

Board of Governors of the Federal Reserve System



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.

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

Congressional Bancshares, Inc.

Legal Title of Holding Company

6701 Democracy Boulevard, Suite 400

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

Bethesda

MD

20817

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Dale Phelps

EVP & CFO

Name

Title

240-380-1253

Area Code / Phone Number / Extension

240-380-1353

Area Code / FAX Number

dphelps@congressionalbank.com

E-mail Address

https://www.congressionalbank.com

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

I, Jeffrey A. Lipson

Name of the Holding Company Director and Official

President & CEO

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, 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

03/31/2017

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 \_\_\_\_\_

C.I. \_\_\_\_\_

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

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> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>	<p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>
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**Item 1**  
**Annual Report to Shareholders**

CONGRESSIONAL BANCSHARES, INC.: 0003391129  
AS OF 12/31/16

Congressional Bancshares, Inc. does not complete an Annual Report to Shareholders. The Holding Company does prepare audited Financial Statements, however, the audited financial statements for 2016 are not yet available. Attached are the unaudited consolidated balance sheets, statements of operations, statements of comprehensive income, statements of changes and stockholder's equity and statements of cash flows. The audited financial statements will be forwarded as soon as practicable.

**Congressional Bancshares, Inc.**  
**Consolidated Financial Statements**  
**Unaudited**  
**December 31, 2016 and 2015**

# Congressional Bancshares, Inc.

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## Congressional Bancshares, Inc.

### Consolidated Balance Sheets - Unaudited

December 31, 2016 and 2015

ASSETS	2016	2015
	2016	2015
Cash and due from banks	\$ 91,187,263	\$ 19,737,129
Federal funds sold	2,134,923	2,125,133
Interest bearing deposits in other banks	37,138,154	26,614,609
Investment securities available-for-sale, at fair value	48,826,148	37,453,734
Investment securities held to maturity, at par value	3,956	-
FHLB stock at cost	1,869,900	1,625,100
Loans held for sale	31,750,875	3,589,182
Loans		
Loans receivable, net	600,306,986	410,589,032
Allowance for loan losses	(6,732,098)	(4,838,024)
Net loans	593,574,888	405,751,008
Deferred tax asset, net	4,003,281	2,851,800
Bank premises and equipment, net	1,894,478	1,792,225
Accrued interest receivable	3,059,727	1,915,844
Other real estate owned	978,305	-
Intangible assets	5,534,694	-
Other assets	12,175,104	1,674,982
Total assets	\$834,131,696	\$505,130,746
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Deposits		
Non-interest bearing deposits	\$ 155,288,072	\$ 88,240,687
Interest bearing accounts	525,947,206	334,753,065
Total deposits	681,235,278	422,993,752
Other borrowed funds		
Borrowings - FHLB	22,000,000	27,000,000
Subordinated notes	23,413,030	-
Junior subordinated obligations	2,793,000	-
Repurchase agreements and other short-term borrowings	2,176,574	2,360,685
Total other borrowed funds	50,382,604	29,360,685
Other liabilities	11,512,100	8,628,836
Total liabilities	743,129,982	460,983,273
STOCKHOLDERS' EQUITY		
Preferred stock, \$.01 par value per share, 15,000,000 shares authorized, no shares issued	-	-
Common stock, \$.01 par value per share, 20,000,000 shares authorized, 9,715,534 and 5,280,659 shares issued and outstanding at December 31, 2016 and 2015	97,155	52,806
Additional paid-in capital	73,834,715	36,730,554
Accumulated other comprehensive loss	(432,375)	(325,054)
Retained earnings	17,502,219	7,689,167
Total stockholders' equity	91,001,714	44,147,473
Total liabilities and stockholders' equity	\$834,131,696	\$505,130,746

**Congressional Bancshares, Inc.**

**Consolidated Statements of Income - Unaudited**

**Years ended December 31, 2016 and 2015**

	2016	2015
<b>INTEREST INCOME</b>		
Loans (interest and fees)	\$ 36,098,946	\$ 20,952,482
Investment securities	1,276,391	967,065
Deposits in other banks	493,732	133,403
Federal funds sold	10,789	9,538
	<b>37,879,858</b>	<b>22,062,488</b>
<b>INTEREST EXPENSE</b>		
Deposits	3,466,855	2,288,530
Other borrowed funds	567,702	380,533
	<b>4,034,557</b>	<b>2,669,063</b>
Net interest income	33,845,301	19,393,425
Provision for loan losses	3,430,030	1,099,379
	<b>30,415,271</b>	<b>18,294,046</b>
<b>NON-INTEREST INCOME</b>		
Service fees on deposit accounts	221,306	338,725
Gains on loans held for sale	28,682,704	1,296,424
Other income	2,693,887	297,978
	<b>31,597,897</b>	<b>1,933,127</b>
<b>NON-INTEREST EXPENSES</b>		
Salaries and employee benefits	23,606,669	8,644,615
Occupancy	3,975,564	1,506,923
Depreciation and amortization	736,969	554,221
Data procesing	2,386,865	1,314,197
Professional fees	1,815,006	919,873
FDIC assessments	478,305	351,078
Advertising and mortgage lead expense	2,767,660	51,231
Loan fees and expense	3,852,485	83,027
Merger related expenses	2,834,726	-
Other expenses	3,183,923	857,911
	<b>45,638,172</b>	<b>14,283,076</b>
<b>INCOME BEFORE INCOME TAXES</b>	16,374,996	5,944,097
Provision for income taxes	6,561,944	2,389,578
<b>NET INCOME</b>	<b>\$ 9,813,052</b>	<b>\$ 3,554,519</b>

**Congressional Bancshares, Inc.**

**Consolidated Statements of Comprehensive Income – Unaudited**

**Years ended December 31, 2016 and 2015**

	<u>2016</u>	<u>2015</u>
Net Income	<u>\$ 9,813,052</u>	<u>\$ 3,554,519</u>
Other comprehensive income (loss), net of tax		
Change in unrealized holding (losses) gains on securities held for sale net of tax benefit of \$70,158 in 2016 and net of tax expense of \$12,835 in 2015	<u>(107,321)</u>	<u>(19,633)</u>
Total other comprehensive income (loss), net of tax	<u>(107,321)</u>	<u>(19,633)</u>
Comprehensive Income	<u>\$ 9,705,731</u>	<u>\$ 3,534,886</u>

**Congressional Bancshares, Inc.**

**Consolidated Statements of Changes in Stockholders' Equity - Unaudited**

**Years ended December 31, 2016 and 2015**

	<u>Common stock</u>		Additional paid- in capital	Retained Earnings	Accumulated other comprehensive loss	Total stockholders' equity
	Shares	Amount				
Balance, December 31, 2014	5,265,659	\$ 52,656	\$ 36,556,674	\$ 4,134,648	\$ (305,421)	\$ 40,438,557
Net income	-	-	-	3,554,519	-	3,554,519
Other comprehensive income, net of tax	-	-	-	-	(19,633)	(19,633)
Stock based compensation	15,000	150	173,880	-	-	174,030
Balance, December 31, 2015	5,280,659	52,806	36,730,554	7,689,167	(325,054)	44,147,473
Net income	-	-	-	9,813,052	-	9,813,052
Acquisition of American Bank Holdings, Inc.	4,419,875	44,199	36,904,388	-	-	36,948,587
Other comprehensive loss, net of tax	-	-	-	-	(107,321)	(107,321)
Stock based compensation	15,000	150	199,773	-	-	199,923
Balance, December 31, 2016	9,715,534	\$ 97,155	\$ 73,834,715	\$ 17,502,219	\$ (432,375)	\$ 91,001,714

**Congressional Bancshares, Inc.**

**Consolidated Statements of Cash Flows - Unaudited**

**Years ended December 31, 2016 and 2015**

	2016	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 9,813,052	\$ 3,554,519
Adjustments to reconcile net income to net cash provided by operating		
Depreciation and amortization	736,969	554,221
Provision for loan losses	3,430,030	1,099,379
Loans originated for sale	(656,463,514)	(97,421,132)
Proceeds of loans sold	721,225,704	97,472,424
Net amortization on securities	240,926	215,914
Gain on sale of loans held for sale	(28,682,704)	(1,296,424)
Loss on disposal of fixed assets	256,481	-
Increase in cash surrender value of bank-owned life insurance policies	(161,244)	-
Amortization of core deposits	149,084	-
Amortization of certificate of deposits	118,782	-
Stock-based compensation	150	174,030
Deferred income taxes	(1,107,913)	(555,165)
Changes in operating assets and liabilities:		
(Increase) decrease in accrued interest receivable	(535,572)	(399,044)
Increase in other assets	(89,608)	(224,414)
Increase (decrease) in other liabilities	(1,373,658)	4,094,731
Net cash provided by operating activities	47,556,965	7,269,039
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Acquisition of American Bank, Net Holdings, Inc. net of cash	124,339,533	-
Recoveries of loans previously charged off	274,765	155,987
Net increase in loans receivable	(92,804,894)	(76,764,394)
Net decrease (increase) in interest bearing deposits in other banks	(10,377,922)	28,868,254
Net decrease in FHLB stock	111,200	222,400
Net decrease (increase) in federal funds sold	(9,790)	1,991,553
Purchase of securities available for sale	(17,050,570)	(3,193,125)
Proceeds from maturities, prepayments and calls of securities available for sale	8,712,533	4,776,459
Purchase of bank premises and equipment	(440,862)	(142,103)
Net cash used in investing activities	12,753,993	(44,084,969)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from FHLB borrowings	11,000,000	13,000,000
Repayments on FHLB borrowings	(16,000,000)	(16,000,000)
Proceeds from subordinated notes	23,413,030	-
Net increase (decrease) in securities sold under agreements to repurchase	(184,111)	1,160,571
Net increase (decrease) in non-interest bearing deposits	13,859,081	8,350,919
Net increase in interest bearing deposits	(20,948,824)	34,949,118
Net cash provided by financing activities	11,139,176	41,460,608

**Congressional Bancshares, Inc.**  
**Consolidated Statements of Cash Flows – Unaudited (continued)**  
**December 31, 2016 and 2015**

	2016	2015
Net increase in cash and cash equivalents	\$ 71,450,134	\$ 4,644,678
Cash and cash equivalents, beginning of year	19,737,129	15,092,451
Cash and cash equivalents, end of year	\$ 91,187,263	\$ 19,737,129
Supplemental disclosures:		
Interest paid during the year	\$ 4,007,354	\$ 2,671,465
Income taxes paid during the year	\$ 5,084,275	\$ 2,665,000

**Item 2a**  
**ORGANIZATION CHART**

CONGRESSIONAL BANCSHARES, INC.: 0003391129  
AS OF 12/31/16

<u>Sequence Number</u>	<u>Full Legal Name</u>	<u>LEI</u>	<u>Physical Address City</u>	<u>State/Country</u>	<u>State of Incorporation</u>
1	Congressional Bancshares, Inc.	N/A	Bethesda	Maryland	Maryland
2	Congressional Bank	N/A	Potomac	Maryland	Maryland
3	American Bank Holdings Statutory Trust I	N/A	Greenbelt	Maryland	Delaware

Congressional Bancshares, Inc. owns 100% of Congressional Bank.  
Congressional Bancshares, Inc. owns 100% of American Bank Holdings Statutory Trust I

**Results: A list of branches for your holding company: CONGRESSIONAL BANCSHARES, INC. (3391129) of BETHESDA, MD.**

The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

**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

**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

**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.

<b>Data Action</b>	<b>Effective Date</b>	<b>Branch Service Type</b>	<b>Branch ID_RSSD*</b>	<b>Popular Name</b>	<b>Street Address</b>	<b>City</b>
OK		Full Service (Head Office)	3187630	CONGRESSIONAL BANK	7963 TUCKERMAN LANE	POTOMAC
Close	9/30/2016	Full Service	4155832	CHEVY CHASE BRANCH	5600 CONNECTICUT AVENUE NORTHWEST	WASHINGTON
Close	7/15/2016	Full Service	4155805	WASHINGTON DC BRANCH	1301 K ST NORTHWEST	WASHINGTON
OK		Full Service	3587847	WASHINGTON DC BRANCH	2101 K STREET NORTHWEST	WASHINGTON
Delete		Full Service	415677	BETHESDA BRANCH	4800 MONTGOMERY LANE, SUITE 1000	BETHESDA
OK		Full Service	4155823	BETHESDA BRANCH	4801 MONTGOMERY LN, STE A	BETHESDA
OK		Full Service	4510459	ROCKVILLE BRANCH	1700 ROCKVILLE PIKE	ROCKVILLE
Close	7/15/2016	Full Service	3587472	ROCKVILLE BRANCH	5274 RANDOLPH ROAD	ROCKVILLE
Close	9/30/2016	Full Service	4155814	SILVER SPRING BRANCH	8630 GEORGIA AVE	SILVER SPRING
OK		Full Service	3388343	HERNDON BRANCH	150 ELDON STREET, SUITE 170	HERNDON

valid in the **Effective Date** column.

**Date** column.

Add.

State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
MD	20854	MONTGOMERY	UNITED STATES	418493	0	CONGRESSIONAL BANK	3187630	
DC	20015	DISTRICT OF COLUMBIA	UNITED STATES	Not Required	Not Required	CONGRESSIONAL BANK	3187630	
DC	20005	DISTRICT OF COLUMBIA	UNITED STATES	Not Required	Not Required	CONGRESSIONAL BANK	3187630	
DC	20037	DISTRICT OF COLUMBIA	UNITED STATES	461615	1	CONGRESSIONAL BANK	3187630	
MD	20814	MONTGOMERY	UNITED STATES	Not Required	Not Required	CONGRESSIONAL BANK	3187630	
MD	20814	MONTGOMERY	UNITED STATES	Not Required	Not Required	CONGRESSIONAL BANK	3187630	
MD	20852	MONTGOMERY	UNITED STATES	Not Required	Not Required	CONGRESSIONAL BANK	3187630	
MD	20852	MONTGOMERY	UNITED STATES	467449	3	CONGRESSIONAL BANK	3187630	
MD	20910	MONTGOMERY	UNITED STATES	Not Required	Not Required	CONGRESSIONAL BANK	3187630	
VA	20170	FAIRFAX	UNITED STATES	467448	2	CONGRESSIONAL BANK	3187630	

SECURITIES HOLDERS

CONGRESSIONAL BANCSHARES, INC.: 0003391129  
AS OF 12/31/16

Congressional Bancshares  
Stock Ownership of 5% or >

Item 3.1

<u>Name, City, State, Country</u>	<u>Country of Citizenship or Incorporation</u>	<u>Shares of Common Stock</u>	<u>Options &amp; Warrants</u>	<u>% of Shares of Common Stock exclusive of Options &amp; Warrants</u>	<u>% of total<sup>(a)</sup></u>
John Delaney Chevy Chase, MD, USA	USA	789,557	488,180	8.13%	12.52%
FBF Partners, L.P. San Francisco, CA, USA	USA	789,557	488,180	8.13%	12.52%
J.R. Schuble Potomac, MD, USA	USA	1,494,611	-	15.38%	15.38%
Total		<u>3,073,725</u>	<u>976,360</u>	31.64%	37.88%
Total Outstanding Shares		<u>9,715,534</u>			

<sup>(a)</sup> The shares of common stock subject to options and warrants are deemed outstanding for purposes of computing the percentage ownership of the person holding the options but are not deemed outstanding for the purpose of computing the percentage ownership of any other persons.

Mr. Schuble's ownership includes:	Shares
	955,486 shares held by J.R. Schuble
	472,625 shares held by Dreyfuss Holdings, LLC
	66,500 shares held by Blair Mill Investors, LLC
	<u>1,494,611</u>

Item 3.2

<u>Name, City, State, Country</u>	<u>Country of Citizenship or Incorporation</u>	<u>Shares of Common Stock</u>	<u>Options &amp; Warrants</u>	<u>% of Shares of Common Stock exclusive of Options &amp; Warrants</u>	<u>% of total<sup>(a)</sup></u>
N/A					

Item 4  
INSIDERS

CONGRESSIONAL BANCSHARES, INC., 0003391129  
AS OF 12/31/16

[1] Names/Addresses	[2] Principal Occupation if Other than with Bank Holding Company	[3] Title & Position with Bank Holding Company	[3](b) Title & Position with Subsidiaries	[3](c) Title & Position with Other Businesses (include names of other businesses)	[4](a) Percentage of Voting Shares in Bank Holding Company (including options, warrants or other securities or rights that can be converted into or exercised for voting securities)	[4](b) Percentage of Voting Shares in Subsidiaries (include names of subsidiary(s)) of the holding company	[4](c) List names of other companies (include partnerships) if 25% or more of voting securities or proportionate interest in a partnership are held. (List the name of the company and the percentage of voting securities owned, controlled or held with power to vote)
Stuart Marshall Bloch Washington, DC 20008	Attorney	Director	Director (Congressional Bank)	Ingersoll and Bloch, Corp Vice President & Secretary	3.32%	N/A	N/A
Stuart Marshall Bloch Washington, DC 20008	Attorney	Director	Director (Congressional Bank)	F.Y. Chang Foundation Treasurer (ownership by wife)	3.32%	N/A	N/A
Stuart Marshall Bloch Washington, DC 20008	Attorney	Director	Director (Congressional Bank)	J.C. Associates Partner	3.32%	N/A	J.C. Associates 50%
Stuart Marshall Bloch Washington, DC 20008	Attorney	Director	Director (Congressional Bank)	Uncle Dewey, LLC Managing Partner	3.32%	N/A	N/A
Stuart Marshall Bloch Washington, DC 20008	Attorney	Director	Director (Congressional Bank)	ULICO Director	3.32%	N/A	N/A
Jason M. Fish San Francisco, CA 94115	CIO, Director	Director	Director (Congressional Bank)	Alliance Partners CIO, Director	12.52%	N/A	N/A
*Ownership in name of FBF Partners							
Michael Golman Chevy Chase, MD 20815	Foundation Manager	Director	N/A	N/A	3.40%	N/A	N/A
Christopher Jones Potomac, MD 20854	Business Owner / Real Estate Development and Property Management & Advisory	Director & Treasurer	Director (Congressional Bank)	BMC Property Group President	1.38%	N/A	N/A
Christopher Jones Potomac, MD 20854	Business Owner / Real Estate Development and Property Management & Advisory	Director & Treasurer	Director (Congressional Bank)	KS Shopping Center, LP VP, of BMC Investment Group, General Partner	1.38%	N/A	N/A
Christopher Jones Potomac, MD 20854	Business Owner / Real Estate Development and Property Management & Advisory	Director & Treasurer	Director (Congressional Bank)	Burtousville Towne Square, LLC Managing Member	1.38%	N/A	N/A
Christopher Jones Potomac, MD 20854	Business Owner / Real Estate Development and Property Management & Advisory	Director & Treasurer	Director (Congressional Bank)	Riverview Apartments LLC Manager	1.38%	N/A	N/A
Christopher Jones Potomac, MD 20854	Business Owner / Real Estate Development and Property Management & Advisory	Director & Treasurer	Director (Congressional Bank)	Tilford A Jones, LLC BMC Property Group Manager	1.38%	N/A	N/A
Christopher Jones Potomac, MD 20854	Business Owner / Real Estate Development and Property Management & Advisory	Director & Treasurer	Director (Congressional Bank)	7th and Motter Center Managing Member	1.38%	N/A	N/A
Christopher Jones Potomac, MD 20854	Business Owner / Real Estate Development and Property	Director & Treasurer	Director (Congressional Bank)	Lyon Village Land LLC Managing Member	1.38%	N/A	N/A
Christopher Jones	Business Owner / Real Estate	Director & Treasurer	Director	BMC-NI, LLC	1.38%	N/A	N/A

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[1]	[2]	[3]	[3][b]	[3][c]	[4][a]	[4][b]	[4][c]
Names/Addresses	Principal Occupation if Other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company (including options, warrants or other securities or rights that can be converted into or exercised for voting securities)	Percentage of Voting Shares in Subsidiaries (include names of subsidiary(s)) of the holding company	List names of other companies (include partnerships) if 25% or more of voting securities or proportionate interest in a partnership are held. (List the name of the company and the percentage of voting securities owned, controlled or held with power to vote)
Potomac, MD 20854	Development and Property Management & Advisory		(Congressional Bank)	Managing Member of BMC Assets LLC Manager	1.38%	N/A	N/A
Christopher Jones Potomac, MD 20854	Business Owner / Real Estate Development and Property Management & Advisory	Director & Treasurer	Director (Congressional Bank)	4800 Wise LLC Managing Member of BMC 4800 LLC Managing Member	1.38%	N/A	N/A
Christopher Jones Potomac, MD 20854	Business Owner / Real Estate Development and Property Management & Advisory	Director & Treasurer	Director (Congressional Bank)	BUI,LLC, LLC Managing Member	1.38%	N/A	N/A
Christopher Jones Potomac, MD 20854	Business Owner / Real Estate Development and Property Management & Advisory	Director & Treasurer	Director (Congressional Bank)	BMC 4800 LLC Managing Member	1.38%	N/A	N/A
John Lane Potomac, MD 20854	N/A	Co-Chairman, CEO	Co-Chairman, CEO (Congressional Bank)	N/A	2.68%	N/A	N/A
Jeffrey A. Lipson Potomac, MD 20854	N/A	Director, President & CEO	President & CEO (Congressional Bank)	N/A	1.84%	N/A	N/A
Dale Phelps Frederick, MD 21702	N/A	Assistant Secretary	Treasurer & Assistant Secretary, EVP & Chief Financial Officer (Congressional Bank)	N/A	0.13%	N/A	N/A
Robert Rubin Rockville, MD 20854	Business Owner / Restaurant and Real Estate Investment	Director & Secretary	Director & Secretary (Congressional Bank)	Campbell Blvd. Pizza, Inc. Shareholder Officer	1.66%	N/A	Campbell Blvd. Pizza, Inc. 70.0%
Robert Rubin Rockville, MD 20854	Business Owner / Restaurant and Real Estate Investment	Director & Secretary	Director & Secretary (Congressional Bank)	Chain Bridge Rd Pizza, Inc. Shareholder/Officer	1.66%	N/A	Chain Bridge Road Pizza, Inc. 74.0%
Robert Rubin Rockville, MD 20854	Business Owner / Restaurant and Real Estate Investment	Director & Secretary	Director & Secretary (Congressional Bank)	* Clemenza, Inc. Managing Member  * Denotes entity in which ownership of Robert Rubin is owned via the Robert K. Rubin Revocable Living trust (Robert K. Rubin, Trustee)	1.66%	N/A	Clemenza, Inc. 50.0%
Robert Rubin Rockville, MD 20854	Business Owner / Restaurant and Real Estate Investment	Director & Secretary	Director & Secretary (Congressional Bank)	Darnestown Road Pizza, Inc. Shareholder Officer	1.66%	N/A	Darnestown Road Pizza, Inc. 75.0%
Robert Rubin Rockville, MD 20854	Business Owner / Restaurant and Real Estate Investment	Director & Secretary	Director & Secretary (Congressional Bank)	Odel Food Service Inc. President	1.66%	N/A	N/A
Robert Rubin Rockville, MD 20854	Business Owner / Restaurant and Real Estate Investment	Director & Secretary	Director & Secretary (Congressional Bank)	* V. Corlone, LLC Managing Member  * Denotes entity in which ownership of Robert Rubin is owned via the Robert K. Rubin Revocable Living trust (Robert K. Rubin, Trustee)	1.66%	N/A	V. Corlone, LLC 50.0%

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Names/Addresses	Principal Occupation if Other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company (including options, warrants or other securities or rights that can be converted into or exercised for voting securities)	Percentage of Voting Shares in Subsidiaries (include names of subsidiary(s)) of the holding company	List names of other companies (include partnerships) if 25% or more of voting securities or proportionate interest in a partnership are held. (List the name of the company and the percentage of voting securities owned, controlled or held with power to vote)
Robert Rubin Rockville, MD 20854	Business Owner / Restaurant and Real Estate Investment	Director & Secretary	Director & Secretary (Congressional Bank)	Luca Brasi, LLC Managing Member  * Denotes entity in which ownership of Robert Rubin is owned via the Robert K. Rubin Revocable Living trust (Robert K. Rubin, Trustee)	1.66%	N/A	Luca Brasi, LLC 50.0%
Robert Rubin Rockville, MD 20854	Business Owner / Restaurant and Real Estate Investment	Director & Secretary	Director & Secretary (Congressional Bank)	Westlake Drive Pizza, Inc. Shareholder Officer	1.66%	N/A	Westlake Drive Pizza, Inc. 70.0%
Robert Rubin Rockville, MD 20854	Business Owner / Restaurant and Real Estate Investment	Director & Secretary	Director & Secretary (Congressional Bank)	* 1073 Wisconsin Ave., LLC Managing Member  * Denotes entity in which ownership of Robert Rubin is owned via the Robert K. Rubin Revocable Living trust (Robert K. Rubin, Trustee)	1.66%	N/A	1073 Wisconsin Ave., LLC 50.0%
Robert Rubin Rockville, MD 20854	Business Owner / Restaurant and Real Estate Investment	Director & Secretary	Director & Secretary (Congressional Bank)	Tessio LLC Managing Member	1.66%	N/A	Tessio LLC 50%
Robert Rubin Rockville, MD 20854	Business Owner / Restaurant and Real  Estate Investment	Director & Secretary	Director & Secretary (Congressional Bank)	* Barzini, LLC Managing Member  * Denotes entity in which ownership of Robert Rubin is owned via the Robert K. Rubin Revocable Living trust (Robert K. Rubin, Trustee)	1.66%	N/A	Barzini, LLC 50.0%
Robert Rubin Rockville, MD 20854	Business Owner / Restaurant and Real Estate Investment	Director & Secretary	Director & Secretary (Congressional Bank)	Old Keene Mill Road Pizza Inc. President	1.66%	N/A	Old Keene Mill Road Pizza Inc. 70.0%
Robert Rubin Rockville, MD 20854	Business Owner / Restaurant and Real Estate Investment	Director & Secretary	Director & Secretary (Congressional Bank)	Kingstown Blvd Pizza Inc. President	1.66%	N/A	Kingstown Blvd Pizza Inc. 70.0%
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	Capital Source, Inc. Chairman / CEO	12.52%	N/A	N/A
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	Capital Source Bank, Inc. Chairman	12.52%	N/A	N/A
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	Alliance Partners LLC CEO / Chairman	12.52%	N/A	N/A
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	Blueprint Maryland Chairman / CEO of Nonprofit	12.52%	N/A	Blueprint Maryland 100%
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	Friends of John Delaney campaign beneficiary	12.52%	N/A	Friends of John Delaney 100%
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	Key Bridge I, LLC LLC member	12.52%	N/A	Key Bridge I, LLC 99.0%
John K. Delaney	Chairman / CEO	Director & Chairman	Director & Chairman	Key Bridge Investments LLC	12.52%	N/A	Key Bridge Investments LLC

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Names/Addresses	Principal Occupation if Other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with Other Businesses (include names of other businesses)			
Chevy Chase, MD 20815			(Congressional Bank)	Managing Member			100.0%
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	Acacia Partners, LP Limited Partner	12.52%	N/A	N/A
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	American Steadfast, LP Limited Partner	12.52%	N/A	N/A
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	CFP-PAI Investors, LLC LLC Member	12.52%	N/A	N/A
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	The D3 Family Bulldog Fund, LP Limited Partner	12.52%	N/A	N/A
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	Deccan Value Advisors Fund, LP Limited Partner	12.52%	N/A	N/A
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	Farallon Capital Partners, LP Limited Partner	12.52%	N/A	N/A
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	Healthpoint Capital Partners H, LP Limited Partner	12.52%	N/A	N/A
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	JC Flowers II, LP Limited Partner	12.52%	N/A	N/A
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	JCF HRE AIV II 1 Trust Limited Partner	12.52%	N/A	N/A
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	JCF II AIV E LP Limited Partner	12.52%	N/A	N/A
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	JCF II AIV K, LP Limited Partner	12.52%	N/A	N/A
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	JCF II AIV S, LP Limited Partner	12.52%	N/A	N/A
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	JCF II Sidecar, LP Limited Partner	12.52%	N/A	N/A
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	Jupiter JCF AIV II Special, LP Limited Partner	12.52%	N/A	N/A
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	The HSH AIV 1 Trust Limited Partner	12.52%	N/A	N/A
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	Lone Cascade, LP Limited Partner	12.52%	N/A	N/A
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	Bristol Waldorf, LP Limited Partner	12.52%	N/A	N/A
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	EVR Investment, LLC LLC Member	12.52%	N/A	N/A

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John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	Friends of St. Patrick's Episcopal Day School, LLC LLC Member - Manager	12.52%	N/A	Friends of St. Patrick's Episcopal Day School, LLC 37.2755%
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	Somafit Holdings, LLC LLC Member	12.52%	N/A	N/A
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	WF Holding Co. LLC LLC Member	12.52%	N/A	N/A
John K. Delaney Chevy Chase, MD 20815	Chairman / CEO	Director & Chairman	Director & Chairman (Congressional Bank)	John Delaney Grantor Retained Annuity Trust	12.52%	N/A	John Delaney Grantor Retained Annuity Trust 100%
J.R. Schuble Potomac, MD 20859	Investor	Director	N/A	Associates Apartments Inc. Director	15.38%	N/A	Associates Apartments Inc. 50%
J.R. Schuble Potomac, MD 20859	Investor	Director	N/A	Dreyfuss Management Services Inc President/Director	15.38%	N/A	Dreyfuss Management Services, Inc. 50%
J.R. Schuble Potomac, MD 20859	Investor	Director	N/A	DSJ LLC Managing Member	15.38%	N/A	DSJ LLC 50%
J.R. Schuble Potomac, MD 20859	Investor	Director	N/A	J/S Key LLC Managing Member	15.38%	N/A	J/S Key LLC 50%
J.R. Schuble Potomac, MD 20859	Investor	Director	N/A	Rugby Personnel Services, Inc. President/Director	15.38%	N/A	Rugby Personnel Services, Inc. 50%