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Board of Governors of the Federal Reserve System



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.

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

Queenstown Bancorp of Maryland Inc.

Legal Title of Holding Company

P.O. Box 120

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

Queenstown MD 21658
City State Zip Code

7101 Main Street

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

James P Shaw CFO

Name Title

410 827 8881

Area Code / Phone Number / Extension

4108274343

Area Code / FAX Number

jshaw@queenstownbank.com

E-mail Address

queenstownbank.com

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

I. J. Thomas Rhodes Jr.

Name of the Holding Company Director and Official

Chief 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.

Signature of Holding Company Director and Official

03/25/2015

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

2618614

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

2. FR Y-6	
Organizational Chart	
Queenstown Bancorp of Maryland, Inc. 7101 Main Street P.O. Box 120 Queenstown, MD 21658	Queenstown Bancorp of Maryland Inc. owns 100% of the outstanding common stock of Queenstown Bank of Maryland STATE OF INCORPORATION: MARYLAND
Queenstown Bank of Maryland 7101 Main Street P.O. Box 120 Queenstown, MD 21658	STATE OF INCORPORATION: MARYLAND
3.1 FR Y-6	
a. J. Thomas Rhodes, Jr. Queenstown, MD, USA	
b. United States	
c. 72,421 Common Shares 5.75% of Common Shares Outstanding	
3.2 FR Y-6	
None	

Results: A list of branches for your depository institution: QUEENSTOWN BANK OF MARYLAND (ID_RSSD: 429021). This depository institution is held by QUEENSTOWN BANCORP OF MARYLAND, INC. (2618614) of QUEENSTOWN, 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)	429021	QUEENSTOWN BANK OF MARYLAND	7101 MAIN STREET	QUEENSTOWN	MD	21658	QUEEN ANNES	UNITED STATES	5617	0	QUEENSTOWN BANK OF MARYLAND	429021	
OK		Full Service	3283279	CENTREVILLE BRANCH	115 COURSEVALL DR	CENTREVILLE	MD	21617	QUEEN ANNES	UNITED STATES	219043	5	QUEENSTOWN BANK OF MARYLAND	429021	
OK		Full Service	250029	CHESTER BRANCH	1423 MAIN ST	CHESTER	MD	21619	QUEEN ANNES	UNITED STATES	219040	2	QUEENSTOWN BANK OF MARYLAND	429021	
OK		Full Service	4306492	CHURCH HILL BRANCH	402 MAIN STREET	CHURCH HILL	MD	21623	QUEEN ANNES	UNITED STATES	510897	8	QUEENSTOWN BANK OF MARYLAND	429021	
OK		Full Service	3283288	EASTON BRANCH	274 N WASHINGTON STREET	EASTON	MD	21601	TALBOT	UNITED STATES	358293	6	QUEENSTOWN BANK OF MARYLAND	429021	
OK		Full Service	307820	GRASONVILLE BRANCH	3701 MAIN ST	GRASONVILLE	MD	21638	QUEEN ANNES	UNITED STATES	219039	1	QUEENSTOWN BANK OF MARYLAND	429021	
OK		Full Service	3956461	RIDGELY BRANCH	204 EAST 6TH STREET SUITE A	RIDGELY	MD	21660	CAROLINE	UNITED STATES	492899	7	QUEENSTOWN BANK OF MARYLAND	429021	
OK		Full Service	2637606	BENTON'S CROSSING BRANCH	101 MAIN ST	STEVENSVILLE	MD	21666	QUEEN ANNES	UNITED STATES	219042	4	QUEENSTOWN BANK OF MARYLAND	429021	

QUEENSTOWN BANCORP OF MARYLAND, INC.

Report Item 4: Directors and Officers	Principal Occupation	Title or position with Queenstown Bancorp	Title or position with Queenstown Bank of MD	Other Entities & Ownership Percentage	Bancorp Common Stock Shares Owned	Bancorp Common Stock Percent Owned or Controlled
Wheeler R. Baker Chester, MD, USA	President, Baker's Liquors, Inc.	Bancorp - Director	Bank - Director Chairman of the Board	Baker's Liquors - 90% ABA Lands - 100% Madison Land LLC - 50%	29,586	2.35%
W. Thomas Davis, Jr. Centreville, MD, USA	Davis, Moore, Shearon & Associates, LLC	Bancorp - Director	Bank - Director	DMS Associates LLC - 40% Centreville Land Holdings LLC - 33.3%	859	0.07%
Chad Helfenbein Stevensville, MD, USA	Fellows, Helfenbein, Newnam Funeral Home	Bancorp - Director	Bank - Director	None	40	0.00%
T. Douglas Pierson Denton, MD, USA	President, Pierson Comfort Group	Bancorp - Director Vice Chairman of the Board	Bank - Director Vice Chairman of the Board	DRM LLC - 100% Pierson Comfort Group - 100%	13,982	1.11%
J. Thomas Rhodes, Jr. Queenstown, MD, USA	President & CEO Queenstown Bancorp of MD & Queenstown Bank of MD	President & CEO Bancorp-Director	President & CEO Bank-Director	Bennett's Outlet - 25%	14,707	1.17%
Tracy T. Schulz Chester, MD, USA	Fisherman's Inn & Crab Deck	Bancorp - Director	Bank - Director	Fisherman's Crab Deck - 27.5% Lee Road LLC - 100% Hunter's Ridge III, LLC - 25% Schulz Development, LLC - 25% Sandy Meadow II LLC - 100% Dream Farm, LLC - 100%	8,943	0.71%
James P. Shaw Queenstown, MD, USA	CFO Queenstown Bancorp of MD & Queenstown Bank of MD	CFO	CFO	None	2,008	0.16%
Patrick E. Thompson Queenstown, MD, USA	Attorney - Braden, Thompson & Poltrack, LLP	Bancorp - Director	Bank - Director	Braden, Thompson & Poltrack LLP - 33%	5,688	0.45%
James R. Friel, III Queenstown, MD, USA	S.E.W. Friel Vegetable Cannery Executive	Bancorp - Director	Bank - Director	None	5,232	0.42%

* 4.4.B - N/A - Queenstown Bancorp of MD, Inc. owns 100% of the outstanding common stock of Queenstown Bank of MD.