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)); Section 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.

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 officer of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior officer and is also a director, the chairman of the board must sign the report.

I, William J. Bocek, Jr.
Name of the Holding Company Director and Official

Director and President
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 conformity 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

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

RSD ID 3834960

Date of Report (top-tier holding company’s fiscal year-end):

March 31, 2016

Month / Day / Year

N/A

Reporters Legal Entity Identifier (LEI) (20 Character LEI Code)

Person to whom questions about this report should be directed:

Robert K. Bloodsworth, Jr., Treasurer

Name

Title

410-665-7600 3040

Area Code / Phone Number / Extension

410-665-8538

Area Code / FAX Number

rob.bloodsworth@chesapeakebank.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:

☐ No

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.”

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, 25th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2015
Report Item:

1: The savings and loan holding company is a mutual holding company and, as such, does not prepare an annual report and is not registered with the SEC. Two copies of the annual independent audit are enclosed.

2a: Organizational Chart

2b: The Domestic Branch Listing was submitted via email on June 24, 2016.
Results: A list of branches for your depository institution: CHESAPEAKE BANK OF MARYLAND (ID_RSSD: 204077).

The data are as of 03/15/2016. Data reflects information that was received and processed through 04/05/2016.

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.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action 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://yl0online.federalreserve.gov.

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

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>Country</th>
<th>FDIC UNI NUM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID_RSSD</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Branch Service Type</td>
<td>204077</td>
<td>CHESAPEAKE BANK OF MARYLAND</td>
<td>2001 EAST JOPPA ROAD</td>
<td>PARKVILLE</td>
<td>MD</td>
<td>21124</td>
<td>BALTIMORE</td>
<td>UNITED STATES</td>
<td>41544</td>
<td>100</td>
<td>CHESAPEAKE BANK OF MARYLAND</td>
<td>204077</td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>204077</td>
<td>Full Service</td>
<td>ARBY AIR BRANCH</td>
<td>BALTIMORE AIR</td>
<td>BALTIMORE</td>
<td>MD</td>
<td>21127</td>
<td>BALTIMORE</td>
<td>UNITED STATES</td>
<td>41544</td>
<td>107</td>
<td>CHESAPEAKE BANK OF MARYLAND</td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>204077</td>
<td>Full Service</td>
<td>ARBY AIR SOUTH PARKWAY 1A</td>
<td>BEL AIR</td>
<td>MD</td>
<td>21215</td>
<td>HENBALC</td>
<td>UNITED STATES</td>
<td>41544</td>
<td>102</td>
<td>CHESAPEAKE BANK OF MARYLAND</td>
<td>204077</td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>204077</td>
<td>Full Service</td>
<td>PASADENA BRANCH</td>
<td>1829 MOUNTAIN ROAD</td>
<td>PASADENA</td>
<td>MD</td>
<td>21127</td>
<td>ANNIE AIRWORE</td>
<td>UNITED STATES</td>
<td>73000</td>
<td>100</td>
<td>CHESAPEAKE BANK OF MARYLAND</td>
</tr>
</tbody>
</table>
Report Item 3: Securities Holders

<table>
<thead>
<tr>
<th>Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 3/31/2016</th>
<th>Securities holders not listed 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 3/31/2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)(a) Name, City, State, Country – N/A (Mutual Holding Company)</td>
<td>(2)(a) Name, City, State, Country – N/A (Mutual Holding Company)</td>
</tr>
<tr>
<td>(1)(b) Country or Citizenship of Incorporation – N/A (Mutual Holding Company)</td>
<td>(2)(b) Country or Citizenship of Incorporation – N/A (Mutual Holding Company)</td>
</tr>
<tr>
<td>(1)(c) Number and Percentage of Each Class of Voting Securities – N/A (Mutual Holding Company)</td>
<td>(2)(c) Number and Percentage of Each Class of Voting Securities – N/A (Mutual Holding Company)</td>
</tr>
</tbody>
</table>
Form FR Y-6
Banks of the Chesapeake, M.H.C.
Fiscal Year Ending March 31, 2016

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

<table>
<thead>
<tr>
<th>(1) Name</th>
<th>(2) Principal Occupation if other than with Holding Company</th>
<th>(3)(a) Title and Position with Holding Company</th>
<th>(3)(b) Title and Position with Subsidiaries</th>
<th>(3)(c) Title and Position with Other Businesses</th>
<th>(4)(a) Percentage of Voting Shares in Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries</th>
<th>(4)(c) List Names of Other Companies if 25% or more of Voting Securities are Held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Robert K. Bloodsworth, Jr.</td>
<td>Senior Vice President (SVP) and Chief Financial Officer (CFO) - Chesapeake Bank of Maryland</td>
<td>Treasurer</td>
<td>SVP and CFO - Chesapeake Bank of Maryland, Treasurer - Superior Service Corp.</td>
<td>N/A</td>
<td>N/A - 0%</td>
<td>N/A - 0%</td>
<td>N/A</td>
</tr>
<tr>
<td>William J. Bocek, Jr.</td>
<td>President and Chief Executive Officer (CEO) - Chesapeake Bank of Maryland</td>
<td>Director</td>
<td>Chairman of the Board, President, and CEO - Chesapeake Bank of Maryland. Chairman of the Board, Director, and President - Superior Service Corp.</td>
<td>N/A</td>
<td>N/A - 0%</td>
<td>N/A - 0%</td>
<td>N/A</td>
</tr>
<tr>
<td>Francis X. Bossie, Jr.</td>
<td>Retired - Former Executive Vice President - Northstar Mortgage, LLC</td>
<td>Chairman of the Board and Director</td>
<td>Director - Chesapeake Bank of Maryland. Director - Superior Service Corp.</td>
<td>N/A - Retired</td>
<td>N/A - 0%</td>
<td>N/A - 0%</td>
<td>N/A</td>
</tr>
<tr>
<td>Glenn C. Ercole</td>
<td>Commercial Real Estate Finance - Principal - Mackenzie Capital</td>
<td>Director</td>
<td>Director - Chesapeake Bank of Maryland. Director - Superior Service Corp.</td>
<td>Principal - Mackenzie Capital</td>
<td>N/A - 0%</td>
<td>N/A - 0%</td>
<td>N/A</td>
</tr>
</tbody>
</table>
### Form FR Y-6

**Banks of the Chesapeake, M.H.C.**

**Fiscal Year Ending March 31, 2016**

<table>
<thead>
<tr>
<th>(1) Name</th>
<th>(2) Principal Occupation if other than with Holding Company</th>
<th>(3)(a) Title and Position with Holding Company</th>
<th>(3)(b) Title and Position with Subsidiaries</th>
<th>(3)(c) Title and Position with Other Businesses</th>
<th>(4)(a) Percentage of Voting Shares in Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries</th>
<th>(4)(c) List Names of Other Companies if 25% or more of Voting Securities are Held</th>
</tr>
</thead>
<tbody>
<tr>
<td>William R. Minton</td>
<td>Builder/Owner and President - Jarrettsville Builders</td>
<td>Director</td>
<td>President - Jarrettsville Builders</td>
<td>N/A - 0%</td>
<td>N/A - 0%</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Jarrettsville, MD, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Gail E. Smith</td>
<td>Executive Vice President (EVP) and Chief Operating Officer (COO) - Chesapeake Bank of Maryland</td>
<td>Director &amp; Secretary</td>
<td>Director, Secretary, EVP, COO - Chesapeake Bank of Maryland. Director and Secretary - Superior Service Corp.</td>
<td>N/A</td>
<td>N/A - 0%</td>
<td>N/A - 0%</td>
<td>N/A</td>
</tr>
<tr>
<td>Hydes, MD, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Benny C. Walker</td>
<td>CPA – Partner - Weyrich Cronin &amp; Sorra, Chartered</td>
<td>Director</td>
<td>Partner - Weyrich, Cronin &amp; Sorra, Chartered</td>
<td>N/A - 0%</td>
<td>N/A - 0%</td>
<td>N/A - 0%</td>
<td>N/A</td>
</tr>
<tr>
<td>Fallston, MD, USA</td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>William W. Whitty, Jr.</td>
<td>Commercial Real Estate Broker – Principal and Senior Vice President - Mackenzie Commercial Real Estate</td>
<td>Director</td>
<td>Principal and Senior Vice President - Mackenzie Commercial Real Estate</td>
<td>N/A - 0%</td>
<td>N/A - 0%</td>
<td>N/A - 0%</td>
<td>N/A</td>
</tr>
</tbody>
</table>