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FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2

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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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.

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

December 31, 2013

Month / Day / Year

I, **Tom N. Rasmussen**

Reporter's Name, Street, and Mailing Address

New Windsor Bancorp, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Vice President

213 Main St. PO Box 489

Title of the Holding Company Director and Official

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

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.

New Windsor MD 21776
City State Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Thomas J. Paholsky Treasurer

Name Title

410-549-1414

Area Code / Phone Number / Extension

410-875-5553

Area Code / FAX Number

tpaholsky@newwindsorbank.com

E-mail Address

www.newwindsorbank.com

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

Signature of Holding Company Director and Official

Date of Signature

3/21/14

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 **2520913**
C.I. _____

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

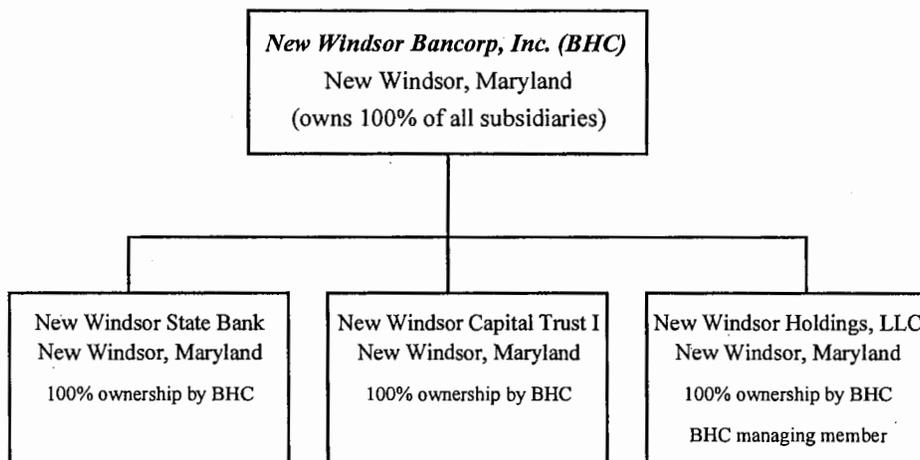
No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 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. 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, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

FORM FRY-6
New Windsor Bancorp, Inc.
New Windsor, Maryland
Fiscal Year Ending December 31, 2013

Report Item

1. a. The BHC is not required to file form 10K with the SEC.
1. b. The BHC prepares an annual report for its stockholders. This report will be mailed to the Federal Reserve Bank upon completion in April 2014.
2. a. **Organizational Chart - all incorporated in State of Maryland**



Results: A list of branches for your depository institution: NEW WINDSOR STATE BANK (ID_RSSD: 57228).
 This depository institution is held by NEW WINDSOR BANCORP, INC. (2520913) of NEW WINDSOR, MD.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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)	57228	NEW WINDSOR STATE BANK	213 MAIN STREET	NEW WINDSOR	MD	21776	CARROLL	UNITED STATES	4007	0	NEW WINDSOR STATE BANK	57228	
ok		Full Service	4111502	NORTH CARROLL BRANCH	2305 HANOVER PIKE	HAMPSTEAD	MD	21074	CARROLL	UNITED STATES	510734	6	NEW WINDSOR STATE BANK	57228	
ok		Full Service	3234703	MOUNT AIRY BRANCH	1001 TWIN ARCH ROAD	MOUNT AIRY	MD	21771	CARROLL	UNITED STATES	422923	3	NEW WINDSOR STATE BANK	57228	
ok		Full Service	3677177	TANEYTOWN BRANCH	222 E BALTIMORE ST	TANEYTOWN	MD	21787	CARROLL	UNITED STATES	445699	4	NEW WINDSOR STATE BANK	57228	
ok		Full Service	3295272	COLLEGE SQUARE BRANCH	444 WMC DRIVE	WESTMINSTER	MD	21158	CARROLL	UNITED STATES	359993	1	NEW WINDSOR STATE BANK	57228	
ok		Full Service	3690167	MARKET PLACE BRANCH	810 MARKET STREET	WESTMINSTER	MD	21157	CARROLL	UNITED STATES	450844	5	NEW WINDSOR STATE BANK	57228	

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New Windsor Bancorp, Inc.
New Windsor, Maryland

Fiscal Year Ending December 31, 2013

Report Item

3. Stockholders

Current stockholders with ownership, control or holdings of 5% or more with power to vote as of December 31, 2013.

(1)(a) Name & Address	(1)(b) Country of Citizenship	(1)(c) Number and Percentage of Each Class of Voting Securities	
CEDE & Company (streetname broker) New York, New York	USA	253,522	43.5%
Frall Developers, Inc. Mt. Airy, Maryland	USA	54,344	9.3%
H. McKinley Coffman New Windsor, Maryland	USA	37,321	6.4%
Carroll L. Yingling Westminster, Maryland	USA	30,462	5.2%

3.(2) None

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New Windsor Bancorp, Inc.
New Windsor, Maryland
Fiscal Year Ending December 31, 2013

Report Item

4. Directors and Officers

(1) Name & Address	(2) Principal Occupation	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities
Stephen E. Bohn Westminster, MD 21158	Automobile Dealer	Director	Director - New Windsor State Bank	President - Widetrac Automotive, LLC	0.17%	N/A	
Mark E. Bollinger Westminster, MD 21158	Insurance	Director	Director - New Windsor State Bank	President - Barnes Bollinger Insurance Services, Inc.	0.25%	N/A	Barnes Bollinger Ins Svcs Inc 50%
H. McKinley Coffman New Windsor, MD 21776	Retired: Director of Procurement and Logistical Services	Chairman of the Board	Director - New Windsor State Bank		6.40%	N/A	N/A
Holly J. Harrison Frey Mt. Airy, MD 21771	Real Estate	Director	Director - New Windsor State Bank	Vice President - Frall Developers, Inc. Vice President - Milrey Inc. Vice President - Jesse Smitth LLP Vice President - Hope Valley Exec. Golf, Inc. Vice President - U.I. Builders, Inc. President - The Holly Land Partnership Vice President - Harvest Ridge Associates LLP President - Mary Jane LLP Vice President - PSRP Inc. President - Adam Land LLC	9.32%	N/A	N/A

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New Windsor Bancorp, Inc.
New Windsor, Maryland
Fiscal Year Ending December 31, 2013

Report Item

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(1) Name & Address	(2) Principal Occupation	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities
Daniel D. Hartzler New Windsor, MD 21776	Funeral Director	Director	Chairman of the Board - New Windsor State Bank	Co-Owner and Secretary - Hartzler Funeral Home, P.A. Vice President - Rivers Bend Holding Co. President - Daniel D. Hartzler & Catharine O. Hartzler, LLC President - Maryland Publications	1.63%	N/A	Hartzler Funeral Home, P.A Daniel D. Hartzler and Catharine O. Hartzler, LLC 50% Maryland Publications 100%
Todd L. Herring Taneytown, MD 21787	Sole Proprietor	Director	Director - New Windsor State Bank	President - Central MD Rehabilitation Services	0.09%	N/A	
Willard L. Hawkins, Jr. New Windsor, MD 21776	Retired - Veterinarian / Veterinary Medical Officer	Director	Director - New Windsor State Bank	Owner - Windsor Farm Shareholder - Carroll Emergency Clinic	1.04%	N/A	Windsor Farm 100%
Georgia S. Hoff Finksburg, MD 21048	Real Estate Broker	Director	Director - New Windsor State Bank	Co-Owner - Samuel C. Hoff Agency	1.18%	N/A	Samuel C. Hoff Agency 50%
William G. Jones Westminster, MD 21157	Certified Public Accountant	Director	Director - New Windsor State Bank		0.20%	N/A	N/A

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New Windsor, Maryland
Fiscal Year Ending December 31, 2013

Report Item

4. Directors and Officers

(1) Name & Address	(2) Principal Occupation	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities
E. Suzan Miller, J.D. Westminster, MD 21157	Attorney at Law	Director	Director - New Windsor State Bank	Attorney-at-Law	0.03%	N/A	
G. Melvin Mills, Jr. Taneytown, MD 21787	Sole Proprietor	Director	Director - New Windsor State Bank	President/Owner - Mills Communications, Inc. Chairman - Wuesthoff Health System Director - Carroll Hospital Center Foundation Chairman - Baytree Community Development District	0.23%	N/A	Mills Comm. Inc. 100%
Tom N. Rasmussen Finksburg, MD 21048	Banker	Director	Director, President & CEO - New Windsor State Bank	Director - Community Foundation of Carroll County Director - Historical Society of Carroll County	0.23%	N/A	N/A
D. Arthur Seibel, Jr. Finksburg, MD 21048	Chief Financial Officer	Director	Director - New Windsor State Bank	Chief Financial Officer - Cristal Inorganic Chemicals Managing Director - CIC Switzerland Ltd.	2.21%	N/A	N/A