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FRB RICHMOND

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

COPY

Board of Governors of the Federal Reserve System

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, James W. Cornelsen
Name of the Holding Company Director and Official

President and 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 3260221
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
Old Line Bancshares, Inc.
Legal Title of Holding Company

1525 Pointer Ridge Place
(Mailing Address of the Holding Company) Street / P.O. Box

Bowie	MD	20716
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Julie A. Keith	Vice President
Name	Title

301-430-2500-1158
Area Code / Phone Number / Extension

301-430-8709
Area Code / FAX Number

jkeith@oldlinebank.com
E-mail Address

www.oldlinebank.com
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."

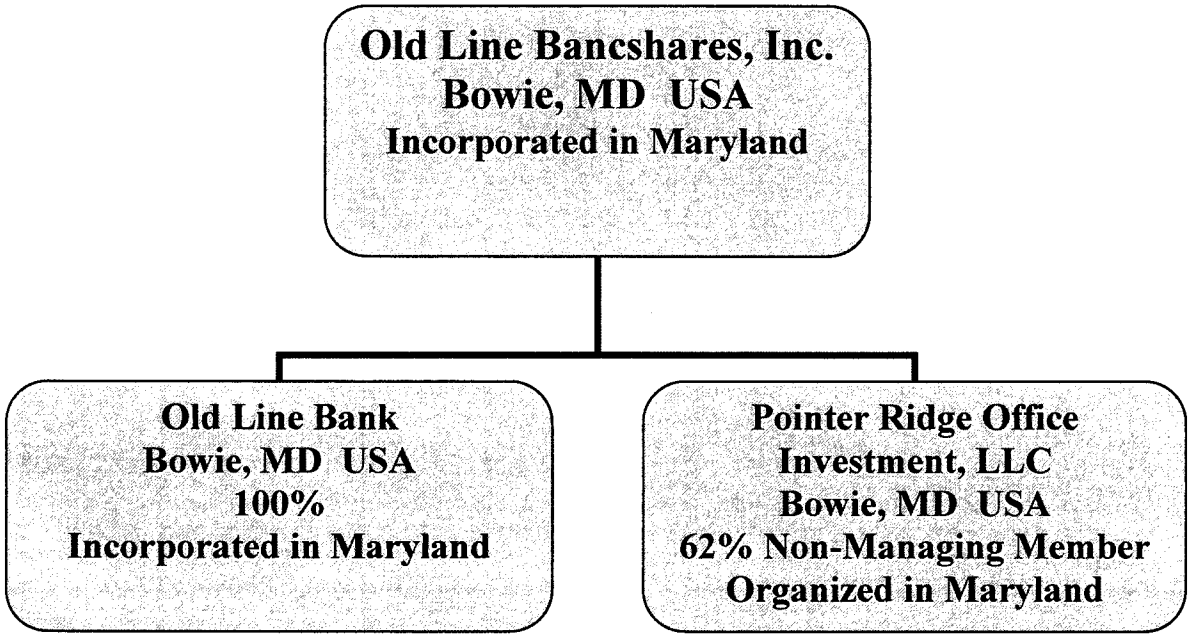
☒ No

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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

Form FR Y-6
Old Line Bancshares, Inc.
Bowie, MD
Fiscal Year Ending December 31, 2014

Item 1: Annual Report to Shareholders – The bank holding company prepares an annual report for its securities holders and is registered with the SEC. No copies are enclosed.

Item 2a: Organizational Chart



Form FR Y-6
Old Line Bancshares, Inc.
Fiscal Year Ending December 31, 2014

Item 2b: Domestic Branch Listing

Results: A list of branches for your holding company: OLD LINE BANCSHARES, INC. (3200221) of BOWIE, 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
		Full Service (Head Office)	1401387	OLD LINE BANK	1525 POINTER RIDGE PLACE	BOWIE	MD	20716	PRINCE GEORGES	UNITED STATES	40432	0	OLD LINE BANK	1401387	
		Full Service	2539036	ACCOKEEK BRANCH	15808 LIVINGSTON ROAD	ACCOKEEK	MD	20607	PRINCE GEORGES	UNITED STATES	262331	1	OLD LINE BANK	1401387	
		Full Service	3819548	ANNAPOLIS BRANCH	2530 RIVA ROAD, SUITE 100	ANNAPOLIS	MD	21401	ANNE ARUNDEL	UNITED STATES	493436	8	OLD LINE BANK	1401387	
		Full Service	353470	BOWIE MITCHELLVILLE BRANCH	4201 MITCHELLVILLE ROAD, SUITE 100	BOWIE	MD	20716	PRINCE GEORGES	UNITED STATES	45185	21	OLD LINE BANK	1401387	
		Full Service	32122	BRYANS ROAD BRANCH	7175 INDIAN HEAD HWY	BRYANS ROAD	MD	20616	CHARLES	UNITED STATES	243946	12	OLD LINE BANK	1401387	
		Full Service	36326	CALIFORNIA BRANCH	22741 THREE NOTCH ROAD	CALIFORNIA	MD	20619	ST MARYS	UNITED STATES	243950	16	OLD LINE BANK	1401387	
		Full Service	2936493	CALLAWAY POINT LOOKOUT BRANCH	20990 POINT LOOKOUT ROAD	CALLAWAY	MD	20620	ST MARYS	UNITED STATES	453353	20	OLD LINE BANK	1401387	
		Full Service	3295302	CLINTON BRANCH	7801 OLD BRANCH AVENUE	CLINTON	MD	20735	PRINCE GEORGES	UNITED STATES	419879	3	OLD LINE BANK	1401387	
		Full Service	3725779	COLLEGE PARK BRANCH	9658 BALTIMORE AVENUE SUITE 101	COLLEGE PARK	MD	20740	PRINCE GEORGES	UNITED STATES	479319	7	OLD LINE BANK	1401387	
		Full Service	3971080	CROFTON BRANCH	1641 MD ROUTE 3 NORTH, #109	CROFTON	MD	21114	ANNE ARUNDEL	UNITED STATES	493840	9	OLD LINE BANK	1401387	
Close	12/31/2014	Full Service	4154899	CROFTON CENTRE BRANCH	1669 CROFTON CTR	CROFTON	MD	21114	ANNE ARUNDEL	UNITED STATES	287825	24	OLD LINE BANK	1401387	
		Full Service	38423	FORT WASHINGTON BRANCH	12740 OLD FORT ROAD	FORT WASHINGTON	MD	20744	PRINCE GEORGES	UNITED STATES	243948	14	OLD LINE BANK	1401387	
		Full Service	3971099	FAIRWOOD BRANCH	12100 ANNAPOLIS ROAD, SUITE 1	GLENN DALE	MD	20769	PRINCE GEORGES	UNITED STATES	496419	10	OLD LINE BANK	1401387	
		Full Service	3726310	GREENBELT BRANCH	6421 IVY LANE	GREENBELT	MD	20770	PRINCE GEORGES	UNITED STATES	466476	6	OLD LINE BANK	1401387	
		Full Service	37921	LA PLATA BRANCH	101 CHARLES STREET SUITE 102	LA PLATA	MD	20646	CHARLES	UNITED STATES	243949	15	OLD LINE BANK	1401387	
Close	12/31/2014	Full Service	33727	LEXINGTON PARK BRANCH	46930 SOUTH SHANGRI LA DRIVE	LEXINGTON PARK	MD	20653	ST MARYS	UNITED STATES	12037	11	OLD LINE BANK	1401387	
		Full Service	4154929	MILLERSVILLE BRANCH	676 OLD MILL ROAD	MILLERSVILLE	MD	21108	ANNE ARUNDEL	UNITED STATES	287824	23	OLD LINE BANK	1401387	
		Full Service	4154910	ODENTON BRANCH	1161 ANNAPOLIS ROAD	ODENTON	MD	21113	ANNE ARUNDEL	UNITED STATES	287823	22	OLD LINE BANK	1401387	
		Full Service	2841917	PRINCE FREDERICK BRANCH	691 PRINCE FREDERICK BOULEVARD	PRINCE FREDERICK	MD	20678	CALVERT	UNITED STATES	243952	18	OLD LINE BANK	1401387	
Close	12/31/2014	Full Service	2624231	SOLOMONS BRANCH	80 HOLIDAY DRIVE	SOLOMONS	MD	20688	CALVERT	UNITED STATES	243951	17	OLD LINE BANK	1401387	
Close	12/31/2014	Full Service	4154880	WALDORF CC PLAZA BRANCH	3225 CRAIN HIGHWAY	WALDORF	MD	20603	CHARLES	UNITED STATES	287826	25	OLD LINE BANK	1401387	
		Full Service	3466429	WALDORF CRAIN HIGHWAY BRANCH	2995 CRAIN HIGHWAY, SUITE 100	WALDORF	MD	20601	CHARLES	UNITED STATES	455242	5	OLD LINE BANK	1401387	
		Full Service	31620	WALDORF ROUTE 5 BRANCH	3135 LEONARDTOWN ROAD	WALDORF	MD	20601	CHARLES	UNITED STATES	243947	13	OLD LINE BANK	1401387	

Form FR Y-6
Old Line Bancshares, Inc.
Fiscal Year Ending December 31, 2014

Item 3: Securities Holders

Item 3(1)(a)(b)(c): Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2014.

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities
G. Thomas Daugherty Lexington Park, MD USA	USA	545,569 - 5.05% Common Stock
		3,400 - .03% Options on Common Stock
William J. Harnett Fisher Island, FL USA	USA	1,050,937 - 9.72% Common Stock
		1,200 - .01% Options on Common Stock
Wellington Management Company, LLP Boston, MA USA	USA	687,649 - 6.36% Common Stock
Banc Funds Co. LLP Chicago, IL USA	USA	671,496 - 6.21% Common Stock
Endeavour Capital Advisors, Inc. Greenwich, CT USA	USA	763,340 - 7.06% Common Stock
FJ Capital Management, LLC McLean, VA USA	USA	587,876 - 5.44% Common Stock

Item 3(2)(a)(b)(c): Securities holders not isted in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending December 31, 2014.

(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & Percentage of Each Class of Voting Securities

Form FR Y-6
Old Line Bancshares, Inc.
Fiscal Year Ending December 31, 2014

Item 4: Insiders

(1) Name City, State, Country	(2) Principal Occupation if other than BHC	(3) Title & Position with BHC	(4) Title & Position with Subsidiaries (include name of subsidiaries)	(5) Title & Position with Other Businesses (include name of other business)	(6) Percentage of voting shares in BHC	(7) Percentage of voting shares in Subsidiaries (include names of subsidiaries)	(8) Names of other Companies if 25% or more of voting securities are held (include % of voting securities held)
Joseph E. Burnett Chesapeake Beach, MD USA	n/a	Executive Vice President	EVP/Chief Lending Officer Old Line Bank	n/a	0.92%	n/a	n/a
Craig E. Clark Fredericksburg, VA USA	Retired	Chairman of the Board	Chairman of the Board Old Line Bank	n/a	1.81%	n/a	n/a
James W. Cornelsen La Plata, MD USA	n/a	President and CEO	President and CEO Old Line Bank	Maryland Financial Bank - Director Maryland Chamber of Commerce - Director Greater Prince George's Business Roundtable - Director Greater Washington Board of Trade - Director The Foundation Schools - Director Historic Sotterley Plantation - Director American Bankers Assoc. - Community Bankers Council - Director American Bankers Assoc. Card Solutions - Director	2.67%	n/a	n/a
G. Thomas Daugherty Lexington Park, MD USA	Retired	Director	Director Old Line Bank	D & W, LLC - Managing Member Hickory Hills, Inc. - Vice President Maryland Capital Corp. - President/Director Mayjack, Inc. - President Mayjack, LLC - Managing Member Mayjack Properties, LLC - Managing Member The Daugherty, LLC - Managing Member Willows Run, LLP - Managing Member DWR, LLC - Managing Member	5.08%	n/a	D & W, LLC - 50% Hickory Hills, Inc. - 50% Maryland Capital Corp. - 50% Mayjack, Inc. - 50% Mayjack, LLC - 50% Mayjack Properties, LLC - 50% The Daugherty, LLC - 50% Willows Run, LLP - 50% DWR, LLC - 50%
James F. Dent La Plata, MD USA	Retired	Director	Director Old Line Bank	n/a	0.67%	n/a	n/a
Andre' J. Gingles Laurel, MD USA	Attorney	Director	Director Old Line Bank	Gingles, LLC - Owner TNH Foods, LLC - Owner UTC Foods, LLC - Owner The Foundation Schools - Chairman	0.48%	n/a	Gingles, LLC - 100% TNH Foods, LLC - 100% UTC Foods, LLC - 100%
Thomas H. Graham Upper Marlboro, MD USA	People Strategy & Human Resources	Director	Director Old Line Bank	Pepco Holdings, Inc. - Vice President Center for Energy Workforce Development - Chairman Maryland Chamber of Commerce - Chairman Heros, Inc. - Director Mid-Atlantic Plan Sponsors - Director Excellence in Education Foundation - Director Prince George's Co. Economic Development Corp - Director	0.03%	n/a	n/a
William J. Harnett Fisher Island, Florida, USA	Retired	Director	Director Old Line Bank	n/a	9.73%	n/a	Washington Capital Group, Inc. - 100%
Frank Lucente Singer Island, Florida USA	Land Development	Vice Chairman	Vice Chairman Old Line Bank	Lucente Enterprises, Inc. - President Chesapeake Custom Homes, LLC - Member Diamond Custom Homes, LLC - Member Fort Washington Investment Group, LLC - Member	1.39%	n/a	Lucente Enterprises, Inc. - 52% Chesapeake Custom Homes, LLC - 45% Diamond Custom Homes, LLC - 27.5%

Item 4: Insiders

(1) Name, City, State, Country	(2) Principal Occupation if other than BHC	(3)(a) Title & Position with BHC	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of voting shares in BHC	(4)(b) Percentage of voting shares in Subsidiaries (include names of subsidiaries)	(4)(c) Names of other companies if 25% or more of voting securities are held (include % of voting securities held)
Gail D. Manuel Welcome, MD USA	Owner/Operator Cemetery/Mausoleum	Director	Director Old Line Bank	Trinity Memorial Gardens & Mausoleum - Director Longwood Associates D&G Investments Friendship Pet Memorial Park LLC - Owner	0.38%	n/a	Trinity Memorial Gardens - 33% Longwood Associates - 25% D&G Investments - 50% Friendship Pet Memorial Park LLC - 100%
Carla Hargrove McGill Annapolis, MD USA	General Contractor	Director	Director Old Line Bank	Hargrove Acquisition, Inc. - President The Foundation Schools - Director	0.07%	n/a	Hargrove Acquisition, Inc. - 51%
M. John Miller Crownsville, MD USA	n/a	Executive Vice President	EVP/Chief Credit Officer Old Line Bank	n/a	0.02%	n/a	n/a
Gregory S. Proctor, Jr. Upper Marlboro, MD USA	Consultant	Director	Director Old Line Bank	G.S. Proctor & Associates, Inc. - President & CEO Proctor Group, LLC – Managing Member Proctor Group Two, LLC -Managing Member Proctor Landscaping and Masonry, LLC – Member Brandywine Builders, LLC - Member Ashbox, LLC – Member Greater Prince George's Business Roundtable - Director Greater Washington Board of Trade - Director The Foundation Schools - Director Historic Sotterley, Inc. - Board of Trustees Prince George's Co. Parks & Recreation Foundation - Director Junior Achievement of Greater Washington - Director United Way of the National Capital Area - Director Bowie State University - Board of Visitors Prince George's Community College Foundation - Director College of Southern Md. Foundation-Executive Committee Member	0.43%	n/a	G.S. Proctor & Associates, Inc. - 100% Proctor Group, LLC – 100% Proctor Group Two - 100% Proctor Landscape and Masonry – 40% Ashbox, LLC – 50%
Jeffrey A. Rivest Columbia, MD USA	Executive	Director	Director Old Line Bank	University of Maryland Medical Center - President & CEO	0.15%	n/a	n/a
Mark A. Semanie Bel Air, MD USA	n/a	Executive Vice President	EVP/Chief Operating Officer Old Line Bank	n/a	0.10%	n/a	n/a
Suhas R. Shah Marriottsville, MD USA	CPA	Director	Director Old Line Bank	Source One Business Services, LLC - Principal Regan Schickner Shah Harper LLC - Principal	0.28%	n/a	Source One Business Services, LLC - 33.33% Regan Schickner Shah Harper LLC - 33.33%
John M. Suit, II Annapolis, MD USA	Retired	Director	Director Old Line Bank	n/a	0.47%	n/a	n/a
Frank E. Taylor Leonardtown, MD USA	Propane Gas Distributor	Director	Director Old Line Bank	Taylor Gas Company, Inc. - President FF&B, LLC - Managing Partner	0.13%	n/a	Taylor Gas Company, Inc. - 51% FF&B, LLC - 50%