

COPY

RECEIVED

MAR 24 2015

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2

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):

December 31, 2014

Month / Day / Year

NA

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, **Edward M. Thomas**

Reporter's Name, Street, and Mailing Address

Name of the Holding Company Director and Official

Delmar Bancorp

CEO/President

Legal Title of Holding Company

Title of the Holding Company Director and Official

2245 Northwood Drive

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.

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

Salisbury

MD

21801

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:

Kimberly Thomas

CFO

Name

Title

410-548-1722 105

Area Code / Phone Number / Extension

410-548-7895

Area Code / FAX Number

kthomas@bankofdelmarva.com

E-mail Address

Edward M. Thomas

Signature of Holding Company Director and Official

www.bankofdelmarva.com

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

3-23-2015

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 **1249918**

C.I. _____

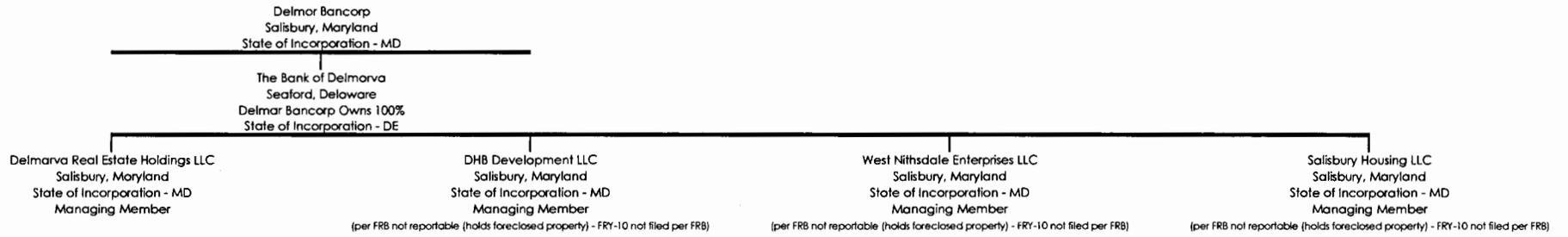
Does the reporter request confidential treatment for any portion of this submission?

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

Report Item 2a: Organization Chart



Report Item 2b: Domestic Branch Listing

Submitted via email on 02/9/2015

Results: A list of branches for your holding company: DELMAR BANCORP (1249918) of SALISBURY, MD.
 The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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)	885225	BANK OF DELMARVA, THE	910 NORMAN ESKRIDGE HIGHWAY	SEAFORD	DE	19973	SUSSEX	UNITED STATES	5613	0	BANK OF DELMARVA, THE	885225	
OK		Full Service	664411	MAIN AND CLAYTON BRANCH	28280 CLAYTON STREET	DAGSBORO	DE	19939	SUSSEX	UNITED STATES	225338	8	BANK OF DELMARVA, THE	885225	
				DELAWARE AVENUE AND MARKET STREET											
OK		Full Service	852816	BRANCH	200 EAST MARKET STREET	LAUREL	DE	19956	SUSSEX	UNITED STATES	225347	7	BANK OF DELMARVA, THE	885225	
OK		Full Service	3283233	REHOBOTH BRANCH	18572 COASTAL HIGHWAY	REHOBOTH BEACH	DE	19971	SUSSEX	UNITED STATES	360921	9	BANK OF DELMARVA, THE	885225	
OK		Full Service	3877995	NEW DELMAR BRANCH	9550 OCEAN HIGHWAY	DELMAR	MD	21875	WICOMICO	UNITED STATES	492898	15	BANK OF DELMARVA, THE	885225	
OK		Full Service	2944359	OCEAN CITY BRANCH	12505 COASTAL HIGHWAY	OCEAN CITY	MD	21842	WORCESTER	UNITED STATES	291939	13	BANK OF DELMARVA, THE	885225	
OK		Full Service	2431699	2727 NORTH SALISBURY BRANCH	2727 NORTH SALISBURY BOULEVARD	SALISBURY	MD	21801	WICOMICO	UNITED STATES	219025	4	BANK OF DELMARVA, THE	885225	
OK		Full Service	1169070	921 EASTERN SHORE BRANCH	921 EASTERN SHORE DRIVE	SALISBURY	MD	21804	WICOMICO	UNITED STATES	219023	2	BANK OF DELMARVA, THE	885225	
OK		Full Service	886820	BEAGLIN PARK DRIVE BRANCH	241 BEAGLIN PARK DRIVE	SALISBURY	MD	21804	WICOMICO	UNITED STATES	219024	3	BANK OF DELMARVA, THE	885225	
OK		Full Service	2063876	PECAN SQUARE BRANCH	1206 NANTICOKE ROAD	SALISBURY	MD	21801	WICOMICO	UNITED STATES	219026	5	BANK OF DELMARVA, THE	885225	

Annual Report of Bank Holding Companies – FR Y-6

Report Item 3: Shareholders

Part 1:

The following persons were known by the Bank to own beneficially, directly or indirectly, more than 5% of the common stock of Delmar Bancorp.

Kenneth R. Lehman
Arlington, Virginia, USA
USA
3,260,641 shares 40%

CEDE & Company (holds certificate for shareholders in street name)
New York, NY, USA
USA
3,122,877 shares 38%

Part 2:

None

Annual Report of Bank Holding Companies – FR Y-6

Report Item 4: Directors and Officers

Wade H. Insley, III
Salisbury, MD, USA
Director of Delmar Bancorp
Director of The Bank of Delmarva
Principal Occupation: Partner in the Law Firm of Cullen, Insley, and Benson LLP

- 4a. 1%
- 4b. N/A
- 4c. 42.5% interest in the Law Firm of Cullen, Insley, & Benson LLP

Paul H. Mylander
Lewes, DE, USA
Director of Delmar Bancorp
Director of The Bank of Delmarva
Principal Occupation: Retired Chairman Delaware National Bank

- 4a. <1%
- 4b. N/A
- 4c. 50% interest in Income Property Associates of Delmarva LLC

Mark Granger
Salisbury, MD, USA
Director of Delmar Bancorp
Director of The Bank of Delmarva
Principal Occupation: Principal of Granger & Company, P.A.

- 4a. <1%
- 4b. N/A
- 4c. 100% interest in Granger & Company, P.A.
100% interest in Granger Financial Services LLC
50% interest in Sam & Max LLC

Edward M. Thomas
Salisbury, MD, USA
Director of Delmar Bancorp
Director of The Bank of Delmarva
Principal Occupation: President and Chief Executive Officer of The Bank of Delmarva

- 4a. <1%
- 4b. N/A
- 4c. N/A

Robert C. Wheatley
Seaford, DE, USA
Director of Delmar Bancorp
Director of The Bank of Delmarva
Principal Occupation: Business Development Director of The Whayland Company, Inc. and Partner of Alliance Real Estate Professionals

- 4a. <1%
- 4b. N/A
- 4c. 50% interest in The Whayland Group LLC
100% interest in KEB Properties LLC
50% interest in Our Time Properties LLC

J. Phillip Wright, Jr.
Salisbury, MD, USA
Director of Delmar Bancorp
Director of The Bank of Delmarva
Principal Occupation: Chairman of Vernon Powell Shoe Company and President of SAS Shore Footwear, Inc.

- 4a. <1%
- 4b. N/A
- 4c. 75% interest in Vernon Powell Shoe Company, Md.
95% interest in Vernon Powell Shoe Company, De.
60% interest in The Athlete, Inc.
67% interest in Head over Heels, Inc.
100% interest in SAS Shore Footwear, Inc.

Henry H. Hanna, III
Salisbury, MD, USA
Director of Delmar Bancorp
Director of The Bank of Delmarva
Principal Occupation: Senior advisor for Sperry Van Ness/Miller Commercial Real Estate

- 4a. <1%
- 4b. N/A
- 4c. 100% Princess Anne Plaza LLC
50% Northwood Business Center LLC
100% JD Hanna LLC
100% JD Twilley LLC
33.33% HTL Inc.

Jeffrey F. Turner
Chance, MD, USA
Director of Delmar Bancorp
Chairman of the Board of The Bank of Delmarva
Principal Occupation: Retired President and Chief Executive Officer of Mercantile Peninsula Bank

- 4a. <1%
- 4b. N/A
- 4c. N/A

Heidi J. A. Gilmore
Millsboro, DE USA
Director of Delmar Bancorp
Director of The Bank of Delmarva
Principal Occupation: Partner in the law firm Baird Mandalas Brockstedt LLC

- 4a. <1%
- 4b. N/A
- 4c. 25 % interest in 6 South State Street LLC

Kenneth R. Lehman
Arlington, VA USA
Director of Delmar Bancorp
Director of The Bank of Delmarva
Principal Occupation: Private investor and former banking and securities attorney

- 4a. 40%
- 4b. N/A
- 4c. 49.9% Four Oaks Fincorp, Inc.
48.1% First Capital Bancorp, Inc.
100% BVC Capital LLC
Village Bank & Trust Financial Corporation (owns preferred shares that represent more than one-third of total equity; preferred shareholders may acquire/have the right to elect two directors)

John Breda

Delmar, MD, USA

Principal Occupation: Executive Vice President and Chief Credit Officer of The Bank of Delmarva, participates in major policy-making functions of Delmar Bancorp

4a. <1%

4b. N/A

4c. N/A

Kimberly T. Thomas, CPA

Rhodesdale, MD, USA

Principal Occupation: Executive Vice President and Chief Financial Officer of The Bank of Delmarva, Vice President and Secretary of Delmar Bancorp, participates in major policy-making functions of Delmar Bancorp

4a. <1%

4b. N/A

4c. N/A