

MAR 29 2017

Board of Governors of the Federal Reserve System



FRB RICHMOND

Annual Report of Holding Companies—FR Y-6

COPY

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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

December 31, 2016

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

I, Edward Thomas

Name of the Holding Company Director and Official

President/CEO

Title of the Holding Company Director and Official

Delmar Bancorp

Legal Title of Holding Company

2245 Northwood Drive

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

Salisbury MD 21801

City State Zip Code

N/A

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Betsy Eicher CFO/SVP

Name Title

410-548-1722 X105

Area Code / Phone Number / Extension

410-548-7895

Area Code / FAX Number

beicher@bankofdelmarva.com

E-mail Address

www.bankofdelmarva.com

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

Signature of Holding Company Director and Official

3/28/2017

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 1249918

C.I.

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes 0

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report

2. a letter justifying this request has been provided separately

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

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.

<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical Location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical Location (if different from mailing address)</p>
<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical Location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical Location (if different from mailing address)</p>
<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical Location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical Location (if different from mailing address)</p>
<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical Location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical Location (if different from mailing address)</p>

Annual Report of Bank Holding Companies - FR Y 6

Report Item 2a:

Organization Chart

Delmar Bancorp
No LEI
Salisbury, Maryland
State of Incorporation - MD

The Bank of Delmarva
No LEI
Seaford, Delaware
Delmar Bancorp Owns 100%
State of Incorporation - DE

Delmarva Real Estate Holdings LLC
No LEI
Salisbury, Maryland
State of Incorporation - MD
Managing Member

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)	885225	BANK OF DELMARVA, THE	910 NORMAN ESKRIDGE HIGHWAY	SEAFORD	DE	19973	SUSSEX	UNITED STATES	5613	0	BANK OF DELMARVA, THE	885225	
OK		Full Service	664411	MAIN AND CLAYTON BRANCH	28280 CLAYTON STREET	DAGSBORO	DE	19939	SUSSEX	UNITED STATES	225338	8	BANK OF DELMARVA, THE	885225	
OK		Full Service	852816	DELAWARE AVENUE AND MARKET STREET BRANCH	200 EAST MARKET STREET	LAUREL	DE	19956	SUSSEX	UNITED STATES	225347	7	BANK OF DELMARVA, THE	885225	
OK		Full Service	3283233	REHOBOTH BRANCH	18572 COASTAL HIGHWAY	REHOBOTH BEACH	DE	19971	SUSSEX	UNITED STATES	360921	9	BANK OF DELMARVA, THE	885225	
OK		Full Service	3877995	NEW DELMAR BRANCH	9550 OCEAN HIGHWAY	DELMAR	MD	21875	WICOMICO	UNITED STATES	492898	15	BANK OF DELMARVA, THE	885225	
OK		Full Service	2944359	OCEAN CITY BRANCH	12505 COASTAL HIGHWAY	OCEAN CITY	MD	21842	WORCESTER	UNITED STATES	291939	13	BANK OF DELMARVA, THE	885225	
OK		Full Service	2431699	2727 NORTH SALISBURY BRANCH	2727 NORTH SALISBURY BOULEVARD	SALISBURY	MD	21801	WICOMICO	UNITED STATES	219025	4	BANK OF DELMARVA, THE	885225	
OK		Full Service	1169070	921 EASTERN SHORE BRANCH	921 EASTERN SHORE DRIVE	SALISBURY	MD	21804	WICOMICO	UNITED STATES	219023	2	BANK OF DELMARVA, THE	885225	
OK		Full Service	886820	BEAGLIN PARK DRIVE BRANCH	241 BEAGLIN PARK DRIVE	SALISBURY	MD	21804	WICOMICO	UNITED STATES	219024	3	BANK OF DELMARVA, THE	885225	
OK		Full Service	2063876	PECAN SQUARE BRANCH	1206 NANTICOKE ROAD	SALISBURY	MD	21801	WICOMICO	UNITED STATES	219026	5	BANK OF DELMARVA, THE	885225	

Annual Report of Bank Holding Companies – FR Y-6

Report Item 3: Shareholders

Part 1:

The following persons were known by the Bank to own beneficially, directly or indirectly, more than 5% of the common stock of Delmar Bancorp.

Kenneth R. Lehman
Arlington, Virginia, USA
USA
3,251,844 shares 41%

CEDE & Company (holds certificate for shareholders in street name)
New York, NY, USA
USA
3,391,169 shares 41%

Part 2:

None

Annual Report of Bank Holding Companies – FR Y-6

Report Item 4: Directors and Officers

Wade H. Insley, III
Salisbury, MD, USA
Director of Delmar Bancorp
Director of The Bank of Delmarva
Principal Occupation: Attorney in the Law Firm of Laws, Insley and Benson PA

- 4a. 1%
- 4b. N/A
- 4c. 50% interest in W&L Real Estate Partnership,
100% interest in Insley Enterprises, LLC

Paul H. Mylander – retired December 31, 2016
Lewes, DE, USA
Director of Delmar Bancorp
Director of The Bank of Delmarva
Principal Occupation: Retired Chairman Delaware National Bank

- 4a. <1%
- 4b. N/A
- 4c. 50% interest in Income Property Associates of Delmarva LLC

Mark Granger
Salisbury, MD, USA
Director of Delmar Bancorp
Director of The Bank of Delmarva
Principal Occupation: Principal of Granger & Company, P.A.

- 4a. <1%
- 4b. N/A
- 4c. 100% interest in Granger & Company, P.A.
100% interest in Granger Financial Services LLC
50% interest in Sam & Max LLC

Edward M. Thomas
Salisbury, MD, USA
Director of Delmar Bancorp
Director of The Bank of Delmarva
Principal Occupation: President and Chief Executive Officer of The Bank of Delmarva

- 4a. 1%
- 4b. N/A
- 4c. N/A

Robert C. Wheatley
Seaford, DE, USA
Director of Delmar Bancorp
Director of The Bank of Delmarva
Principal Occupation: Associate Broker at Keller Williams Commercial and Principal Partner of The Whayland Group, LLC

- 4a. <1%
- 4b. N/A
- 4c. 100% interest in The Whayland Group LLC
100% interest in KEB Properties LLC
25% interest in SVN Delaware, LLC (d/b/a Alliance Real Estate)
33.33% interest in The Porvenir Group, LLC

J. Phillip Wright, Jr.

Salisbury, MD, USA
Director of Delmar Bancorp
Director of The Bank of Delmarva
Principal Occupation: Chairman of VP Enterprises and President of SAS Shore Footwear, Inc.

- 4a. <1%
- 4b. N/A
- 4c. 60% interest in VP Enterprises
60% interest in Delmarva Footwear, Inc.
50% interest in Eastdale Enterprises, Inc.
72% interest in SAS Shore Footwear, Inc.

Henry H. Hanna, III
Salisbury, MD, USA
Director of Delmar Bancorp
Director of The Bank of Delmarva
Principal Occupation: Senior advisor for Sperry Van Ness/Miller Commercial Real Estate

- 4a. <1%
- 4b. N/A
- 4c. 100% Princess Anne Plaza LLC
50% Northwood Business Center LLC
100% JD Hanna LLC
100% JD Twilley LLC
33.33% HTL Inc.

Jeffrey F. Turner
Chance, MD, USA
Director of Delmar Bancorp
Chairman of the Board of The Bank of Delmarva
Principal Occupation: Retired President and Chief Executive Officer of Mercantile Peninsula Bank

- 4a. <1%
- 4b. N/A
- 4c. 100% JFT, LLC

Heidi J. A. Gilmore
Millsboro, DE USA
Director of Delmar Bancorp,
Director of The Bank of Delmarva
Principal Occupation: Partner in the law firm Baird Mandalas Brockstedt LLC

- 4a. <1%
- 4b. N/A
- 4c. 25 % interest in 6 South State Street LLC

Laura Deeley Bren
Ocean City, MD, USA
Director of Delmar Bancorp
Principal Occupation: President of insurance agency Atlantic/Smith, Cropper and Deeley

- 4a. <1%
- 4b. N/A
- 4c. 40% interest in Smith, Cropper & Deeley, Inc.
40% interest in Atlantic/Smith, Cropper & Deeley LLC

Kenneth R. Lehman
Arlington, VA USA
Director of Delmar Bancorp
Director of The Bank of Delmarva
Principal Occupation: Private investor and former banking and securities attorney

4a. 41%

4b. N/A

4c. 47% Four Oaks Fincorp, Inc.
100% BVC Capital LLC
41% Village Bank & Trust Financial Corporation
48% Liberty Shares, Inc, and The Heritage Bank

John Breda
Delmar, MD, USA
Principal Occupation: Executive Vice President and Chief Credit Officer of The Bank of Delmarva, participates in major policy-making functions of Delmar Bancorp

4a. <1%

4b. N/A

4c. N/A