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OMB Number 7100-0297 Approval expires September 30, 2018 Page 1 of 2

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)); 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.

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. ı, J. Thomas Rhodes, Jr.

Name of the Holding Company Director and Official

Chief Executive Officer

C.I.

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 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,

1	that the Reporter <u>and</u> individual consent to public release of all details in the report concerning that individual.
1	Signature of Holding Company Director and Official
1	03/21/2017 \\
i	Date of Signature
	For holding companies <u>not</u> 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 2618614

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

March 21, 2017	X 31 0	2016
Month / Day / Year		
No LEI		
Reporter's Legal Entity Ider	ntifier (LEI) (20-Character	LEI Code)
Reporter's Name, Str	eet, and Mailing Ad	dress
	sameas ci	
Queenstown Banco		nc.
Legal Title of Holding Comp	pany	
P.O. Box 120		70. P
(Mailing Address of the Hol		
Queenstown	<u>MD</u>	21658
City	State	Zip Code
7101 Main Street		
Physical Location (if different	nt from mailing address)	
Porcon to whom aue	stions about this re	port should be directed:
James P. Shaw	Chief	Financial Officer
Name	Title	
410-827-8881		
Area Code / Phone Number	er / Extension	
410-827-4343		
Area Code / FAX Number		
jshaw@queenstov	vnbank.com	
E-mail Address		
queenstownbank.c	com	
Address (URL) for the Hol	ding Company's web pag	je
		D=No

Is confidential treatment requested for any portion	-	
of this report submission?		U
In accordance with the General Instructions for this r (check only one),		
a letter justifying this request is being provided with the report	•••••	
a letter justifying this request has been provide separately	•••••	
NOTE: Information for which confidential treatment i	s being abeled	

as "confidential."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 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, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503. 12/2016

2. FR Y-6	
Organizational Chart	
Queenstown Bancorp of Maryland, Inc. 7101 Main Street	Queenstown Bancorp of Maryland Inc. owns 100% of the outstanding common stock of Queenstown Bank of Maryland
P.O. Box 120	STATE OF INCORPORATION: MARYLAND
Queenstown, MD 21658	No LEI
	NO LLI
Queenstown Bank of Maryland	
7101 Main Street	STATE OF INCORPORATION: MARYLAND
P.O. Box 120	OTATE OF INCOME OF OTHER PROPERTY OF THE PROPE
Queenstown, MD 21658	No LEI
3.1 FR Y-6	
None	
3.2 FR Y-6	
None	

Results: A list of branches for your depository institution: QUEENSTOWN BANK OF MARYLAND (ID_RSSD: 429021), This depository institution is held by QUEENSTOWN BANCORP OF MARYLAND, INC. (2618614) of QUEENSTOWN, MD. The data are as of 12/31/2016. Data reflects information that was received and processed through 01/07/2017.

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.

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.

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.

Maria Maria	Section in the second	Entertainment	In the second	Taconing agency	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM®	Office Number*	Head Office	Head Office ID_RSSD*	Comment
Data Action		Branch Service Type	Branch ID_RSSD*			City	+			UNITED STATES	5617		O QUEENSTOWN BANK OF MARYLAND	429021	4
DK		Full Service (Head Office)	429021	QUEENSTOWN BANK OF MARYLAND	7101 MAIN STREET	QUEENSTOWN	IMD						S QUEENSTOWN BANK OF MARYLAND	429021	1
OV.		Full Service	3283279	CENTREVILLE BRANCH	115 COURSEVALL DR	CENTREVILLE	MD	2161	7 QUEEN ANNES	UNITED STATES	219043				
UK.		manufacture of the control of the co		PARTICIPATE DE LA CONTRACTION DELA CONTRACTION DE LA CONTRACTION DEL CONTRACTION DE LA CONTRACTION DE	1423 MAIN ST	CHESTER	MD	2161	OUFFN ANNES	UNITED STATES	219040		2 QUEENSTOWN BANK OF MARYLAND	429023	1
OK I		Full Service		CHESTER BRANCH			100.00						B QUEENSTOWN BANK OF MARYLAND	429023	1
OK		Full Service	4306492	CHURCH HILL BRANCH	1005 SUDLERSVILLE RD	CHURCH HILL	MD			UNITED STATES				42902	
01/		Full Service	2292299	EASTON BRANCH	274 N WASHINGTON STREET	EASTON	MD	2160	TALBOT	UNITED STATES	358293		6 QUEENSTOWN BANK OF MARYLAND		
UK.		The state of the s			3701 MAIN ST	GRASONVILLE	MD	7163	8 QUEEN ANNES	UNITED STATES	21903		1 QUEENSTOWN BANK OF MARYLAND	42902	1
OK I		Full Service		GRASONVILLE BRANCH		-	11111			UNITED STATES			7 QUEENSTOWN BANK OF MARYLAND	42902	(1)
OK		Full Service	3956463	RIDGELY BRANCH	204 EAST 6TH STREET SUITE A	RIDGELY	MD		CAROLINE	-					_
DY		Full Service	2637608	BENTON'S CROSSING BRANCH	101 MAIN ST	STEVENSVILLE	MD	2166	6 QUEEN ANNES	UNITED STATES	219047		4 QUEENSTOWN BANK OF MARYLAND	42502	

Report Item 4: Directors and Officers	Principal Occupation	Title or position with Queenstown Bancorp	VN BANCORP OF MAR' Title or position with Queenstown Bank	Other Entities & Ownership Percentage	Bancorp Common Stock Shares Owned	Bancorp Common Stock Percent Owned or Controlled	
	President, Baker's Liquors, Inc.	Director	Director	Baker's Liquors - 90%	27,498	2.189	
	President, Baker's Liquors, Inc.	Director		ABA Lands - 100%			
Chester, MID, USA				Madison Land LLC- 50%			
M. T. David In	Davis, Moore, Shearon &	Director	Director	DMS Associates LLC - 40%	875	0.07%	
	Associates, LLC	Director	Director	Centreville Land Holdings, LLC - 33.3%			
Centréville, MD, USA	Associates, LLC			Contact in Equation 1			
James R. Friel, III	S.E.W. Friel	Director	Director	Friel Lumber Company, LLC - 25%	5,232	0.42%	
	Vegetable Cannery Executive			S.E.W Friel, LLC - 25%			
				Steamboat Village, LLC - 40%			
		Discrete	Director	Eastern Shore Exodus - 25%	120		
	Fellows, Helfenbein, Newnam	Director	Director	Western Shore Exodus - 25%			
Stevensville, MD, USA	Funeral Home			Dogwood Caskets, LLC - 25%			
				Dogwood Caskets, LLO - 2070			
T. Dougles Dierson	President, Pierson Comfort	Vice Chairman of the	Vice Chairman of the	DRM LLC - 100%	6,425	0.51%	
	Group	Board	Board	Pierson Comfort Group - 100%			
Denion, MD, USA	Огоцр						
		5 11 14 050	President & CEO	Bennett's Outlet - 25%	14.807	1.189	
	President & CEO	President & CEO	President & CEO	Definett's Odilet - 2370			
Queenstown, MD, USA	Queenstown Bancorp of MD &						
	Queenstown Bank of MD						
Tracy T. Schulz	Fisherman's Inn & Crab Deck	Director	Director	Fisherman's Crab Deck - 27.5%	16,505	1.319	
	i ibnomano mm a o como a como			Fisherman's Inn - 28%			
				Schulz Associates, LLLP - 23.66%			
				Lee Road LLC - 100%			
Wheeler R. Baker Chester, MD, USA W. Thomas Davis, Jr. Centreville, MD, USA James R. Friel, III Queenstown, MD, USA Chad Helfenbein Stevensville, MD, USA T. Douglas Pierson Denton, MD, USA J. Thomas Rhodes, Jr. Queenstown, MD, USA Tracy T. Schulz Chester, MD, USA James P. Shaw Queenstown, MD, USA Patrick E. Thompson		 		Schulz Development, LLC - 25%			
				Sandy Meadow II LLC - 100%			
				Dream Farm, LLC - 100%			
			050	None	2.008	0.169	
	CFO	CFO	CFO	None	1,000	07.55	
Queenstown, MD, USA	Queenstown Bancorp of MD &						
	Queenstown Bank of MD						
Patrick F. Thompson	Attorney - Braden, Thompson &	Chairman of the Board	Chairman of the Board	Braden,Thompson, Poltrack &	5,304	0.429	
	Poltrack & Mundy, LLP			Mundy, LLP - 28.3%			
QUEERISIOWII, IVID, USA	I Oldaok & Midridy, ELI			St. Claire Suites, LLC - 25%			