

**Report of Organizational Actions  
 Affecting Basis of Securities**

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>Old Line Bancshares, Inc.</b>		2 Issuer's employer identification number (EIN) <b>20-0154352</b>	
3 Name of contact for additional information <b>Elise M. Hubbard</b>	4 Telephone No. of contact <b>301-430-2500</b>	5 Email address of contact <b>ehubbard@oldlinebank.com</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>1525 Pointer Ridge Place</b>		7 City, town, or post office, state, and Zip code of contact <b>Bowie, MD 20716</b>	
8 Date of action <b>December 4, 2015</b>	9 Classification and description <b>Common stock</b>		
10 CUSIP number <b>67984M100</b>	11 Serial number(s)	12 Ticker symbol <b>OLBK</b>	13 Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **Merger of Regal Bancorp, Inc., a Maryland corporation ("RBI") with and into Old Line Bancorp, Inc., a Maryland corporation ("OLB"), under the laws of the State of Maryland (the "Merger"). The Merger was effective December 4, 2015.**

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15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶

**For a shareholder that received only OLB common stock in the Merger in exchange for RBI common stock, the basis of OLB common stock received in the Merger in exchange for RBI common stock is equal to the basis of the RBI common stock exchanged multiplied by 1.2957**

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**For a shareholder that received a combination of cash and OLB common stock in the Merger in exchange for RBI common stock, the basis of OLB common stock received in the Merger is equal to the basis of the RBI common stock exchanged, reduced by the amount of cash received, and increased by the gain recognized as a result of the receipt of cash. The gain recognized is the lesser of (i) the gain realized and (ii) the cash received.**

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16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **Under the terms of the Merger, each share of RBI common stock was exchanged for 0.7718 shares of OLB common stock. For shareholders that received only OLB common stock, the new basis as a multiple of the old basis is the reciprocal of 0.7718.**

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**For purposes of calculating the gain realized by shareholders receiving a combination of OLB common stock and cash, the value of the OLB common stock at the effective time of the Merger, 6:00 P.M. on December 4, 2015, was \$17.97 per share.**

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**Part II Organizational Action (continued)**

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶  
**Sections 368(a)(1)(A), 354(a)(1), 356(a)(1), and 358**

18 Can any resulting loss be recognized? ▶ **No**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶ *Elise M. Hubbard* Date ▶ **12-29-15**

Print your name ▶ **Elise M. Hubbard** Title ▶ **Chief Financial Officer**

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
<b>Robert L. Ash</b>	<i>Robert L. Ash</i>	<b>12/29/15</b>		<b>P01779065</b>
Firm's name ▶ <b>Ober, Kaler</b>	Firm's EIN ▶ <b>52-1908497</b>		Phone no. <b>202-326-5005</b>	
Firm's address ▶ <b>1401 H Street, N.W., Washington, DC 20005</b>				

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054