

Board of Governors of the Federal Reserve System



Parent Company Only Financial Statements for Large Holding Companies—FR Y-9LP

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Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. § 1844) and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and Section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)).

This report form is to be filed by the parent company of large holding companies. For purposes of this report, large holding companies are holding companies with total consolidated assets of \$1 billion or more, or holding companies that meet certain criteria, regardless of size.

When such holding companies are tiered holding companies, separate reports are also to be filed by each of the subsidiary holding companies. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: *The Parent Company Only Financial Statements for Large Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting holding company (or by the individual performing this equivalent function).*

Date of Report:

March 31, 2015

Month / Date / Year (BHCP 9999)

I, the undersigned CFO (or equivalent) of the named holding company, attest that the *Parent Company Only Financial Statements for Large Holding Companies* for this report date have 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.

Rebecca A. Foster

Printed Name of Chief Financial Officer (or Equivalent) (BHCP C490)

Chesapeake Financial Shares, Inc.

Legal Title of Holding Company (TEXT 9010)

35 School Street, PO Box 1419

(Mailing Address of the Holding Company) Street / P.O. Box (TEXT 9110)

Kilmarnock

City (TEXT 9130)

VA

State (TEXT 9200)

22482-

Zip Code (TEXT 9220)

Signature of Chief Financial Officer (or Equivalent)

04/29/2015

Date of Signature (MM/DD/YYYY) (BHPX J196)

Holding companies must maintain in their files a manually signed and attested printout of the data submitted.

Person to whom questions about this report should be directed:

Diana N. Rock, AVP, Controller

Name / Title (BHPX 8901)

804-435-4205

Area Code / Phone Number (BHPX 8902)

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RSSD ID

C.I.

S.F.

Public reporting burden for this information collection is estimated to vary from 2 to 13.5 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, D.C. 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, D.C. 20503.

Chesapeake Financial Shares, Inc.

Name of Holding Company

For Federal Reserve Bank Use Only

RSSD ID _____
C.I. _____ S.F. _____**Schedule PI—Parent Company Only Income Statement**Report at the close of business March 31, 2015

Report the Income Statement on a calendar year-to-date basis.

Dollar Amounts in Thousands

		Bil	Mil	Thou	
1. Operating Income:					
a. Income from bank subsidiaries and associated banks, excluding equity in undistributed income:					
(1) Dividends	BHCP0508		4,861		1.a.(1)
(2) Interest	BHCP0512		1		1.a.(2)
(3) Management and service fees	BHCP0515		0		1.a.(3)
(4) Other	BHCP0518		56		1.a.(4)
(5) Total (sum of items 1.a(1) through 1.a(4))	BHCP0520		4,918		1.a.(5)
b. Income from nonbank subsidiaries and associated nonbank companies, excluding equity in undistributed income:					
(1) Dividends	BHCP1275		1		1.b.(1)
(2) Interest	BHCP1276		0		1.b.(2)
(3) Management and service fees	BHCP1277		0		1.b.(3)
(4) Other	BHCP1278		0		1.b.(4)
(5) Total (sum of items 1.b(1) through 1.b(4))	BHCP1279		1		1.b.(5)
c. (This item is to be completed only by holding companies that have subsidiary holding companies or associated holding companies.)					
Income from subsidiary holding companies and associated holding companies, excluding equity in undistributed income:					
(1) Dividends	BHCP0206		0		1.c.(1)
(2) Interest	BHCP0207		0		1.c.(2)
(3) Management and service fees	BHCP0208		0		1.c.(3)
(4) Other	BHCP0209		0		1.c.(4)
(5) Total (sum of items 1.c(1) through 1.c(4))	BHCP0210		0		1.c.(5)
d. Securities gains/(losses)	BHCP4091		0		1.d.
e. All other operating income	BHCP0447		1,112		1.e.
f. Total operating income (sum of items 1.a(5), 1.b(5), 1.c(5), 1.d, and 1.e)	BHCP4000		6,031		1.f.
2. Operating expense:					
a. Salaries and employee benefits	BHCP4135		157		2.a.
b. Interest expense	BHCP4073		3		2.b.
c. Provisions for loan and lease losses	BHCP4230		0		2.c.
d. All other expenses	BHCP0522		125		2.d.
e. Total operating expense (sum of items 2.a through 2.d)	BHCP4130		285		2.e.
3. Income (loss) before taxes and undistributed income (item 1.f minus item 2.e)	BHCP4250		5,746		3.
4. Applicable income taxes	BHCP4302		256		4.
5. Extraordinary items, net of tax effect	BHCP4320		0		5.
6. Income (loss) before undistributed income of subsidiaries and associated companies (sum of item 3 and 5 minus item 4)	BHCP0496		5,490		6.
7. Equity in undistributed income (losses) of subsidiaries and associated companies:					
a. Bank	BHCP3156		(2,942)		7.a.
b. Nonbank	BHCP3147		96		7.b.
c. Subsidiary holding companies	BHCP3513		0		7.c.
8. Net Income (loss)(sum of items 6, 7.a, 7.b, and 7.c)	BHCP4340		2,644		8.

Schedule PI—Continued

Memoranda

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Noncash items included in operating expense	BHCP4647			35		M.1.
2. Loan and lease financing receivables charged-off	BHCP4635			0		M.2.
3. Loan and lease financing receivables recoveries	BHCP4605			0		M.3.
4. Interest expense paid to special-purpose subsidiaries that issued trust preferred securities (included in item 2.d above)	BHCPC254			29		M.4.
<i>Memorandum item 5 is to be completed by holding companies that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option.</i>						
5. Net change in fair values of financial instruments accounted for under a fair value option	BHCPJ980					M.5.

INSTRUCTIONS MUST BE REVIEWED AS THIS SCHEDULE REQUIRES NEGATIVE ENTRIES FOR CERTAIN REPORTED ITEMS.

Schedule PI-A—Cash Flow Statement

Dollar Amounts in Thousands

		Bil	Mil	Thou	
Part I. Cash Flows from Operating Activities:					
1. Net income (loss) (must equal Schedule PI, item 8)	BHPA4340		2,644		1.
2. Adjustments to reconcile net income to net cash provided by operating activities:					
a. Provision for deferred income taxes	BHCP3611		0		2.a.
b. (Gain) or loss on sales of assets	BHCP3612		0		2.b.
c. Equity in undistributed (earnings) losses of subsidiaries	BHCP3613		2,846		2.c.
d. Equity in extraordinary items of subsidiaries	BHCP3614		0		2.d.
e. Net change in other liabilities	BHCP3615		221		2.e.
f. Net change in other assets	BHCP3616		245		2.f.
g. Other, net	BHCP3617		(1,100)		2.g.
h. Total adjustments (sum of items 2.a through 2.g)	BHCP3618		2,212		2.h.
3. Net cash provided (used) by operating activities (sum of Part I, items 1 and 2.h)	BHCP3619		4,856		3.

Dollar Amounts in Thousands

		Bil	Mil	Thou	
Part II. Cash Flows from Investing Activities:					
1. Purchases of held-to-maturity and available-for-sale securities	BHCP6552		0		1.
2. Sales and maturities of held-to-maturity and available-for-sale securities	BHCP6567		0		2.
3. Payments for investments in and advances to subsidiaries	BHCP6571		0		3.
4. Sale or repayment of investments in and advances to subsidiaries	BHCP6573		0		4.
5. Outlays for business acquisitions	BHCPF737		0		5.
6. Proceeds from business divestitures	BHCPF817		0		6.
7. Other, net	BHCP6588		(16)		7.
8. Net cash provided (used) by investing activities (sum of Part II, items 2, 4, 6, and 7 minus items 1, 3, and 5)	BHCP6589		(16)		8.

Dollar Amounts in Thousands

		Bil	Mil	Thou	
Part III. Cash Flows from Financing Activities:					
1. Net change in purchased funds and other short-term borrowings	BHCPF818		0		1.
2. Not applicable					
3. Proceeds from advances from subsidiaries	BHCP6592		0		3.
4. Repayment of advances from subsidiaries	BHCP6596		0		4.
5. Proceeds from issuance of long-term debt	BHCP6600		0		5.
6. Repayment of long-term debt	BHCP6604		16		6.
7. Proceeds from issuance of common stock	BHCP6607		319		7.
8. Payment to repurchase common stock	BHCP8518		365		8.
9. Proceeds from issuance of preferred stock	BHCP6619		0		9.
10. Payment to repurchase preferred stock	BHCP6741		0		10.
11. Dividends paid	BHCP6742		448		11.
12. Other, net	BHCP6743		(4,055)		12.
13. Net cash provided (used) by financing activities (sum of Part III, items 1, 3, 5, 7, 9, and 12 minus items 4, 6, 8, 10, and 11)	BHCP6744		(4,565)		13.

Dollar Amounts in Thousands

		Bil	Mil	Thou	
Part IV. Cash and Cash Equivalents:					
1. Net (decrease) increase in cash and cash equivalents (sum of Part I, item 3, Part II, item 8, and Part III, item 13)	BHCP6758		275		1.
2. Cash and cash equivalents at beginning of year	BHCP6773		1,145		2.
3. Cash and cash equivalents, current year-to-date (sum of Part IV, items 1 and 2)	BHCP6775		1,420		3.

Schedule PC—Parent Company Only Balance Sheet

Dollar Amounts in Thousands

		Bil	Mil	Thou	
Assets					
1. Cash and balances due from depository institutions:					
a. Balances with subsidiary or affiliated depository institutions	BHCP5993		1,420		1.a.
b. Balances with unrelated depository institutions	BHCP0010		0		1.b.
2. Securities:					
a. U.S. Treasury securities	BHCP0400		0		2.a.
b. Securities of U.S. Government agencies and corporations and securities issued by states and political subdivisions	BHCP6791		0		2.b.
c. Other debt and equity securities	BHCP1299		590		2.c.
3. Securities purchased under agreements to resell	BHCP0277		0		3.
4. Loans and lease financing receivables:					
a. Loans:					
(1) To U.S. addressees (domicile)	BHCP0362		0		4.a.(1)
(2) To non-U.S. addressees (domicile)	BHCP0363		0		4.a.(2)
b. LESS: Unearned income on loans	BHCP2123		0		4.b.
c. Loans, net of unearned income (sum of items 4.a(1) and 4.a(2) minus item 4.b)	BHCP0364		0		4.c.
d. Lease financing receivables, net of unearned income	BHCP2165		0		4.d.
e. LESS: Allow ance for loan and lease losses	BHCP3123		0		4.e.
f. Loans and leases, net of unearned income and allow ance for loan and lease losses (sum of items 4.c and 4.d minus item 4.e)	BHCP2125		0		4.f.
5. Investments in and receivables due from subsidiaries and associated companies (from Schedule PC-A, item 4)	BHCP0365		74,852		5.
6. Premises and fixed assets (including capitalized leases)	BHCP2145		1,941		6.
7. Intangible assets (other than reported in item 5 above):					
a. Goodw ill	BHCP3163		0		7.a.
b. Mortgage servicing assets	BHCP3164		0		7.b.
c. Other identifiable intangibles	BHCP3165		0		7.c.
8. Other assets	BHCP2160		710		8.
9. Balances due from related institutions, other than investments:					
a. Related banks	BHCP3602		0		9.a.
b. Related nonbank companies	BHCP3603		0		9.b.
c. Related holding companies	BHCP3604		0		9.c.
10. TOTAL ASSETS (sum of items 1.a through 3 and 4.f through 9.c above)	BHCP2170		79,513		10.

Schedule PC—Continued

Dollar Amounts in Thousands		Bil	Mil	Thou
Liabilities and Equity Capital				
11. Deposits	BHCP2200	0		11.
12. Securities sold under agreements to repurchase	BHCP0279	0		12.
13. Borrowings with a remaining maturity of one year or less:				
a. Commercial paper	BHCP2309	0		13.a.
b. Other borrowings	BHCP2332	0		13.b.
14. Other borrowed money with a remaining maturity of more than one year	BHCP0368	333		14.
15. Not applicable				
16. Subordinated notes and debentures ⁽¹⁾	BHCP4062	0		16.
17. Other liabilities	BHCP2930	780		17.
18. Balances due to subsidiaries and related institutions:				
a. Subsidiary banks	BHCP3605	0		18.a.
b. Nonbank subsidiaries	BHCP3606	5,155		18.b.
c. Related holding companies	BHCP3607	0		18.c.
19. Not applicable				
20. Equity Capital:				
a. Perpetual preferred stock (including related surplus)	BHCP3283	0		20.a.
b. Common stock (par value)	BHCP3230	19,710		20.b.
c. Surplus (exclude all surplus related to preferred stock)	BHCP3240	461		20.c.
d. Retained earnings	BHCP3247	46,458		20.d.
e. Accumulated other comprehensive income ⁽²⁾	BHCPB530	6,616		20.e.
f. Other equity capital components ⁽³⁾	BHCPA130	0		20.f.
g. Not applicable				
h. TOTAL EQUITY CAPITAL (sum of items 20.a through 20.f)	BHCP3210	73,245		20.h.
21. TOTAL LIABILITIES AND EQUITY CAPITAL (sum of items 11 through 20)	BHCP3300	79,513		21.
Memoranda				
<i>Memoranda items 1.a and 1.b are to be completed by holding companies that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option.</i>				
1. Financial assets and liabilities measured at fair value:				
a. Total assets	BHCPF819			M.1.a.
b. Total liabilities	BHCPF820			M.1.b.

(1) Includes limited-life preferred stock and related surplus.

(2) Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.

(3) Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule PC-A—Investments in Subsidiaries and Associated Companies

Dollar Amounts in Thousands		Bil	Mil	Thou
1.				
a. Equity investments in bank subsidiaries and associated banks:				
(1) Common and preferred stock (net of amount reported in item 1.a(2))	BHCP3239	72,458		1.a.(1)
(2) Intangible assets:				
(a) Goodwill	BHCP3238	0		1.a.(2)(a)
(b) Other identifiable intangibles	BHCP4485	0		1.a.(2)(b)
b. Nonequity investments in and receivables due from bank subsidiaries and associated banks:				
(1) Loans, advances, notes, bonds, and debentures	BHCP0533	0		1.b.(1)
(2) Other receivables	BHCP0534	0		1.b.(2)
2.				
a. Equity investments in nonbank subsidiaries and associated nonbank companies:				
(1) Common and preferred stock (net of amount reported in item 2.a(2))	BHCP1273	2,394		2.a.(1)
(2) Intangible assets:				
(a) Goodwill	BHCP0087	0		2.a.(2)(a)
(b) Other identifiable intangibles	BHCP0536	0		2.a.(2)(b)
b. Nonequity investments in and receivables due from nonbank subsidiaries and associated nonbank companies:				
(1) Loans, advances, notes, bonds, and debentures	BHCP0537	0		2.b.(1)
(2) Other receivables	BHCP0538	0		2.b.(2)
3. <i>(This item is to be completed only by holding companies that have subsidiary holding companies or associated holding companies.)</i>				
a. Equity investments in subsidiary holding companies and associated holding companies:				
(1) Common and preferred stock (net of amount reported in Item 3.a(2))	BHCP0201	0		3.a.(1)
(2) Intangible assets:				
(a) Goodwill	BHCP0202	0		3.a.(2)(a)
(b) Other identifiable intangibles	BHCP0203	0		3.a.(2)(b)
b. Nonequity investments in and receivables due from subsidiary holding companies and associated holding companies:				
(1) Loans, advances, notes, bonds, and debentures	BHCP0204	0		3.b.(1)
(2) Other receivables	BHCP0205	0		3.b.(2)
4. TOTAL (sum of items 1 through 3) (must equal Schedule PC, item 5)	BHPA0365	74,852		4.

Schedule PC-B—Memoranda

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Amount of assets scheduled to mature within one year (including contractual payments to be repaid within one year)	BHCP0543	1,420				1.
2. Amount of borrowings included in Schedule PC, items 16 and 18 that is scheduled to mature within one year (exclude short-term debt)	BHCP3409	0				2.
3. Amount of liabilities (other than borrowings) scheduled to mature within one year (including any contractual payments to be repaid within one year)	BHCP3609	0				3.
4. Amount of borrowings from unaffiliated parties guaranteed by the parent with respect to the following subsidiaries:						
a. Bank	BHCP0540	0				4.a.
b. Nonbank	BHCP0541	0				4.b.
c. Related holding companies	BHCP0542	0				4.c.
5. Borrowing by the parent from subsidiaries and associated companies (included in Schedule PC, item 18):						
a. Bank	BHCP0467	0				5.a.
b. Nonbank	BHCP1274	5,155				5.b.
c. Related holding companies	BHCP0539	0				5.c.
6. Long-term debt that reprices within one year	BHCP3298	0				6.
7. Loans and lease financing receivables of the parent:						
a. Past due 90 days or more and still accruing	BHCP1407	0				7.a.
b. Nonaccrual status	BHCP1403	0				7.b.
8. Loans of the parent restructured in troubled debt restructurings that are in compliance with modified terms	BHCPK297	0				8.
9. Not applicable						
10. Pledged securities (1)	BHCP0416	0				10.
11.						
a. Fair value of securities classified as available-for-sale in Schedule PC, items 2.a thru 2.c	BHCP8516	590				11.a.
b. Amortized cost of securities classified as held-to-maturity in Schedule PC, items 2.a thru 2.c	BHCP8517	0				11.b.
12. Balances held by subsidiary banks of the holding company due from:						
a. Other bank subsidiaries of the holding company	BHCP6792	0				12.a.
b. Nonbank subsidiaries of the holding company	BHCP6793	0				12.b.
13. Balances held by subsidiary banks of the holding company due to:						
a. Other bank subsidiaries of the holding company	BHCP6794	0				13.a.
b. Nonbank subsidiaries of the holding company	BHCP6795	0				13.b.
14. Holding company (parent company only) borrowings not held by financial institutions or by insiders (including directors) and their interests	BHCP3152	0				14.
15. (To be completed only by the top-tier holding company for its consolidated nonbank and thrift subsidiaries.) (2)						
a. Total combined nonbank assets of nonbank subsidiaries	BHCP4778	2,347				15.a.
b. Total combined loans and leases of nonbank subsidiaries	BHCP427	0				15.b.
c. Total aggregate operating revenue of nonbank subsidiaries	BHCP428	841				15.c.
d. Combined thrift assets included in 15.a (to be completed only by a bank holding company)	BHCP2792	0				15.d.
e. Combined foreign nonbank subsidiary assets included in 15.a	BHCP2793	0				15.e.
f. Number of nonbank subsidiaries included in 15.a	BHCP2794	1				15.f.
g. Number of thrift subsidiaries included in 15.d (to be completed only by a bank holding company)	BHCP2796	0				15.g.
h. Number of foreign nonbank subsidiaries included in 15.e	BHCP2831	0				15.h.
16. Notes payable to special-purpose subsidiaries that issued trust preferred securities (included in Schedule PC, item 18.b and item 5.b above)	BHCP255	5,155				16.

(1) Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.

(2) A savings and loan holding company should not include its consolidated savings association in items 15(a) through 15(h). See the instructions for more details.

Notes to the Parent Company Only Financial Statements

Enter in the lines provided below any additional information on specific line items on the financial statements that the holding company wishes to explain, that has been separately disclosed in the holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC).

Also include any transactions which previously would have appeared as footnotes to Schedules PI through PC-B.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A parent holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$500 thousand and that amount has increased the parent company's long-term unsecured debt by a material amount. Enter on the line item below the following information:

		Bil	Mil	Thou
TEXT0000	Sch. PC, item 14, New loan to holding company's ESOP guaranteed by holding company parent			
TEXT0000				500

Notes to the Financial Statements

Dollar Amounts in Thousands

		Bil	Mil	Thou	
1.	TEXT5485				
2.	TEXT5486				
3.	TEXT5487				
4.	TEXT5488				
5.	TEXT5489				

REMARKS

Enter in the space below any additional remarks that you may have.

(TEXT4769)