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.

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, James W. Cornelsen

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.

details in the report concerning that individual.	
James W. Co	
Signature of Holding Company Director and Official	
05/23/2018	
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	

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.

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): **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 Old Line Bancshares, Inc. Legal Title of Holding Company 1525 Pointer Ridge Place (Mailing Address of the Holding Company) Street / P.O. Box **Bowie** MD 20716 City State Zip Code Physical Location (if different from mailing address) Person to whom questions about this report should be directed: Vice President Julie A. Keith Title 301-430-2500x1158 Area Code / Phone Number / Extension 301-430-8709 Area Code / FAX Number jkeith@oldlinebank.com F-mail Address www.oldlinebank.com Address (URL) for the Holding Company's web page 0=No Is confidential treatment requested for any portion of 0 this report submission? 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."

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.

For Use By Tiered Holding Companies

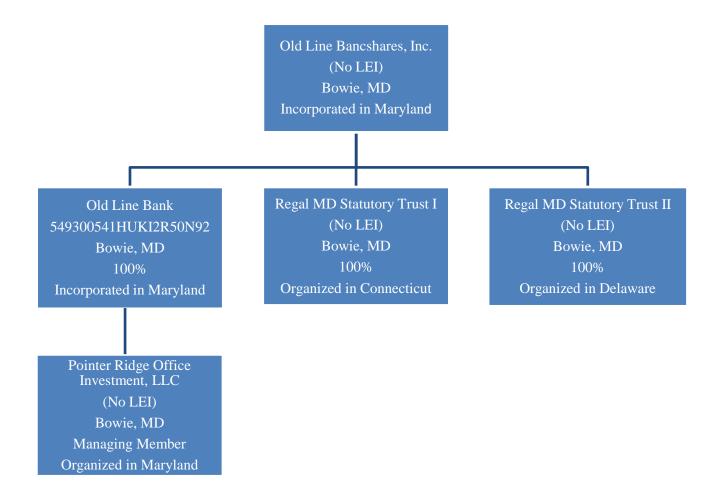
Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidia	ary Holding Company	## 100 COLVE	Legal Title of Subsidiary Holding Company					
(Mailing Address of the	e Subsidiary Holding Company)	Street / P.O. Box	(Mailing Address o	f the Subsidiary Holding Company)	Street / P.O. Box			
City	State	Zip Code	City	State	Zip Code			
Physical Location (if d	lifferent from mailing address)	1 10 10 10 10 10 10 10 10 10 10 10 10 10	Physical Location ((if different from mailing address)				
Legal Title of Subsidia	ary Holding Company		Legal Title of Subs	idiary Holding Company				
(Mailing Address of the	e Subsidiary Holding Company)	Street / P.O. Box	(Mailing Address o	f the Subsidiary Holding Company)	Street / P.O. Box			
City	State	Zip Code	City	State	Zip Code			
Physical Location (if d	ifferent from mailing address)		Physical Location ((if different from mailing address)				
Legal Title of Subsidia	ry Holding Company		Legal Title of Subs	idiary Holding Company				
(Mailing Address of the	e Subsidiary Holding Company)	Street / P.O. Box	(Mailing Address o	f the Subsidiary Holding Company)	Street / P.O. Box			
City	State	Zip Code	City	State	Zip Code			
Physical Location (if di	ifferent from mailing address)		Physical Location ((if different from mailing address)				
Legal Title of Subsidian	ry Holding Company		Legal Title of Subs	idiary Holding Company				
(Mailing Address of the	e Subsidiary Holding Company)	Street / P.O. Box	(Mailing Address o	f the Subsidiary Holding Company)	Street / P.O. Box			
City	State	Zip Code	City	State	Zip Code			
Physical Location (if di	ifferent from mailing address)		Physical Location ((if different from mailing address)				

Form FR Y-6 Old Line Bancshares, Inc. Bowie, MD Fiscal Year Ending December 31, 2017

Item 1: Annual Report to Shareholders – The bank holding company prepares an annual report for its securities holders and is registered with the SEC. No copies are enclosed.

Item 2a: Organizational Chart



Item 2b: Domestic Branch Listing

Results: A list of branches for your depository institution: OLD LINE BANK (ID_RSSD: 1401387).

This depository institution is held by OLD LINE BANCSHARES, INC. (3200221) of BOWIE, 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)	1401387	OLD LINE BANK	1525 POINTER RIDGE PLACE	BOWIE	MD	20716	PRINCE GEORGES	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	3819548	ANNAPOLIS BRANCH	2530 RIVA ROAD, SUITE 100	ANNAPOLIS	MD	21401	ANNE ARUNDEL	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	32122	BRYANS ROAD BRANCH	7175 INDIAN HEAD HWY	BRYANS ROAD	MD	20616	CHARLES	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	36326	CALIFORNIA BRANCH	22741 THREE NOTCH ROAD	CALIFORNIA	MD	20619	ST MARYS	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	3288863	CLARKSBURG BRANCH	23400 FREDERICK ROAD	CLARKSBURG	MD	20871	MONTGOMERY	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	3295302	CLINTON BRANCH	7801 OLD BRANCH AVENUE	CLINTON	MD	20735	PRINCE GEORGES	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	3725779	COLLEGE PARK BRANCH	9658 BALTIMORE AVENUE SUITE 101	COLLEGE PARK	MD	20740	PRINCE GEORGES	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	3971080	CROFTON BRANCH	1641 MD ROUTE 3 NORTH, #109	CROFTON	MD	21114	ANNE ARUNDEL	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	1198614	DAMASCUS BRANCH	26500 RIDGE ROAD	DAMASCUS	MD	20872	MONTGOMERY	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	38423	FORT WASHINGTON BRANCH	12740 OLD FORT ROAD	FORT WASHINGTON	MD	20744	PRINCE GEORGES	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	5085299	FREDERICK BRANCH	5010 BUCKEYSTOWN PIKE, SUITE 112	FREDERICK	MD	21704	FREDERICK	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	5044933	AIRPARK BRANCH	7601- I AIRPARK ROAD	GAITHERSBURG	MD	20879	MONTGOMERY	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	3971099	FAIRWOOD BRANCH	12100 ANNAPOLIS ROAD, SUITE 1	GLENN DALE	MD	20769	PRINCE GEORGES	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	3726310	GREENBELT BRANCH	6421 IVY LANE	GREENBELT	MD	20770	PRINCE GEORGES	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	3676639	HUNT VALLEY BRANCH	10620 YORK ROAD	HUNT VALLEY	MD	21030	BALTIMORE	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	37921	LA PLATA BRANCH	101 CHARLES STREET SUITE 102	LA PLATA	MD	20646	CHARLES	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	5088610	LEONARDTOWN BRANCH	23152 NEWTOWNE NECK ROAD	LEONARDTOWN	MD	20650	ST MARYS	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	4154929	MILLERSVILLE BRANCH	676 OLD MILL ROAD	MILLERSVILLE	MD	21108	ANNE ARUNDEL	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	3292093	GREEN VALLEY BRANCH	11801 FINGERBOARD RD	MONROVIA	MD	21770	FREDERICK	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	3957075	MOUNT AIRY BRANCH	201 E. RIDGEVILLE BOULEVARD	MOUNT AIRY	MD	21771	CARROLL	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	692478	OWINGS MILLS BRANCH	25 CROSSROADS DRIVE SUITE 10	OWINGS MILLS	MD	21117	BALTIMORE	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	2841917	PRINCE FREDERICK BRANCH	691 PRINCE FREDERICK BOULEVARD	PRINCE FREDERICK	MD	20678	CALVERT	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	5139035	RIVERDALE BRANCH	6611 BALTIMORE AVENUE, SUITE 3C	RIVERDALE PARK	MD	20737	PRINCE GEORGES	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	4914794	ROCKVILLE PIKE BRANCH	1801 ROCKVILLE PIKE SUITE 100	ROCKVILLE	MD	20852	MONTGOMERY	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	5010086	ROCKVILLE TOWN CENTER BRANCH	196A E. MONTGOMERY AVENUE	ROCKVILLE	MD	20850	MONTGOMERY	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	3466429	WALDORF CRAIN HIGHWAY BRANCH	2995 CRAIN HIGHWAY, SUITE 100	WALDORF	MD	20601	CHARLES	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	31620	WALDORF ROUTE 5 BRANCH	3135 LEONARDTOWN ROAD	WALDORF	MD	20601	CHARLES	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	
OK	Full Service	3283699	WESTMINSTER BRANCH	1046 BALTIMORE BLVD	WESTMINSTER	MD	21157	CARROLL	UNITED STATES	Not Required	Not Required	OLD LINE BANK	1401387	

Form FR Y-6 Old Line Bancshares, Inc. Fiscal Year Ending December 31, 2017

Item 3: Securities Holders

Item 3(1)(a)(b)(c): Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2017.

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities
William J. Harnett Stevensville, MD USA	USA	1,052,837 - 8.42% Common Stock
		3,60003% Options on Common Stock
FJ Capital Management, LLC McLean, VA USA	USA	629,424 - 5.03% Common Stock

Item 3(2)(a)(b)(c): Securities holders not isted 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 December 31, 2017.

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities		
Endeavour Capital Advisors, Inc. Greenwich, CT USA	USA	581,046 - 5.31% Common Stock		

Form FR Y-6 Old Line Bancshares, Inc. Fiscal Year Ending December 31, 2017

Item 4: Insiders

(1) Name, City, State, Country	(2) Principal Occupation, if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title/Position with Subsidiaries (includes names of subsidiaries)	(3)(c) Title & Position with Other Businesses (includes names of other businesses)	(4)(a) Percentage of voting shares in Holding Company	(4)(b) Percentage of voting shares in Subsidiaries (includes names of subsidiaries)	(4)(c) Names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held)
Craig E. Clark Fredericksburg, VA USA	Retired	Chairman of the Board	Chairman of the Board Old Line Bank	n/a	1.60%	n/a	n/a
James R. Clifford, Sr. Poolesville, MD USA	Attorney	Director	Director Old Line Bank	Clifford, Debelius, Boynton & Hyatt, Chtd - Partner	0.11%	n/a	Clifford, Debelius, Boynton & Hyatt, Chtd - 25%
James W. Cornelsen La Plata, MD USA	n/a	President, CEO and Director	President, CEO and Director Old Line Bank	Maryland Chamber of Commerce - Director Greater Prince George's Business Roundtable - Director Greater Washington Board of Trade - Director The Foundation Schools - Director American Bankers Assoc. Payment Solutions - Director Maryland Humanities Council - Director United Way of National Capital Area - Director	3.07%	n/a	n/a
Stephen J. Deadrick Monrovia, MD USA	Insurance Agent	Director	Director Old Line Bank	Day, Deadrick & Marshall, Inc Vice President DDM Ventures, LLC - Partner	0.22%	n/a	Day, Deadrick & Marshall, Inc 33% DDM Ventures, LLC - 33%
James F. Dent La Plata, MD USA	Retired	Director	Director Old Line Bank	n/a	0.56%	n/a	n/a
Andre' J. Gingles Laurel, MD USA	Attorney	Director	Director Old Line Bank	Gingles, LLC - Owner The Foundation Schools - Director	0.46%	n/a	Gingles, LLC - 100%
Thomas H. Graham Upper Marlboro, MD USA	Consultant	Director	Director Old Line Bank	T.H. Graham Associates, LLC - Principal Greater Prince George's Business Roundtable - Director Excellence in Education Foundation - Director Kenya Komposites - Founding Member Doctor's Community Hospital - Director Green Branch Foundation - Chairman Prince George's Economic Development Corp Director	0.28%	n/a	T.H. Graham & Associates, LLC - 100%
Elise M. Hubbard La Plata, MD USA	n/a	Executive Vice President	EVP/Chief Financial Officer Old Line Bank	n/a	0.04%	n/a	n/a
Frank Lucente Edgewater, MD USA	Land Development	Vice Chairman	Vice Chairman Old Line Bank	Lucente Enterprises, Inc President Chesapeake Custom Homes, LLC - Member	1.25%	n/a	Lucente Enterprises, Inc 88% Chesapeake Custom Homes, LLC - 45%
Gail D. Manuel Welcome, MD USA	Owner/Operator Cemetery/Mausoleum	Director	Director Old Line Bank	Trinity Memorial Gardens & Mausoleum - Director Longwood Associates D&G Investments Friendship Pet Memorial Park LLC - Owner	0.42%	n/a	Trinity Memorial Gardens - 33% Longwood Associates - 25% D&G Investments - 50% Friendship Pet Memorial Park LLC - 100%
Carla Hargrove McGill Annapolis, MD USA	General Contractor	Director	Director Old Line Bank	Hargrove Acquisition, Inc President The Foundation Schools - Chairman	0.21%	n/a	Hargrove Acquisition, Inc 51%

Form FR Y-6 Old Line Bancshares, Inc. Fiscal Year Ending December 31, 2017

Item 4: Insiders

(1) Name, City, State, Country	(2) Principal Occupation, if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title/Position with Subsidiaries (includes names of subsidiaries)	(3)(c) Title & Position with Other Businesses (includes names of other businesses)	(4)(a) Percentage of voting shares in Holding Company	(4)(b) Percentage of voting shares in Subsidiaries (includes names of subsidiaries)	(4)(c) Names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held)
M. John Miller Crownsville, MD USA	n/a	Executive Vice President	EVP/Chief Credit Officer Old Line Bank	n/a	0.12%	n/a	n/a
Gregory S. Proctor, Jr. Upper Marlboro, MD USA	Consultant	Director	Director Old Line Bank	G.S. Proctor & Associates, Inc President & CEO Proctor Group, LLC – Managing Member Proctor Group Two, LLC -Managing Member Proctor Landscaping and Masonry, LLC – Member Ashbox, LLC – Member Brandywine Builders, LLC - Member Greater Prince George's Business Roundtable - Director Greater Washington Board of Trade - Director Junior Achievement of Greater Washington - Director United Way of the National Capital Area - Director Bowie State University - Board of Visitors Prince George's Community College Foundation - Director	0.44%	n/a	G.S. Proctor & Associates, Inc 100% Proctor Group, LLC – 100% Proctor Group Two - 100% Proctor Landscape and Masonry – 40% Ashbox, LLC – 50%
Jeffrey A. Rivest Columbia, MD USA	Retired	Director	Director Old Line Bank	n/a	0.28%	n/a	n/a
Mark A. Semanie Bel Air, MD USA	n/a	Executive Vice President	EVP/Chief Operating Officer Old Line Bank	Agency Insurance Company of Maryland - Director	0.25%	n/a	n/a
Suhas R. Shah Marriottsville, MD USA	СРА	Director	Director Old Line Bank	Source One Business Services, LLC - Principal Regan Schickner Shah Harper LLC - Principal	0.40%	n/a	Source One Business Services, LLC - 31.6% Regan Schickner Shah Harper LLC - 31.6%
John M. Suit, II Annapolis, MD USA	Retired	Director	Director Old Line Bank	n/a	0.62%	n/a	n/a
Frank E. Taylor Leonardtown, MD USA	Propane Gas Distributor	Director	Director Old Line Bank	Taylor Gas Company, Inc President FF&B, LLC - Managing Partner	0.15%	n/a	Taylor Gas Company, Inc 51% FF&B, LLC - 50%
Jack G. Welborn Edgewater, MD USA	n/a	Executive Vice President	EVP/Chief Lending Officer Old Line Bank	n/a	0.19%	n/a	n/a