

Board of Governors of the Federal Reserve System

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MAY 5 2015



Annual Report of Holding Companies—FR Y-6

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.

I, William J Pasenelli

Name of the Holding Company Director and Official

CEO President

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.

Signature of Holding Company Director and Official
3/30/2015 5/1/15

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 2523389
C.I. _____

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

December 31, 2014

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

The Community Financial Corporation

Legal Title of Holding Company

P.O. Box 38

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

Waldorf MD 20604

City State Zip Code

3035 Leonardtown Road, Waldorf, MD 20601

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

David D Vaira SVP Treasurer

Name Title

240-427-1040

Area Code / Phone Number / Extension

301-885-1440

Area Code / FAX Number

vairad@cbtc.com

E-mail Address

N/A

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

26.

Results: A list of branches for your depository institution COMMUNITY BANK OF THE CHESAPEAKE (ID_RSSD: 697978). This depository institution is held by COMMUNITY FINANCIAL CORPORATION, THE (2523389) of WALDORF, MD. The data are as of 12/31/2014. Data reflects information that was received and processed through 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 **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)	697978	COMMUNITY BANK OF THE CHESAPEAKE	3035 LEONARDTOWN ROAD	WALDORF	MD	20601	CHARLES	UNITED STATES	43737	0	COMMUNITY BANK OF THE CHESAPEAKE	697978	
ok		Full Service	2561345	BRYANS ROAD BRANCH	8010 MATTHEWS ROAD	BRYANS ROAD	MD	20616	CHARLES	UNITED STATES	282571	103	COMMUNITY BANK OF THE CHESAPEAKE	697978	
ok		Full Service	2561381	LXINTON PARK BRANCH	22730 THREE NOTCH ROAD	CALIFORNIA	MD	20619	ST MARYS	UNITED STATES	282568	2	COMMUNITY BANK OF THE CHESAPEAKE	697978	
ok		Full Service	3045002	CHARLOTTE HALL BRANCH	30165 THREE NOTCH RD	CHARLOTTE HALL	MD	20622	ST MARYS	UNITED STATES	365256	107	COMMUNITY BANK OF THE CHESAPEAKE	697978	
ok		Full Service	2561363	DUNKIRK BRANCH	10321 SOUTHERN MARYLAND BLVD	DUNKIRK	MD	20754	CALVERT	UNITED STATES	267503	101	COMMUNITY BANK OF THE CHESAPEAKE	697978	
ok		Full Service	2561336	LA PLATA BRANCH	101 DRURY DR	LA PLATA	MD	20646	CHARLES	UNITED STATES	282570	102	COMMUNITY BANK OF THE CHESAPEAKE	697978	
ok		Full Service	2561372	LEONARDTOWN BRANCH	25395 POINT LOOKOUT ROAD	LEONARDTOWN	MD	20650	ST MARYS	UNITED STATES	282567	1	COMMUNITY BANK OF THE CHESAPEAKE	697978	
ok		Full Service	3812101	LUSBY BRANCH	11725 ROUSBY HALL ROAD	LUSBY	MD	20657	CALVERT	UNITED STATES	480076	109	COMMUNITY BANK OF THE CHESAPEAKE	697978	
ok		Full Service	3354508	PRINCE FREDERICK BRANCH	200 MARKET SQUARE DRIVE	PRINCE FREDERICK	MD	20678	CALVERT	UNITED STATES	443545	108	COMMUNITY BANK OF THE CHESAPEAKE	697978	
ok		Full Service	2685607	SAINT PATRICKS BRANCH	20 SAINT PATRICKS DR	WALDORF	MD	20603	CHARLES	UNITED STATES	282573	105	COMMUNITY BANK OF THE CHESAPEAKE	697978	
ok		Full Service	4744517	CBTC BRANCH CENTRAL PARK	1340 CENTRAL PARK BOULEVARD SUITE 106	FREDERICKSBURG	VA	22401	FREDERICKSBURG CITY	UNITED STATES	Not Required	Not Required	COMMUNITY BANK OF THE CHESAPEAKE	697978	
ok		Full Service	4478830	KING GEORGE BRANCH	16384 CONSUMER ROW	KING GEORGE	VA	22485	KING GEORGE	UNITED STATES	532150	110	COMMUNITY BANK OF THE CHESAPEAKE	697978	

100% Ownership of CBTC of TCCT I & II	100% OWNERSHIP OF COMMUNITY BANK OF TRI-COUNTY, TRI-COUNTY CAPITAL TRUST I AND II) The Community Financial Corporation Waldorf, Maryland USA State of Incorporation -Maryland		
100% Ownership CMCT	STATE OF INCORPORATION - MARYLAND Community Bank of the Chesapeake Waldorf, Maryland USA 100 % OWNERSHIP OF COMMUNITY MORTGAGE CORPORATION OF TRI-COUNTY	ORGANIZED/ESTABLISHED IN MARYLAND Tri-County Capital Trust I (TCCT I) Waldorf, Maryland USA	ORGANIZED/ESTABLISHED IN MARYLAND Tri-County Capital Trust II (TCCT II) Waldorf, Maryland USA
	STATE OF INCORPORATION - MARYLAND Community Mortgage Corporation of Tri-County (CMCT) Waldorf, Maryland USA		
Supplemental Item			
	a b c d	None None None None	

The Community Financial Corporation
December 31, 2014

REPORT ITEM 3: SECURITIES HOLDERS The Community Financial Corporation
FISCAL YEAR 12/31/2014

Current Shareholders with ownership, control or holdings of 5% or more
with power to vote as of fiscal year 12/31/2014

(1) (a) NAME AND ADDRESS	(1) (b) COUNTRY OF CITIZENSHIP OR INCORPORATION	(1) (c) Number and Percentage of Each Class of Voting Securities
Michael L. Middleton La Plata, Maryland USA	USA	255,366 - 5.63% Common Stock (Includes 32,030 in options)
Community Bank of Tri-County Employee Stock Ownership Plan Waldorf, Maryland USA	USA	234,974- 5.00% Common Stock
Basswood Capital Management, LLC New York, New York USA	USA	393,921 - 8.30% Common Stock
Banc Fund VI,VII,VIII,IX L.P. Chicago, Illinois USA	USA	259,773 - 5.50% Common Stock

Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more
with power to vote as of fiscal year 12/31/2013

(2) (a) NAME AND ADDRESS	(2) (b) COUNTRY OF CITIZENSHIP OR INCORPORATION	(2) (c) Number and Percentage of Each Class of Voting Securities
NONE		
NONE		

The Community Financial Corporation
December 31, 2014

The Community Financial Corporation
FISCAL YEAR ENDING 12/31/2014

REPORT ITEM 4: INSIDERS

with power to vote as of fiscal year 12/31/2014

(1) NAME AND ADDRESS	(2) Principal Occupation If other than with BHC	(3) (a) TITLE AND POSITION WITH BHC	(3) (b) TITLE AND POSITION WITH SUBSIDIARIES	(3) (c) TITLE AND POSITION WITH OTHER BUSINESSES	(4) (a) Percentage of Voting shares in BHC	(4) (b) Percentage of Voting shares in Subsidiaries	(4) (c) List names other companies if > 25% voting securities are held (List name of company and percentage owned)
Michael L. Middleton La Plata, MD Country USA	N/A	Chairman	Executive Chairman (Community Bank of The Chesapeake)	N/A	5.80%	None	N/A
Mary Todd Peterson Vienna, VA Country USA	President, CEO Mednarc Insurance	Director	Director (Community Bank of The Chesapeake)	President, CEO Mednarc Insurance	0.14%	None	N/A
Gregory C. Cockerham La Plata, MD Country USA	N/A	Secretary	Chief Lending Officer (Community Bank of The Chesapeake)	N/A	2.83%	None	N/A
William J. Pasenelli Silver Spring, MD Country USA	N/A	President, Chief Executive Officer/Director	President, Chief Financial Officer, Director (Community Bank of The Chesapeake)	N/A	1.02%	None	N/A
Louis P. Jenkins, Jr. La Plata, MD Country USA	Partner in law firm Jenkins Law Firm LLC	Director	Director (Community Bank of The Chesapeake)	Partner/Owner Jenkins law Firm LLC Louis P. Jenkins, P.A.	0.58%	None	Jenkins Law firm LLC 100%
Austin Joseph Slater Jr. California, MD Country USA	President and CEO Southern Maryland Electric Cooperative	Director	Director (Community Bank of The Chesapeake)	President and CEO Southern Maryland Electric Cooperative	0.59%	None	N/A
James R. Shepherd Solomons, MD Country USA	Business Development Officer Calvert County Department of Economic Development	Director	Director (Community Bank of The Chesapeake)	Business Development Officer Calvert County Department of Economic Development	0.40%	None	N/A
Joseph V. Stone Jr. Leonardtown, MD Country USA	Owner and Operator-Joe Stone Insurance Agency	Director	Director (Community Bank of The Chesapeake)	Owner and Operator-Joe Stone Insurance Agency	0.62%	None	Joe Stone Insurance Agency 100%
M. Arshed Javaid Leonardtown, MD Country USA	President, COO-Smartronix	Director	Director (Community Bank of The Chesapeake)	President, COO-Smartronix	0.07%	None	Smartronix 30%
Philip T. Goldstein Prince Frederick, MD Country USA	Owner and Operator-Philip T. Goldstein Real estate Appraisals	Director	Director (Community Bank of The Chesapeake)	Owner and Operator-Philip T. Goldstein Real estate Appraisals	0.16%	None	Philip Goldstein Real Estate Appraisals 100%