

COPY

Board of Governors of the Federal Reserve System

MAR 31 2014



Annual Report of Holding Companies—~~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, Raymond M. Thompson

Reporter's Name, Street, and Mailing Address

Calvin B. Taylor Bankshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

President / Chief Executive Officer / Director

24 North Main Street / P.O. Box 5

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.

Berlin MD 21811

City State Zip Code

n/a

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:

M. Dean Lewis Treasurer

Name Title

410-641-1700 51

Area Code / Phone Number / Extension

410-629-0085

Area Code / FAX Number

mlewis@taylorbank.com

E-mail Address

www.taylorbank.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 2391300
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

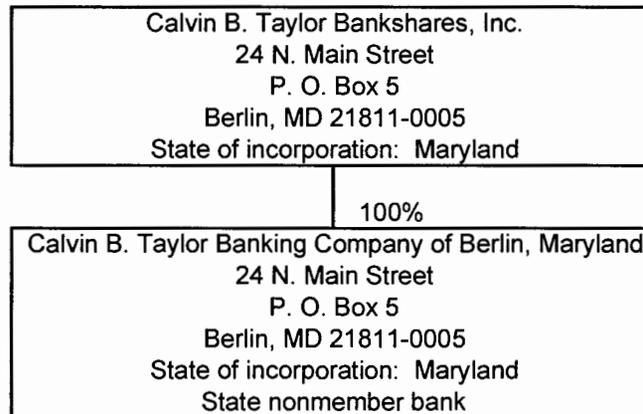
Calvin B. Taylor Bankshares, Inc.
Berlin, Maryland
Fiscal Year Ending December 31, 2013

Report Item 1: Annual Report to Shareholders

The Company deregistered with the Securities and Exchange Commission effective December 20, 2013.

Two copies of the Company's Annual Report to Shareholders will be mailed to the FRB of Richmond prior to the 120 day deadline.

Report Item 2a: Organizational Chart



Results: A list of branches for your holding company: CALVIN B. TAYLOR BANKSHARES, INC. (2391300) of BERLIN, 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)	39327	CALVIN B. TAYLOR BANKING COMPANY OF BERLIN, MARYLAND	24 NORTH MAIN STREET	BERLIN	MD	21811	WORCESTER	UNITED STATES	4012		CALVIN B. TAYLOR BANKING COMPANY OF BERLIN, MARYLAND	39327	
OK		Full Service	2604925	OCEAN VIEW BRANCH	50 ATLANTIC AVENUE	OCEAN VIEW	DE	19970	SUSSEX	UNITED STATES	59075	10	CALVIN B. TAYLOR BANKING COMPANY OF BERLIN, MARYLAND	39327	
OK		Full Service	36728	EAST BERLIN BRANCH	10524 OLD OCEAN CITY BLVD	BERLIN	MD	21811	WORCESTER	UNITED STATES	208304	3	CALVIN B. TAYLOR BANKING COMPANY OF BERLIN, MARYLAND	39327	
OK		Full Service	43221	OCEAN PINES BRANCH	11103 CATHELL RD	BERLIN	MD	21811	WORCESTER	UNITED STATES	208305	4	CALVIN B. TAYLOR BANKING COMPANY OF BERLIN, MARYLAND	39327	
OK		Full Service	38825	20TH STREET BRANCH	100 20TH STREET	OCEAN CITY	MD	21842	WORCESTER	UNITED STATES	208302	1	CALVIN B. TAYLOR BANKING COMPANY OF BERLIN, MARYLAND	39327	
OK		Full Service	1849523	MID-OCEAN CITY BRANCH	9105 COASTAL HIGHWAY	OCEAN CITY	MD	21842	WORCESTER	UNITED STATES	208306	5	CALVIN B. TAYLOR BANKING COMPANY OF BERLIN, MARYLAND	39327	
OK		Full Service	37220	NORTH OCEAN CITY-FENWICK BRANCH	14200 COASTAL HWY	OCEAN CITY	MD	21842	WORCESTER	UNITED STATES	208303	2	CALVIN B. TAYLOR BANKING COMPANY OF BERLIN, MARYLAND	39327	
OK		Full Service	42729	WEST OCEAN CITY BRANCH	9923 GOLF COURSE RD	OCEAN CITY	MD	21842	WORCESTER	UNITED STATES	208307	9	CALVIN B. TAYLOR BANKING COMPANY OF BERLIN, MARYLAND	39327	
OK		Full Service	313120	POCOMOKE BRANCH	2140 OLD SNOW HILL RD	POCOMOKE CITY	MD	21851	WORCESTER	UNITED STATES	204422	6	CALVIN B. TAYLOR BANKING COMPANY OF BERLIN, MARYLAND	39327	
OK		Full Service	184320	SNOW HILL BRANCH	108 WEST MARKET ST	SNOW HILL	MD	21863	WORCESTER	UNITED STATES	204432	7	CALVIN B. TAYLOR BANKING COMPANY OF BERLIN, MARYLAND	39327	

Form FR Y-6
 Calvin B. Taylor Bankshares, Inc.
 Fiscal Year Ending December 31, 2013

Report Item 3: Securities Holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2013:

(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Stock Ownership	
		Number of Shares	Percent Of Class
John H. Burbage, Jr. Berlin, MD, USA	USA	228,031	7.73%
Humphreys Foundation Berlin, MD, USA	USA	188,344	6.38%
Reese F. Cropper, Jr. Ocean City, MD, USA	USA	171,243	5.80%

Securities holders not listed above that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2013:

(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	Date	(2)(c) Stock Ownership	
			Number of Shares	Percent Of Class
None	N/A			

Form FR Y-6
Calvin B. Taylor Bankshares, Inc.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders (1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

Fiscal Year Ending December 31, 2013

(1) Name City, State, Country	(2) Principal occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiary (as named)	(3)(c) Title & Positions with Other Businesses (as named)	Voting Share in		(4)(c) Ownership of 25% or more in other Companies
					(4)(a)BHC Percent of Class	(4)(b)Subsidiary Percent of Class	
James R. Bergey, Jr. Berlin, MD, USA	Certified Public Accountant and President, Bergey & Company, P. A.	Director	Director Calvin B Taylor Banking Co.	Principal in Bergey & Company, P. A. Director of Atlantic General Hospital Director of Waterman's Trust	0.66%	0.00%	Bergey & Company, PA (100%) Bergey Properties, LLC (100%) BHP, Inc. (100%) Quillin Farm LLC (25%) Wolfe-Chase Limited Partnership (50%) Delmarva Property Management, Inc. (100%) Trader 66 Street, LLC (100%) Cattail Investments LLC (33%) Germantown Development Co., LLC (50%) C & B Investments, LLC (50%) BBT Properties, LLC (33%) Oceans Mist, LLC (33%) BDT Gateway LLC (50%) BCMD, LLC (50%) Atlantic Town Center Dev, Inc. (33%) Atlantic Town Center Prop, LLC (33%) Eastern Shore Growth Fund, LLC (50%) King B, LLC (33%) Ross Andrew, LLC (100%) Robinson Seafood Dist., Inc. (100%) DBD of WV, LLC (33%)
John H. Burbage, Jr. Berlin, MD, USA	Owner of Mystic Harbour Development Co., Bethany Land Co., and Mystic Harbour Utility Co. Partner in Bayside Realty, Burbage Properties, Blue Water Development Company, Sunset Bay, LLC, and Holiday House, LLC	Director	Director Calvin B Taylor Banking Co.	Owner of Mystic Harbour Development Co., Bethany Land Co., and Mystic Harbour Utility Co. Partner in Bayside Realty, Burbage Properties, Blue Water Development Company, Sunset Bay, LLC, and Holiday House, LLC Director of Atlantic General Hospital	7.73%	0.00%	Bethany Land Company (100%) Mystic Harbour Corporation (100%) M. H. Utilities Corporation (100%) Blue Water Development (50%) Hageman Properties LLC (50%) Holiday House LLC (50%) Burbage Properties Inc (50%) Mid-Atlantic Investments Inc. (50%) Eagles Nest Development LLC (50%) Chincoteague Landmark LLC (50%) Villa Nova Properties Inc. (51%) Salt Grass Point Farms LLC (50%) Bay Point Plantation Inc. (50%) 611 Properties LLC (50%) Burbage Melson Inc. (50%) Sunset Bay LLC (33.3%) West OC Properties LLC (50%) Great Marsh Development (30%) Greenbackville Investments (50%) Bayside Realty Inc (50%) Atlantic Air LLC (100%) Chincoteague Sunsets (50%) 52 Rehoboth Avenue Corp (50%) Bethany Holding Company (50%) Burbage Family Ltd Partnership (50%) Island Utilities LLC (50%) Delaware Sign Inc (50%) Silver Fox LLC (50%) Sunset Bay Utilities Inc (50%) Virginia Mid-Atlantic Properties LLC (50%) VMAP #2, #3, #4 LLCs (33%) Bethany Boardwalk Group LLC (25%)

Form FR Y-6
Calvin B. Taylor Bankshares, Inc.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders (1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

Fiscal Year Ending December 31, 2013

(1) Name City, State, Country	(2) Principal occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiary (as named)	(3)(c) Title & Positions with Other Businesses (as named)	Voting Share in		(4)(c) Ownership of 25% or more in other Companies
					(4)(a)BHC Percent of Class	(4)(b)Subsidiary Percent of Class	
Hale Harrison Ocean City, MD, USA	Owner/Operator of Harrison Group Resort Hotels	Director	Director Calvin B Taylor Banking Co.	Owner/Operator of Harrison Group Resort Hotels Director of Atlantic General Hospital	1.50%	0.00%	Harrison Hall Hotel, Inc. (50%) Plim Plaza Hotel, Inc. (50%) Harrison Inn Sixty-Six, Inc. (50%) Harrison Inn Sixty-Six Preferred, LLC (50%) Sandpiper Dunes, Inc. (50%) Second Street Condo, Inc. (50%) Harrison Inn Stardust, Inc. (50%) Harrison Inn Sandyhill, Inc. (50%) Harrison Inn Seabonay, Inc. (50%) Harrison 26th Philadelphia, Inc. (50%) Harrison QI 17, L.L.C. (50%) Harrison QI 54, L.L.C. (50%) Harrison HI 18, L.L.C. (49.5%) Harrison Funding, Inc. (50%) Harrison Inn Fifty-Eight, LLC. (49.5%) Ocean View, Inc. (50%) J & H Partnership (50%) Harrison Inn Boardwalk, Inc. (50%) Ironshire Inc. (100%) Hale & John Harrison (33.3%) Harrison Farms (33.3%) Barbizon Apartments (50%) Harrison Group Supply (50%) Harrison Inn SPC, Inc. (50%) Harrison Inn Corolla, LLC (49.5%)
William H. Mitchell Whaleville, MD, USA	Retired	Director and Vice President	Director Calvin B Taylor Banking Co.	Trustee and Treasurer of Humphreys Foundation, Inc.	0.09%	0.00%	Mitchell Family Properties LLC (50%)
Joseph E. Moore Berlin, MD, USA	Lawyer: Williams, Hammond, Moore, Shockley & Harrison, LLP	Director	Director Calvin B Taylor Banking Co.	Partner in Williams, Moore, Shockley & Harrison, LLP Director of Chesapeake Utilities Corp. Trustee of Worcester Preparatory School	0.13%	0.00%	Mo-Bro Farms (50%) Worcester Law Office Holding Company (33%) Law Equipment Leasing, LLC (33%)
Louis H. Taylor Bishopville, MD, USA	Assistant Superintendent for Administration of Worcester County Public Schools	Director	Director Calvin B Taylor Banking Co.	Director of Atlantic General Hospital Director of Hudson Health Services Director of The Community Foundation of the Eastern Shore Director of Salisbury University Varsity Club	0.04%	0.00%	Bali Hi R.V. Park, Inc. (40%)
Raymond M. Thompson Ocean City, MD, USA	President and Chief Executive Officer Calvin B Taylor Banking Company	Director, President and Chief Executive Officer	Director, President and Chief Executive Officer Calvin B Taylor Banking Co.	Corporate Member of Atlantic Gen. Hospital Director of Maryland Financial Bank Southern Eastern Shore Revolving Loan Fund Director of Maryland Bankers Association	0.29%	0.00%	None

Form FR Y-6
 Calvin B. Taylor Bankshares, Inc.
 Fiscal Year Ending December 31, 2013

Report Item 4: Insiders (1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

Fiscal Year Ending December 31, 2013

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					(4)(a)BHC Percent of Class	(4)(b)Subsidiary Percent of Class	
Todd E. Burbage Berlin, MD, USA	Owner, Builder, and Developer of Commercial and Residential Real Estate	Director	Director Calvin B Taylor Banking Co.	Director of The Community Foundation of the Eastern Shore Director of Peninsula Regional Medical Center Foundation Director of Maryland Coastal Bays Program	0.41%	0.00%	Burbage Properties Inc (50%) Great Marsh Development (50%) Bay Point Plantation Inc. (50%) 611 Properties LLC (50%) Eagles Nest, LLC (50%) Chincoteague Landmark LLC (50%) Greenbackville Investments, LLC (50%) Sunset Bay LLC (33.3%) West OC Propoerties, LLC (50%) Salt Grass Point Farms LLC (50%) Bayside Realty, LLC (50%) Blue Water Development, LLC (50%) Villa Nova Properties Inc. (50%) Mid-Atlantic Investments Inc. (50%) Public Landing, LLC (100%) Public Landing Investments, Inc. (100%) Burbage Sturgis Farm, LLC (100%) Virginia Mid-Atlantic Properties, LLC (33.3%) Tidewater Farms, LLC (50%) Burbage Investment (50%) Island Utilities, LLC (50%) Castaways Bethany Beach, LLC (25%) Chincoteague Sunsets, LLC (50%) Sunset Bay Utilities, LLC (50%) Burbage Holdings LLC (95%) Bethany Boardwalk Group LLC (25%) Bethany Holding Company Inc (50%) Tidewater Rentals (100%) Ayres Creek Family Farm (100%) J&T Land Group (100%) Live Wire Media (100%)
Charlotte K. Cathell Berlin, MD, USA	Register of Wills, Worcester County, MD	Director	Director Calvin B Taylor Banking Co.	Register of Wills, Worcester County, MD Director of Worcester County G.O.L.D.	0.03%	0.00%	None
Reese F. Cropper, Jr. Ocean City, MD, USA	Chairman of the Board Calvin B Taylor Banking Company	Director and Chairman of the Board	Director and Chairman of the Board Calvin B Taylor Banking Co.	Partner in Atlantic Hotel, and Holiday House, LLC Director of Ocean City Golf & Yacht Club	5.80%	0.00%	Holiday House LLC (50%) ShareCropper LLC (100%)
Reese F. Cropper, III Ocean City, MD, USA	Owner, Insurance Management Group, Inc.	Director	Director Calvin B Taylor Banking Co.	Owner, Insurance Management Group, Inc. Trustee of Worcester Preparatory School	0.47%	0.00%	RFC3, LLC (100%) JR, LLC (100%) Insurance Management Group, Inc. (100%)

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 Calvin B. Taylor Bankshares, Inc.
 Fiscal Year Ending December 31, 2013

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					(4)(a)BHC Percent of Class	(4)(b)Subsidiary Percent of Class	
D. Kenneth Bates Berlin, MD, USA	Senior Vice President Senior Loan Officer Calvin B Taylor Banking Company	Vice President	Senior Vice President Senior Loan Officer Calvin B Taylor Banking Co.		0.00%	0.00%	None
Tina B. Kolarik Berlin, MD, USA	Senior Vice President Operations Officer Calvin B Taylor Banking Company	Secretary	Senior Vice President Operations Officer Calvin B Taylor Banking Co.		0.03%	0.00%	Back Creek Rentals LLC (100%) Ocean Electrical Services (100%)
M. Dean Lewis Berlin, MD, USA	Chief Financial Officer and Treasurer Assistant Vice President Calvin B Taylor Banking Company	Treasurer	Chief Financial Officer and Treasurer Assistant Vice President Calvin B Taylor Banking Company		0.00%	0.00%	None

The Bank Holding Company owns 100% of the stock of its subsidiary, Calvin B. Taylor Banking Company of Berlin, Maryland.
 The Bank Holding company has only one class of stock.

17.18%