



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.

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.

I, William J. Bocek, Jr.

Name of the Holding Company Director and Official  
Director and Chief Executive Officer

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.

*William J. Bocek, Jr.*  
Signature of Holding Company Director and Official  
03/28/2018

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 3831960  
C.I. \_\_\_\_\_

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

December 31, 2017

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Banks of the Chesapeake, M.H.C.

Legal Title of Holding Company

2001 E. Joppa Road

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

Parkville MD 21234  
City State Zip Code

N/A

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Robert K. Bloodsworth, Jr. SVP / Accounting Manager

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

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),

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

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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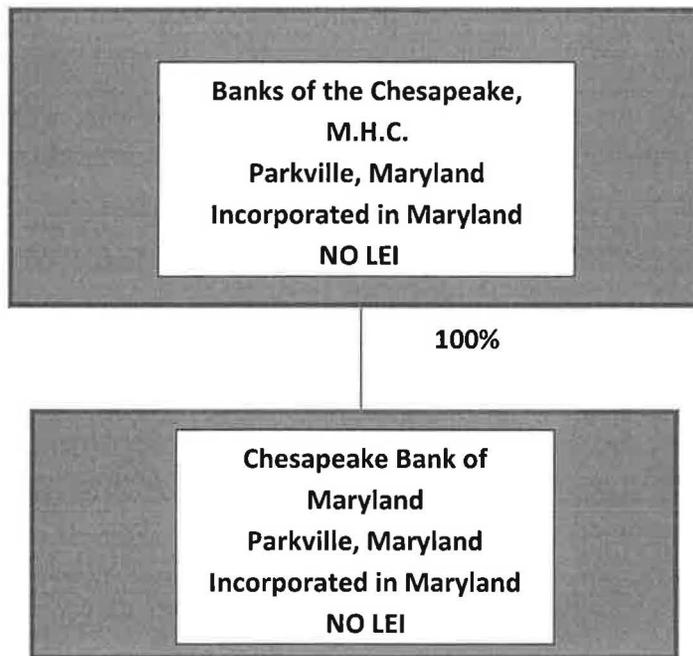
Physical Location (if different from mailing address)

**Form FR Y-6**  
**Banks of the Chesapeake, M.H.C.**  
**Parkville, Maryland**  
**Fiscal Year Ending December 31, 2017**

**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 March 28, 2018.

Results: A list of branches for your depository institution: CHESAPEAKE BANK OF MARYLAND (ID\_RSSD: 204077).  
 This depository institution is held by BANKS OF THE CHESAPEAKE, MHC (3831960) of PARKVILLE, MD.  
 The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

**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)	204077	CHESAPEAKE BANK OF MARYLAND	2001 EAST JOPPA ROAD	PARKVILLE	MD	21234	BALTIMORE	UNITED STATES	Not Required	Not Required	CHESAPEAKE BANK OF MARYLAND	204077	
OK		Full Service	4154451	ARBUTUS BRANCH	5424 CARVILLE AVE	BALTIMORE	MD	21227	BALTIMORE	UNITED STATES	Not Required	Not Required	CHESAPEAKE BANK OF MARYLAND	204077	
OK		Full Service	4154442	BEL AIR BRANCH	1 BEL AIR SOUTH PARKWAY, #A	BEL AIR	MD	21015	HARFORD	UNITED STATES	Not Required	Not Required	CHESAPEAKE BANK OF MARYLAND	204077	
OK		Full Service	4154460	PASADENA BRANCH	3820 MOUNTAIN ROAD	PASADENA	MD	21122	ANNE ARUNDEL	UNITED STATES	Not Required	Not Required	CHESAPEAKE BANK OF MARYLAND	204077	

**Form FR Y-6**  
**Banks of the Chesapeake, M.H.C.**  
**Fiscal Year Ending December 31, 2017**

**Report Item 3: Securities Holders**  
**(1)(a)(b)(c) and (2)(a)(b)(c)**

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/17	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 12/31/17
<p><b>(1)(a) Name, City, State, Country – N/A (Mutual Holding Company)</b></p> <p><b>(1)(b) Country or Citizenship of Incorporation – N/A (Mutual Holding Company)</b></p> <p><b>(1)(c) Number and Percentage of Each Class of Voting Securities – N/A (Mutual Holding Company)</b></p>	<p><b>(2)(a) Name, City, State, Country – N/A (Mutual Holding Company)</b></p> <p><b>(2)(b) Country or Citizenship of Incorporation – N/A (Mutual Holding Company)</b></p> <p><b>(2)(c) Number and Percentage of Each Class of Voting Securities – N/A (Mutual Holding Company)</b></p>

**Form FR Y-6**  
**Banks of the Chesapeake, M.H.C.**  
**Fiscal Year Ending December 31, 2017**

**Report Item 4: Insiders**

**(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)**

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title and Position with Holding Company	(3)(b) Title and Position with Subsidiaries	(3)(c) Title and Position with Other Businesses	(4)(a) Percentag e of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(C) List Names of Other Companies if 25% or more of Voting Securities are Held
Jodi L. Beal Reisters- town, MD, USA	Executive Vice President (EVP) and Chief Financial Officer (CFO) - Chesapeake Bank of Maryland	Treasurer	EVP and CFO - Chesapeake Bank of Maryland.	N/A	N/A - 0%	N/A - 0%	N/A
William J. Bocek, Jr. Forest Hill, MD, USA	Chief Executive Officer (CEO) - Chesapeake Bank of Maryland	CEO and Director	Chairman of the Board, Director and CEO - Chesapeake Bank of Maryland. Chairman of the Board, Director, and President - Superior Service Corp.	N/A	N/A - 0%	N/A - 0%	N/A
Francis X. Bossle, Jr. Berlin, MD, USA	Retired - Former Executive Vice President - Northstar Mortgage, LLC	Chairman of the Board and Director	Director - Chesapeake Bank of Maryland. Director - Superior Service Corp.	N/A - Retired	N/A - 0%	N/A - 0%	N/A
Glenn C. Ercole Reisters- town, MD, USA	Commercial Real Estate Finance - President - GCE Real Estate	Director	Director - Chesapeake Bank of Maryland. Director - Superior Service Corp.	President - GCE Real Estate	N/A - 0%	N/A - 0%	N/A

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Banks of the Chesapeake, M.H.C.

Fiscal Year Ending December 31, 2017

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title and Position with Holding Company	(3)(b) Title and Position with Subsidiaries	(3)(c) Title and Position with Other Businesses	(4)(a) Percentag e of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(C) List Names of Other Companies if 25% or more of Voting Securities are Held
William R. Minton Jarrettsville, MD, USA	Builder/Own er and President - Jarrettsville Builders	Director	Director - Chesapeake Bank of Maryland. Director - Superior Service Corp.	President - Jarrettsvill e Builders	N/A - 0%	N/A - 0%	N/A
Joseph M. Solomon Baldwin, MD, USA	President and Managing Officer - Chesapeake Bank of Maryland	President	Director, President, Managing Officer - Chesapeake Bank of Maryland. Director and President - Superior Service Corp.	N/A	N/A - 0%	N/A - 0%	N/A
Benny C. Walker Fallston, MD, USA	CPA - Partner - Weyrich Cronin & Sorra, Chartered	Director	Director - Chesapeake Bank of Maryland. Director - Superior Service Corp.	Partner - Weyrich, Cronin & Sorra, Chartered	N/A - 0%	N/A - 0%	N/A
William W. Whitty, Jr. Lutherville, MD, USA	Commercial Real Estate Broker - Principal and Senior Vice President - Mackenzie Commercial Real Estate	Director	Director - Chesapeake Bank of Maryland. Director - Superior Service Corp.	Principal and Senior Vice President - Mackenzie Commercial Real Estate	N/A - 0%	N/A - 0%	N/A