50%)
George H. Mantakos (Baltimore, Maryland, USA)	N/A	Director	Director	N/A	0.53%	N/A	Peregrine Investments, Inc. (50%)
Michael R. Watson (Baltimore, Maryland, USA)	Maritime Pilot	Director	Director	President of Association of American Pilots	0.33%	N/A	N/A
Hector Torres (Baltimore, Maryland, USA)	Emergency Management	Director	Director	President of Prosaber Consulting	0.12%	N/A	Prosaber Consulting (100%) Friends for Hector L. Torres (100%)
Robert Caret (Baltimore, Maryland, USA)	Education	Director	Director	President of the University of Massachusetts	0.34%	N/A	N/A
Anirban Basu (Baltimore, Maryland, USA)	Economist	Director	Director	Chairman and CEO Sage Policy Group, Inc.	0.16%	N/A	Sage Policy Group (100%) Sage Growth Partners (33%)

(1) Names & Address (City, State, Country)	(2) Principal Occupation (if other than BHC)	(3) Title and Position			(4) Percentage of Voting Shares		
		(a) With Bank Holding Co	(b) With Subsidiaries	(c) With Other Businesses	(a) In BHC	(b) In Subs	(c) Other Companies
							Commonwealth Economics (100%)
Gregory A. Devou (Baltimore, Maryland, USA)	Healthcare	Director	Director	Former Executive Vice President of CareFirst Blue Cross Blue Shield	0.25%	N/A	N/A

Results: A list of branches for your holding company: FIRST MARINER BANCORP (2322304) of BALTIMORE, MD.  
The data are as of 12/31/2013. Data reflects information that was received and processed through 03/07/2014.

**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)	309570	FIRST MARINER BANK	1501 S. CLINTON STREET	BALTIMORE	MD	21224	BALTIMORE CITY	UNITED STATES	44120		0	FIRST MARINER BANK	309570
OK		Full Service	2489748	ANNAPOLIS BRANCH	161 JENNIFER ROAD	ANNAPOLIS	MD	21401	ANNE ARUNDEL	UNITED STATES	284076		9	FIRST MARINER BANK	309570
OK		Limited Service	3867213	CANTON DRIVE-IN BRANCH	3301 BOSTON STREET	BALTIMORE	MD	21224	BALTIMORE CITY	UNITED STATES	Not Required	Not Required			
OK		Full Service	2314505	BEL AIR BRANCH	12A BELAIR SOUTH PARKWAY	BEL AIR	MD	21015	HARFORD	UNITED STATES	284072		5	FIRST MARINER BANK	309570
OK		Full Service	3726954	HICKORY BRANCH	1403 CONOWINGO ROAD	BEL AIR	MD	21014	HARFORD	UNITED STATES	478982		38	FIRST MARINER BANK	309570
OK		Full Service	3292749	COCKEYSVILLE BRANCH	9840 YORK RD	COCKEYSVILLE	MD	21030	BALTIMORE	UNITED STATES	419368		32	FIRST MARINER BANK	309570
OK		Full Service	2755274	WISE AVENUE BRANCH	7860 WISE AVENUE	DUNDALK	MD	21222	BALTIMORE	UNITED STATES	284088		22	FIRST MARINER BANK	309570
Close	1/3/2014	Full Service	2944304	EASTON BRANCH	8662 ALICIA DRIVE	EASTON	MD	21601	TALBOT	UNITED STATES	284085		19	FIRST MARINER BANK	309570
OK		Full Service	2944322	ELLCOTT CITY BRANCH	10065 BALTIMORE NATIONAL PIKE	ELLCOTT CITY	MD	21042	HOWARD	UNITED STATES	358186		29	FIRST MARINER BANK	309570
OK		Full Service	3292730	GLEN BURNIE-RITCHIE HIGHWAY BRANCH	305 SOUTH CRAIN HIGHWAY	GLEN BURNIE	MD	21061	ANNE ARUNDEL	UNITED STATES	284093		27	FIRST MARINER BANK	309570
Close	1/3/2014	Full Service	3314838	WASHINGTON BOULEVARD BRANCH	3720 WASHINGTON BLVD STE 100	HALETHORPE	MD	21227	BALTIMORE	UNITED STATES	433581		34	FIRST MARINER BANK	309570
OK		Full Service	2789701	CARROLL ISLAND BRANCH	176 CARROLL ISLAND RD	MIDDLE RIVER	MD	21220	BALTIMORE	UNITED STATES	284087		21	FIRST MARINER BANK	309570
OK		Full Service	2654032	OWINGS MILLS BRANCH	4800 PAINTERS MILL RD	OWINGS MILLS	MD	21117	BALTIMORE	UNITED STATES	284075		8	FIRST MARINER BANK	309570
OK		Full Service	2654087	PIKESVILLE BRANCH	1013 REISTERSTOWN RD	PIKESVILLE	MD	21208	BALTIMORE	UNITED STATES	284074		7	FIRST MARINER BANK	309570
OK		Full Service	3292767	WHITE MARSH BRANCH	10101 PHILADELPHIA RD	ROSEDALE	MD	21237	BALTIMORE	UNITED STATES	418785		31	FIRST MARINER BANK	309570
OK		Full Service	2733816	SEVERNA PARK BRANCH	366A GOV RITCHIE HIGHWAY	SEVERNA PARK	MD	21146	ANNE ARUNDEL	UNITED STATES	284090		24	FIRST MARINER BANK	309570
OK		Full Service	2314514	LOCH RAVEN BRANCH	1641 JOPPA ROAD	TOWSON	MD	21286	BALTIMORE	UNITED STATES	284073		6	FIRST MARINER BANK	309570
OK		Full Service	3812567	WESTMINSTER BRANCH	1010 BALTIMORE BOULEVARD	WESTMINSTER	MD	21157	CARROLL	UNITED STATES	480621		39	FIRST MARINER BANK	309570
OK		Full Service	2654126	WOODLAWN BRANCH	7007 SECURITY BLVD.	WINDSOR MILL	MD	21244	BALTIMORE	UNITED STATES	284078		11	FIRST MARINER BANK	309570