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FR Y-6
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Approval expires December 31, 2015
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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)

1. KENNETH L. ENSOR

Name of the Holding Company Director and Official

SENIOR VICE PRESIDENT

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

HOPKINS BANCORP, INC

Legal Title of Holding Company

134 S. EATON STREET

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

BALTIMORE

MD

21224

City

State

Zip Code

NA

Physical Location (if different from mailing address)

I 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.

Person to whom questions about this report should be directed:

KENNETH L. ENSOR SENIOR VP

Name

Title

410-675-2828

Area Code / Phone Number / Extension

410-675-1561

Area Code / FAX Number

KENSOR@HOPKINSFSB.COM

E-mail Address

WWW.HOPKINSFSB.COM

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

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.

Kenneth L. Ensor

Signature of Holding Company Director and Official

3/27/15

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

3917024

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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

CANASI C, LLC
Legal Title of Subsidiary Holding Company

134 S. EATON STREET
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

BALTIMORE MD 21224
City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

CANASI IV, LLC
Legal Title of Subsidiary Holding Company

134 S. EATON STREET
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

BALTIMORE MD 21224
City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

CANASI S, LLC
Legal Title of Subsidiary Holding Company

134 S. EATON STREET
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

BALTIMORE MD 21224
City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Hopkins Bancorp, Inc.
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Item 2A
Organization Chart
12/31/2014

Tier 1	Tier 2	Tier 3	Tier 3
<p>CANASI C, LLC</p> <p>Baltimore, MD 21208</p> <p>Incorporated in Maryland</p> <p>20% ownership of HBI</p>	<p>Hopkins Bancorp, Inc.</p> <p>Baltimore, Maryland</p> <p>Incorporated in Maryland</p> <p>100 % ownership of: Hopkins Federal Savings Bank HPI, LLC</p>	<p>HPI, LLC</p> <p>Limited Partner Managing Partner Baltimore, MD 21208 Incorporated in Maryland</p> <p>Hopkins Federal Savings Bank</p> <p>Baltimore, Maryland</p> <p>Incorporated in Maryland</p> <p>100 % ownership of: Hopkins Financial Corporation Hopkins Properties, Inc. Encore Mortgage, Inc Fedhop, LLC HBTL, LLC</p> <p>51% ownership of: iReverse Home Loans, LLC</p>	<p>Hopkins Financial Corporation</p> <p>Baltimore, Maryland Incorporated in Maryland</p> <p>Hopkins Properties, Inc.</p> <p>Baltimore, Maryland Incorporated in Maryland</p> <p>Encore Mortgage, Inc</p> <p>Baltimore, Maryland Incorporated in Maryland</p> <p>Fedhop, LLC</p> <p>Baltimore, Maryland Managing member Incorporated in Maryland</p> <p>HBTL, LLC</p> <p>Baltimore, Maryland Managing member Incorporated in Maryland</p> <p>iReverse Home Loans, LLC</p> <p>Limited Partner Non-managing Partner Carlsbad, California Incorporated in Maryland</p>
<p>CANASI N, LLC</p> <p>Baltimore, MD 21208</p> <p>Incorporated in Maryland</p> <p>20% ownership of HBI</p>			
<p>CANASI S, LLC</p> <p>Baltimore, MD 21208</p> <p>Incorporated in Maryland</p> <p>17% ownership of HBI</p>			

Hopkins Bancorp, Inc

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Item 2b

12/31/2014

Branch Locations

Main Office - Highlandtown

134 S. Eaton Street

Baltimore, Maryland 21224

USA

Full service

Branch - Pikesville

1726 Reisterstown Road, Siute 100

Baltimore, Maryland 21208

USA

Full service

Hopkins Bancorp, Inc
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Item 3
Securities Owner
Year End 12/31/2014

CANASI C, LLC

Baltimore, Maryland
Single Member LLC
Member is a citizen of USA
48,214 shares
19.96%

CANASI N, LLC

Baltimore, Maryland
Single Member LLC
Member is a citizen of USA
48,213 shares
19.96%

CANASI S, LLC

Baltimore, Maryland
Single Member LLC
Member is a citizen of USA
40,967 shares
16.96%

Alvin & Lois Lapidus

Baltimore, Maryland
Both are a citizen of USA
84,173 shares
34.85%

The single members of each CANASI entity are daughters of Alvin and Lois Lapidus

Hopkins Bancorp, Inc
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Item 4
Insiders
12/31/2014

Hopkins Bancorp, Inc.

Name, City, State, Country	Occpation, if other than with Holding Company	Title & Position with Holding Company	Title & Position with Subs	Title & Position with other businesses	Percentage of Voting Shares in Holding Company	List of names of Other Companies
Alvin Lapidus Sunny Isles, FL, USA	N/A	Chairman	Chairman	Owner, partner	34.85%	See attached list
Caryn Corenblum Birmingham, AL, USA	Professional Certified Coach	Director	None	None	19.96%	None
Nancy Oring Baltimore, MD, USA	Vice President	Director	None	None	19.96%	None
Simone Cohen Baltimore, MD, USA	Psychiatrist	Director	None	None	16.96%	None
W Benton Knight York PA, USA	N/A	N/A	Director	None	None	None
Richard Azreal Lutherville, MD, USA	Builder	Director	Director	Owner, partner	None	See attached list
Basil Taibel Dania Beach, FL, USA	Retired	Director	Director	Owner, partner	None	See attached list
Michael Shomper Great Falls, VA, USA	N/A	N/A	President	None	None	None
Richard Alter Columbia, MD, USA	Builder	Director	Director	Owner, partner	None	See attached list
Steven Corenblum Birmingham, AL, USA	Attorney	N/A	Director	Attorney	None	None
Catherine Dilley Baltimore, MD, USA	N/A	Senior Vice President	Senior Vice President	N/A	None	None
Kenneth Ensor Forest Hill, MD, USA	N/A	Senior Vice President	Senior Vice President	N/A	None	None
Melissa Strohman Baltimore, MD, USA	N/A	Senior Vice President	Senior Vice President	N/A	None	None

Hopkins Bancorp, Inc
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Item 4
Insiders
12/31/2014

CANASI S, LLC

Simone Cohen
Member
Owns 100% of this entity
Director of Hopkins Bancorp, Inc.
Holds no title in Hopkins Bancorp, Inc.

Alvin Lapidus

Director of Hopkins Bancorp, Inc.
Alvin Lapidus & his wife own 34.85 % of Hopkins Bancorp, Inc
Director of Hopkins Federal Savings Bank

Richard Alter

Director of Hopkins Bancorp, Inc.
President of Manekin Corporation

Richard Azreal

Director of Hopkins Bancorp, Inc.
Retired homebuilder

Basil Taibel

Director of Hopkins Bancorp, Inc.
Retired partner of a CPA firm

Kenneth L. Ensor

Director of Hopkins Bancorp, Inc.
Senior Vice President of Hopkins Federal Savings Bank

Richard Azrael Entities

Ridgebrook One, LLC	40%
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Richard Azrael Family Investments, LLC

AAK, LLC	25%
AAK II, LLC	25%
AAK III, LLC	25%
Crestpointe III, LLC	25%
AAK Snowden, LLC	25%
AAK Dobbin, LLC	25%
AAK Einstein, LLC	25%
AAK Lee Deforest, LLC	25%
AAK Frederick, LLC	25%
AAK Eastridge, LLC	25%

Miriam Azrael Family Trust

AAK Frederick II, LLC	25%
AAK Frederick III, LLC	25%
AAK Westview South I, LLC	25%
AAK Westview South II, LLC	25%

Chateau Builders Entities

A & A Builders, Inc.	50%
Azrael Glasser, Inc.	50%
Chateau Builders of Maryland, Inc.	100%
Stonegate Utilities, LLC	50%

Hopkins Bancorp, Inc

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Insiders

12/31/2014

CANASI C, LLC

Caryn Corenblum

Member

Owns 100% of this entity

Director of Hopkins Bancorp, Inc.

Holds no title in Hopkins Bancorp, Inc.

Hopkins Bancorp, Inc

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Insiders

12/31/2014

CANASI S, LLC

Simone Cohen

Member

Owns 100% of this entity

Director of Hopkins Bancorp, Inc.

Holds no title in Hopkins Bancorp, Inc.

Hopkins Bancorp, Inc

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Item 4

Insiders

12/31/2014

CANASI C, LLC

Caryn Corenblum

Member

Owns 100% of this entity

Director of Hopkins Bancorp, Inc.

Holds no title in Hopkins Bancorp, Inc.

Hopkins Bancorp, Inc
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Insiders
12/31/2014

CANASI N, LLC

Nancy Oring

Member

Owns 100% of this entity

Director of Hopkins Bancorp, Inc.

Holds no title in Hopkins Bancorp, Inc.

Hopkins Bancorp, Inc

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Insiders

12/31/2014

CANASI N, LLC

Nancy Oring

Member

Owns 100% of this entity

Director of Hopkins Bancorp, Inc.

Holds no title in Hopkins Bancorp, Inc.

Hopkins Federal Savings Bank
Management & Board Supervision
34 Affiliate Relationships

Alvin Lapidus

Hilton Title Company – 100%
CGL ,LLC – 1/3
Alvin Lapidus, PA – 100%
Fred Blico, LLC – 25%
Tred Avon, LLC – 1/3
Lapidus Investments, LLLP – 85&

Richard Alter

Bulle Rock
Chillum
HSC Development
Manekin Columbia
Manekin Corp
Mattawoman Lot 5
MIA2
MIA3
MIA5
MIA6
MIA7
MRU2
RA&RM
RA&DM
RA&FM
Snowden Square
Snowden Square 2
Subtrades
Manekin LLC

Basil Taibel

Peak Financial Services, LLC – 100%