Annual Report of Holding Companies—FR-Y-6
Board of Governors of the Federal Reserve System
June 30, 2014
FR-Y-6

Page 1 of 7
Approved effective December 31, 2015
OMB Number: 7000-0247

March 31, 2014
Dear Mr. / Ms. [Director or President of the Holding Company]:

The Board of Governors of the Federal Reserve System requires that reports of this type be filed, in accordance with the provisions of sections 14(b), 14(c), 14(e), and 14(f) of the Federal Reserve Act (12 U.S.C. 362(b), 362(c), 362(e), and 362(f)) and regulations issued thereunder. The report should cover the information required for the fiscal years ended June 30, 2014, and December 31, 2013, and the period between.

The report should be directed to the Board of Governors of the Federal Reserve System, c/o the Reserve Bank, [City, State, and Zip Code (Use 5-digit ZIP)] on or before June 30, 2014. The report should be signed by the President of the Holding Company and is to be accompanied by a letter stating that the report is true and complete to the best of the officer’s knowledge and belief.

NOTE: The Annual Report of Holding Companies must be signed by an officer of the Holding Company who is a director of the Holding Company, as such, to whom the manager of the Holding Company is responsible. Any person signing the report must be an officer of the Holding Company, as such, to whom the manager of the Holding Company is responsible.

[Handwritten signature]
John W. Jones, Jr.
President and Director
[Name of Holding Company]

[Handwritten Address]

[Handwritten Any Other Information]

[Handwritten any other notes or signatures]
2c: Fiscal Year Ending March 31, 2014
Baltimore, Maryland
Banks of the Chesapeake, M.H.C.
Form FR-Y-6
Results: A list of branches for your depository institution: CHESAPEAKE BANK OF MARYLAND (ID: RSSD: 204077).
This depository institution is held by BANKS OF THE CHESAPEAKE, INC (2832160) of PARKVILLE, MD.
The data are as of 07/24/2014. Data reflects information that was received and processed through 04/07/2014.

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 date of closure 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-99 reporting requirements, you must also submit FR Y-99 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.
The FR Y-99 report must be submitted in a hardcopy format or via the FR Y-99 Online application: https://yt99online.federalreserve.gov.

* FDIC UINNUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip</th>
<th>County</th>
<th>Country</th>
<th>FDIC</th>
<th>Office</th>
<th>Head Office</th>
<th>Head Office</th>
<th>Comment</th>
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</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>07/24/2014</td>
<td>204077</td>
<td>CHESAPEAKE BANK OF MARYLAND</td>
<td>2001 EAST KOPPA ROAD</td>
<td>PARKVILLE</td>
<td>MD</td>
<td>21234</td>
<td>BALTIMORE</td>
<td>UNITED</td>
<td>41538</td>
<td>00000000</td>
<td>CHESAPEAKE BANK OF MARYLAND</td>
<td>204077</td>
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<tr>
<td>OK</td>
<td>Full Service</td>
<td>07/24/2014</td>
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<td>BALTIMORE</td>
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<td>41538</td>
<td>00000000</td>
<td>CHESAPEAKE BANK OF MARYLAND</td>
<td>204077</td>
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<td>Item</td>
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<td>1(a)</td>
<td>Number and Percentage of each class of voting stock held by each major security holder, with power to vote or direct voting of shares</td>
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<tr>
<td>1(b)</td>
<td>Name, city, state, country of each major security holder</td>
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<td>2(a)</td>
<td>Number and Percentage of each class of voting stock held by each major security holder, with power to vote or direct voting of shares</td>
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<tr>
<td>2(b)</td>
<td>Name, city, state, country of each major security holder</td>
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Fiscal Year Ending March 31, 2014

Banks of the Chesapeake, M.H.C.

Form FR-Y-6
<table>
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<td>N/A</td>
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</tbody>
</table>

**Report Item 4: Insiders**

Fiscal Year Ending March 31, 2014

Banks of the Chesapeake, M.H.C.

FORM 4-R-6
<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Company</th>
<th>Subsidiary or Other Business</th>
<th>Who Has</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>William R.</td>
<td>Director</td>
<td>Commercial Service Corp.</td>
<td>Maryland Bank of Chesapeake (COO)</td>
<td>Director and Secretary</td>
<td>N/A</td>
</tr>
<tr>
<td>Benn Smith, MD</td>
<td>Executive Vice President</td>
<td>Commercial Service Corp.</td>
<td>Maryland Bank of Chesapeake</td>
<td>Executive Vice President</td>
<td>N/A</td>
</tr>
<tr>
<td>James T. Nicholson</td>
<td>President</td>
<td>Commercial Service Corp.</td>
<td>Maryland Bank of Chesapeake</td>
<td>President</td>
<td>N/A</td>
</tr>
<tr>
<td>William J. Wilson</td>
<td>President</td>
<td>Commercial Service Corp.</td>
<td>Maryland Bank of Chesapeake</td>
<td>President and Director</td>
<td>N/A</td>
</tr>
<tr>
<td>William J. Wilson</td>
<td>President</td>
<td>Commercial Service Corp.</td>
<td>Maryland Bank of Chesapeake</td>
<td>President and Director</td>
<td>N/A</td>
</tr>
<tr>
<td>William J. Wilson</td>
<td>President</td>
<td>Commercial Service Corp.</td>
<td>Maryland Bank of Chesapeake</td>
<td>President and Director</td>
<td>N/A</td>
</tr>
</tbody>
</table>

Fiscal Year Ending March 31, 2014
Banks of the Chesapeake, M.H.C.
Form FR-Y-6