

MAR 14 2016

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, 2015**

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, Glenn L. Wilson

Name of the Holding Company Director and Official

Director, President, and CEO

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Chesapeake Bancorp Employee Stock Ownership Plan *(with 401(k) Provisions)*

Legal Title of Holding Company

245 High Street

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

Chestertown

MD

21620

City

State

Zip Code

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.

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

M. Patricia Stanley

SVP & CFO

Name

Title

410-778-1600

Area Code / Phone Number / Extension

410-778-1094

Area Code / FAX Number

pstanley@chesapeakestrust.com

E-mail Address

N/A

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

Signature of Holding Company Director and Official

03/10/2015

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 2857758  
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.

Chesapeake Bancorp Employee Stock Ownership Plan with

Legal Title of Subsidiary Holding Company 401(K) PROVISIONS

245 High Street

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

Chestertown MD 21620  
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)

Chesapeake Bancorp

Legal Title of Subsidiary Holding Company

245 High Street

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

Chestertown MD 21620  
City State Zip Code

Physical Location (if different from mailing address)

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

City State Zip Code

Physical Location (if different from mailing address)

# Form FR Y-6

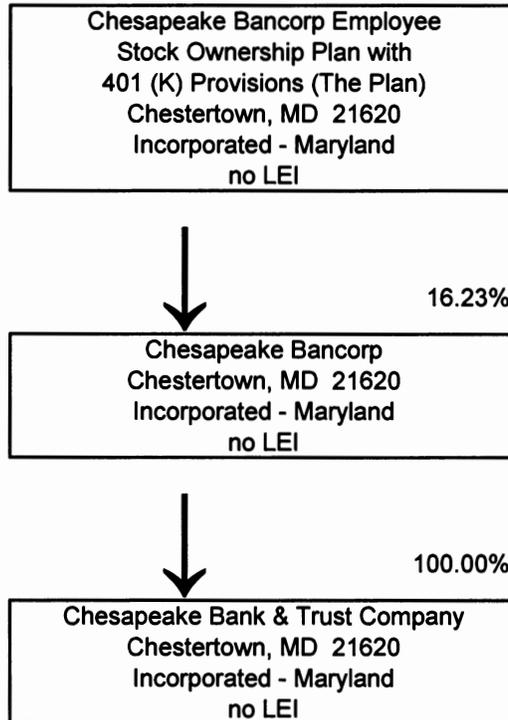
Chesapeake Bancorp Employee Stock Ownership Plan with 401 (K) Provisions (The Plan)  
Chestertown, MD 21620  
FISCAL YEAR ENDING DECEMBER 31, 2015

Report Item 1

- a The BHC is not required to prepare form 10K with the SEC.
- b Chesapeake Bancorp Employee Stock Ownership Plan with 401 (K) Provisions does not prepare an annual report for its shareholders. Chesapeake Bancorp does prepare an annual report for its shareholders. Three copies of the annual report are enclosed.

Report Item 2

- a Organizational Chart



The answer to all supplemental questions to the organizational chart is "None".

Report Item 2

- b Schedule Attached and Submitted Early Via E-mail

**Results:** A list of branches for your depository institution: CHESAPEAKE BANK & TRUST COMPANY (ID\_RSSD: 304520). This depository institution is held by CHESAPEAKE BANCORP EMPLOYEE STOCK OWNERSHIP PLAN WITH 401(K) PROVISIONS (2857758) of CHESTERTOWN, MD. The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

**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)	304520	CHESAPEAKE BANK & TRUST COMPANY	245 HIGH STREET	CHESTERTOWN	MD	21620	KENT	UNITED STATES	36091	0	CHESAPEAKE BANK & TRUST COMPANY	304520	
OK		Limited Service	306627	CHESTERTOWN DRIVE-IN BRANCH	301 MORGNEC ROAD	CHESTERTOWN	MD	21620	KENT	UNITED STATES	204397	3	CHESAPEAKE BANK & TRUST COMPANY	304520	

**Report Item 3: Shareholders**  
**1a, 1b, 1c, 2a, 2b, 2c**

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of December 31, 2015

<b>1a</b>	<b>1b</b>	<b>1c</b>
Name & Address (City, State, Country)	Country of Citizenship or Incorporation	Number and Percentage of Each Class Voting Securities

**Chesapeake Bancorp  
Employee Stock Ownership  
Plan with 401 (K) Provisions**

Richard L. Coffman Chestertown, MD USA	USA	32,113 - 52.06% of the Plan Trustee of the Plan
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Michael Macielag Chestertown, MD USA	USA	0 - 0.00% of the Plan Trustee of the Plan
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**Chesapeake Bancorp**

Richard L. Coffman Chestertown, MD USA	USA	3,800 - 1.00% Common Stock 32,113 - 8.45% Common Stock Beneficially Owned within ESOP with 401 (K) Provisions with Right to Vote
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Michael Macielag West Palm Beach, FL USA	USA	132,716 - 34.92% Common Stock
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Michael M. Messix Chestertown, MD USA	USA	20,780 - 5.47% Common Stock
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Betty Brown Casey Trust Rockville, MD USA	USA	23,708 - 6.24% Common Stock
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Chesapeake Bancorp Employee Stock Ownership Plan with 401(k) Provisions Chestertown, MD USA	USA	61,679 - 16.23% Common Stock
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<b>2a</b>	<b>2b</b>	<b>2c</b>
Name & Address (City, State, Country)	Country of Citizenship or Incorporation	Number and Percentage of Each Class Voting Securities

**Chesapeake Bancorp  
Employee Stock Ownership  
Plan with 401 (K) Provisions**

R. Franklin Dulin Chestertown, MD USA	USA	16,514 - 26.77% of the Plan Trustee of the Plan
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**Chesapeake Bancorp**

James M. Anthony Chestertown, MD USA	USA	1,983 - 0.52% Common Stock 14,069 - 3.70% Common Stock Beneficially Owned within ESOP with 401 (K) Provisions with Right to Vote
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Report Item 4: Directors and Officers  
1,2,3,a,b,c and 4,a,b,c as of 12/31/15

**Chesapeake Bancorp Employee Stock Ownership Plan with 401 (K) Provisions**

1 Name & Address (City, State, Country)	2 Principal Occupation if other than with Bank Holding Company	3a Title & Position with Bank Holding Company	3b Title & Position with Subsidiaries (include names)	3c Title & Position with other businesses (include names)	4a Percentage of Voting shares in Bank Holding Company	4b Percentage of voting shares in Subsidiaries (include Names)	4c List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Richard L. Coffman Chestertown, MD USA	Trustee	Director	Director	N/A	Owned 52.06%	<b>Chesapeake Bancorp</b> Owned 1.00% Beneficially Owned 8.45%	N/A
Glenn L. Wilson Chestertown, MD USA	N/A	President & CEO Director	President & CEO Director		Owned 0.00%	<b>Chesapeake Bancorp</b> Owned 0.26%	N/A
Mary Patricia Stanley Havre de Grace, MD USA	N/A	SVP / CFO	SVP / CFO	N/A	Owned 0.10%	Beneficially Owned 0.00%	N/A
Michael Macielag West Palm Beach, FL USA	Trustee	Director Chairman	Director Chairman	N/A	Owned 0.00%	<b>Chesapeake Bancorp</b> Owned 34.92%	N/A

**Chesapeake Bancorp**

1 Name & Address (City, State, Country)	2 Principal Occupation if other than with Bank Holding Company	3a Title & Position with Bank Holding Company	3b Title & Position with Subsidiaries (include names)	3c Title & Position with other businesses (include names)	4a Percentage of Voting shares in Bank Holding Company	4b Percentage of voting shares in Subsidiaries (include Names)	4c List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
William R. Kirk, Jr. Chestertown, MD USA	Retired	Director Chairman	Director Chairman	Retired Hospital Admin.	2.03%	N/A	N/A
Michael Macielag Chestertown, MD USA	Trustee	Director	Director	Retired CEO of Bank	Owned 34.92%	N/A	N/A
Ernest W. Strong Rock Hall, MD USA	Business Owner	Director	Director	President Rock Hall Lumber Co.	1.05%	N/A	Chestertown Lumber, Inc. 100% Ernest W. Strong, Inc. 100% Edes Farm, LLC 50%
Michael M. Messix Chestertown, MD USA	Retired	Director	Director Vice President, Bank	N/A	5.47%	N/A	N/A
Richard L. Coffman Chestertown, MD USA	Trustee	Director	Director	N/A	Owned 1.00% Beneficially Owned 8.45%	<b>Chesapeake Bancorp ESOP</b> Owned 52.06%	N/A
Robert D. Willard Chestertown, MD USA	Business Owner	Director	Director	President Willard Agri-Service of Lynch	3.06%	N/A	Willard Agr-Service of Lynch, Inc. 60% Willard Agri-Service, Inc. 37.5% Willard Agri-Service of Frederick, Inc. 40% Willard Agri-Service of Mt. Airy, Inc. 50% Willard Agri-Service of Greenwood, LLC 50% Synatek, LLC 25% Enterprise, LLC 45%
Glenn L. Wilson Chestertown MD USA	N/A	CEO President Director	CEO President Director	N/A	0.26%	N/A	N/A
Raymond Tarrach Chestertown, MD USA	Retired	Director	Director	N/A	0.00%	0.00%	N/A
Chesapeake Bancorp Employee Stock Ownership Plan with 401(k) Provisions Chestertown, MD USA	N/A	N/A	N/A	N/A	16.23%	N/A	N/A