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FR Y-6  
OMB Number 7100-0297  
Approval expires December 31, 2015  
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MAR 30 2015

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.

I, G. Bradley Sanner

Name of the Holding Company Director and Official

President & CEO

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

03/20/2015

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

C.I.

2847870

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

Regal Bancorp, Inc.

Legal Title of Holding Company

11436 Cronhill Drive Unit #1

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

Owings Mills

MD

21117

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Barbara Broczkowski

EVP & CFO

Name

Title

443-334-4718

Area Code / Phone Number / Extension

410-356-9480

Area Code / FAX Number

bbroczkowski@regalbank.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

**Form FR Y6**  
**Regal Bancorp, Inc.**  
**Owings Mills, Maryland**  
**Fiscal Year Ending December 31, 2014**

Report Items

1. The BHC is not required to prepare form 10K with the SEC. The BHC does prepare an annual report for its shareholders. Two originals are enclosed.

2 (a). Organization Chart:



Supplement to Organization Chart:

- Companies reportable on the FR Y-10 and thus reportable on the FR Y6 - Not Applicable
- Additional companies reportable on the FR Y6 - Not Applicable
- Companies not reportable on the FR Y6 Organizations Chart - Not Applicable
- 5900 Erdman Inc was created for the sole purpose of holding OREO properties and not reportable on the FRY-10

2 (b). Emailed to rich.fry6@rich.frb.org 2/4/2015

3. See the attached Shareholders with 5% or more.
4. See the attached Principal Officers and Directors spreadsheet.

**Results:** A list of branches for your depository institution: REGAL BANK & TRUST (ID\_RSSD: 692478).  
 This depository institution is held by REGAL BANCORP, INC. (2847870) of OWINGS MILLS, 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) | 692478          | REGAL BANK & TRUST | 25 CROSSROADS DRIVE SUITE 10 | OWINGS MILLS | MD    | 21117    | BALTIMORE | UNITED STATES | 45204        | 0              | REGAL BANK & TRUST | 692478               |          |
| OK          |                | Full Service               | 3676639         | HUNT VALLEY BRANCH | 10620 YORK ROAD              | COCKEYSVILLE | MD    | 21030    | BALTIMORE | UNITED STATES | 463134       | 104            | REGAL BANK & TRUST | 692478               |          |
| OK          |                | Full Service               | 3283699         | WESTMINSTER BRANCH | 1046 BALTIMORE BLVD          | WESTMINSTER  | MD    | 21157    | CARROLL   | UNITED STATES | 365021       | 103            | REGAL BANK & TRUST | 692478               |          |

**Report Item 3: Shareholders**

**1. Current Shareholders with ownership control or holdings of 5% or more with power to vote as of 12/31/14**

12/31/2014 Total Outstanding Shares

443,586  
22,179

5%

| (1_a)<br>Name  | (1_a)<br>Name2   | (1_a)<br>City State | (1_b)<br>Country | # of Shares    | (1_c)<br>Consolidated<br># of Shares | (1_c)<br>% Owned |
|--|--|---------------------|------------------|----------------|--------------------------------------|------------------|
| Allan D. Housley, Trustee of the Allan D. Housley Revocable Trust  | Darlene M. Housley, Trustee                              | Chestertown, MD     | USA              | 55,601         | 55,601                               | 12.53%           |
| Robert I. Matz   |  | Denver, CO          | USA              | 23,212         |                                      |                  |
| Stephen R. Matz 12/23/98 Trust f/b/o Katie A. Matz   | c/o Robert Matz and Sanford D. Schreiber, Trustees       | Denver, CO          | USA              | 553            |                                      |                  |
| Stephen R. Matz 12/23/98 Trust f/b/o Jamie H. Matz   | c/o Robert Matz and Sanford D. Schreiber, Trustees       | Denver, CO          | USA              | 553            |                                      |                  |
| Robert I. Matz Custodian   | For David F. Matz, Minor Unif Gift Min Act               | Denver, CO          | USA              | 2,200          | 26,518                               | 5.98%            |
| Irwin R. Cohen (Deceased)  |  | Reisterstown, MD    | USA              | 42,000         | 42,000                               | 9.47%            |
| Joan B. Roth   |  | Potomac, MD         | USA              | 28,000         | 28,000                               | 6.31%            |
| Daniel J. Goldberg   | Issued as "Trustee, Daniel John Goldberg Revocable Trust | Arlington, Virginia | USA              | 51,594         | 51,594                               | 11.63%           |
| River Oaks Trust   |  | Baltimore, MD       | USA              | 3,150          |                                      |                  |
| River Oaks Trust   | c/o Joel Dackman Trustee                                 | Baltimore, MD       | USA              | 20,175         |                                      |                  |
| Joel Dackman Custodian For Melanie H. Dackman Minor  |  | Reisterstown, MD    | USA              | 175            | 23,500                               | 5.30%            |
| Trust U/W Bernard Dackman DTD 2/1/2006 Joel Dackman, William Dackman, Jay A Dackman, Ilene Alon, Joseph R. Dackman and Matthew Dackman Co-Trustees |  | Baltimore, MD       | USA              | 98,056         | 98,056                               | 22.11%           |
| CEDE & Co.   |  | New York, NY        | USA              | 23,097         | 23,097                               | 5.21%            |
|  |  |                     |                  | <b>348,366</b> | <b>348,366</b>                       |                  |

**2. Shareholders who owned more than 5% during the fiscal year not reported in item 3 (1)**

N/A

Person or Entity that held options, warrants or other securities that could have been converted into or exercised for voting securities, which, in their aggregate, and including voting securities held, would have equaled or exceeded 5%

N/A

**Regal Bancorp, Inc./Regal Bank and Trust  
Principal Officers and Directors**

**Report Item 4: Directors and Officers**

| (1)<br>Name and Address   | (2)<br>Principal Occupation<br>(if not with Bank)  | (3 a)<br>Title @<br>Holding Company  | (3 b)<br>Title @<br>Subsidiaries (Regal Bank & Trust)               | (3 c)<br>Title & position<br>with other company<br>(director, trustee, partner, or exec officer) | Number of Shares<br>Regal Bancorp, Inc<br>Common Stock | (4 a)<br>% of Shares<br>Regal Bancorp, Inc<br>Common Stock | (4 b.)<br>% of Voting Shares<br>In Subsidiaries of<br>Regal Bancorp, Inc | 4 (C)<br>25% Voting<br>in other Company(s)  |
|---|--|--|---|--|--|--|--|---|
| G. Bradley Sanner<br>Timonium, Maryland   | N/A  | President & CEO  | President & CEO<br>(Regal Bank & Trust)                             | N/A  | 6,936  | 1.56%  | None   | N/A   |
| Elliot Dackman<br>Baltimore, Maryland   | Real Estate Investor   | Director/<br>Chairman of the Board   | Director/<br>Chairman of the Board<br>(Regal Bank & Trust)          | N/A  | 1,027  | 0.23%  | None   | N/A   |
| Albert A. Kishter<br>Baltimore, Maryland  | Real Estate Investor<br>President, Crown Realty Developments                                 | Director<br>Chairman of the Board, Emeritus  | Director<br>Chairman of the Board, Emeritus<br>(Regal Bank & Trust) | N/A  | 8,701  | 1.96%  | None   | Southgate Shopping Center LLP 33 1/3%<br>Klag Reality LLP 33 1/3 %  |
| Brent Z. Baron<br>Baltimore, Maryland   | President, Allstate Leasing  | Director<br>Chairman of Audit Committee  | Director<br>Chairman of Audit Committee<br>(Regal Bank & Trust)     | N/A  | 490  | 0.11%  | None   | N/A   |
| Dr. Sheldon Leibowitz<br>Baltimore, Maryland  | Optometrist<br>Private Practice  | Director   | Director<br>(Regal Bank & Trust)                                    | N/A  | 7,000  | 1.58%  | None   | N/A   |
| Robert I. Matz<br>Denver, Colorado  | Heavy Equipment Executive/<br>Leasing/Sales<br>Chairman, M-L Holdings Inc.                   | Director<br>Chairman Executive Committee   | Director<br>Chairman Executive Committee<br>(Regal Bank & Trust)    | N/A  | 26,518   | 5.98%  | None   | M-L Holding 71.1%<br>KRJK Realty 50%<br>Power Land Company LLC 40%<br>Power Land Company LLC II 40%<br>KRJK Realty Delaware LLC 40% |
| Fred J. Lewis<br>Baltimore, Maryland  | Managing member of residential management<br>& lending business                              | Director   | Director<br>(Regal Bank & Trust)                                    | N/A  | 30   | 0.01%  | None   | N/A   |
| Jamie H. Gronning<br>Towson, MD   | N/A  | N/A  | EVP, Chief Lending Officer<br>(Regal Bank & Trust)                  | N/A  | 0  | 0.00%  | None   | N/A   |
| Barbara Broczkowski<br>Reisterstown, Maryland   | N/A  | EVP, CFO   | EVP, CFO<br>(Regal Bank & Trust)                                    | N/A  | 0  | 0.00%  | None   | N/A   |
| Daniel J. Goldberg issued as "Trustee, Daniel John<br>Goldberg Revocable Trust"<br>Arlington, VA  | Retired  | Regal Bancorp, Inc. Shareholder  | N/A   | N/A  | 51,594   | 11.63%   | None   | N/A   |
| Trust U/W Bernard Dackman DTD<br>Baltimore, Maryland<br>Co-trustees:<br>Joel Dackman<br>William Dackman<br>Jay A. Dackman<br>Heene Alon<br>Joseph R. Dackman<br>Matthew Dackman | Attorney<br>Real Estate Investor<br>No response<br>No response<br>No response<br>No response | Regal Bancorp, Inc. Shareholder<br>Regal Bancorp, Inc. Shareholder | N/A<br>N/A<br>N/A<br>N/A<br>N/A<br>N/A                              | N/A<br>N/A<br>No response<br>No response<br>No response<br>No response                           | 98,056   | 22.11%   | None   | N/A<br>N/A<br>No response<br>No response<br>No response<br>No response  |
| Allan Housley (deceased)<br>Chestertown, MD   | Retired  | Regal Bancorp, Inc. Shareholder  | N/A   | N/A  | 55,601   | 12.53%   | None   | N/A   |

**Regal Bancorp, Inc./Regal Bank and Trust  
Principal Officers and Directors**

**Report Item 4: Directors and Officers**

| (1)<br>Name and Address   | (2)<br>Principal Occupation<br>(if not with Bank)  | (3 a&b)<br>Title @<br>Bancorp and RB&T   | (3 c)<br>Title & position<br>with other company<br>(director, trustee, partner, or exec officer) | Number of Shares<br>Regal Bancorp, Inc<br>Common Stock | (4 a)<br>% of Shares<br>Regal Bancorp, Inc<br>Common Stock | (4 b.)<br>% of Voting Shares<br>In Subsidiaries of<br>Regal Bancorp, Inc | 4 (C)<br>25% Voting<br>in other Company(s)  |
|---|--|--|--|--|--|--|---|
| G. Bradley Sanner<br>Timonium, Maryland   |  | President & CEO  |  | 6,936  | 1.56%  | None   | N/A   |
| Elliot Dackman<br>Baltimore, Maryland   | Real Estate Investor   | Director/<br>Chairman of the Board   |  | 1,027  | 0.23%  | None   |   |
| Albert A. Kishter<br>Baltimore, Maryland  | Real Estate Investor<br>President, Crown Realty Developments                                 | Director<br>Chairman of the Board, Emeritus  |  | 8,701  | 1.96%  | None   | Southgate Shopping Center LLP 33 1/3%<br>Klag Realty LLP 33 1/3 %   |
| Brent Z. Baron<br>Baltimore, Maryland   | President, Allstate Leasing  | Director<br>Chairman of Audit Committee  |  | 490  | 0.11%  | None   | N/A   |
| Dr. Sheldon Leibowitz<br>Baltimore, Maryland  | Optometrist<br>Private Practice  | Director   |  | 7,000  | 1.58%  | None   | N/A   |
| Robert I. Matz<br>Denver, Colorado  | Heavy Equipment Executive/<br>Leasing/Sales<br>Chairman, M-L Holdings Inc.                   | Director<br>Chairman Executive Committee   |  | 26,518   | 5.98%  | None   | M-L Holding 71.1%<br>KRJK Realty 50%<br>Power Land Company LLC 40%<br>Power Land Company LLC II 40%<br>KRJK Realty Delaware LLC 40% |
| Fred J. Lewis<br>Baltimore, Maryland  | Managing member of residential management<br>& lending business                              | Director   |  | 30   | 0.01%  | None   |   |
| Jamie H. Gronning<br>Towson, MD   |  | EVP, Chief Lending Officer   |  | 0  | 0.00%  | None   | N/A   |
| Barbara Broczkowski<br>Reisterstown, Maryland   |  | EVP, CFO   |  | 0  | 0.00%  | None   | N/A   |
| Daniel J. Goldberg issued as "Trustee, Daniel John<br>Goldberg Revocable Trust"<br>Arlington, VA  | Retired  | Regal Bancorp, Inc. Shareholder  |  | 51,594   | 11.63%   | None   |   |
| Trust U/W Bernard Dackman DTD<br>Baltimore, Maryland<br>Co-trustees:<br>Joel Dackman<br>William Dackman<br>Jay A. Dackman<br>Ilene Alon<br>Joseph R. Dackman<br>Matthew Dackman | Attorney<br>Real Estate Investor<br>No response<br>No response<br>No response<br>No response | Regal Bancorp, Inc. Shareholder<br>Regal Bancorp, Inc. Shareholder | No response<br>No response<br>No response<br>No response   | 98,056   | 22.11%   | None   | N/A<br>N/A<br>No response<br>No response<br>No response<br>No response  |

**Regal Bancorp, Inc./Regal Bank and Trust  
Principal Officers and Directors**

**Report Item 4: Directors and Officers**

| (1)<br>Name and Address                     | (2)     | Principal<br>Occupation<br>(if not with Bank) | (3 a&b)<br>Title @<br>Bancorp and RB&T | (3 c)<br>Title & position<br>with other company<br>(director, trustee, partner, or exec officer) | Number of Shares<br>Regal Bancorp, Inc<br>Common Stock | (4 a)<br>% of Shares<br>Regal Bancorp, Inc<br>Common Stock | (4 b.)<br>% of Voting Shares<br>In Subsidiaries of<br>Regal Bancorp, Inc | 4 (C)<br>25% Voting<br>in other Company(s) |
|---|---------|---|--|--|--|--|--|--|
| Allan Housley (deceased)<br>Chestertown, MD | Retired |   | Regal Bancorp, Inc. Shareholder        |  | 55,601   | 12.53%   | None   |  |