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Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

MAR 31 2014
FRB RICHMOND

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, **Scot R. Browning**

Reporter's Name, Street, and Mailing Address

Capital Bancorp, Inc.

Legal Title of Holding Company

One Church Street, Suite 300

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

Rockville

MD

20850

City

State

Zip Code

Name of the Holding Company Director and Official

Director and Vice President

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.

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Filip G. Feller

Treasurer

Name

Title

240-283-0402

Area Code / Phone Number / Extension

301-762-1127

Area Code / FAX Number

ffeller@capitalbankmd.com

E-mail Address

www.capitalbankmd.com

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

Signature of Holding Company Director and Official

[Handwritten Signature]
 March 24, 2014

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 **2808590**
 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.

One Church Street, Suite 300
Rockville, MD 20850

Fiscal year ended December 31, 2013

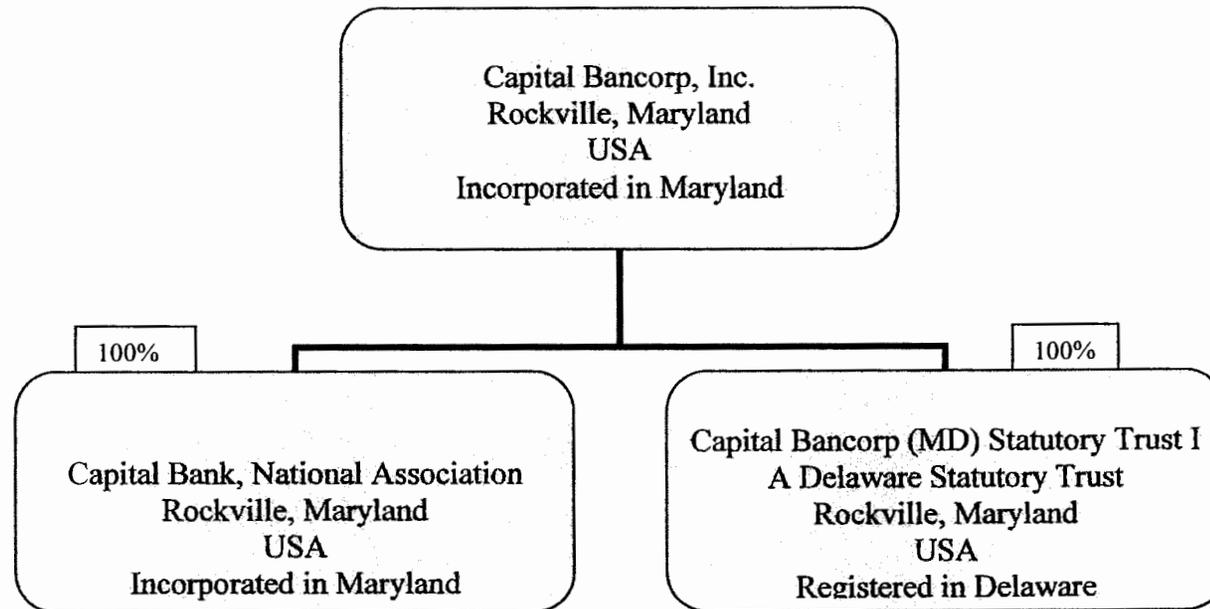
Report Item 1a: Capital Bancorp, Inc. is not required to file Form 10-KSB with the Securities and Exchange Commission.

Report Item 1b: Capital Bancorp, Inc. will provide an Annual Report to all its shareholders.

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Report Item 2a: Organizational Chart



Report Item 2b: Domestic Branch Listing

Submitted via email on 03/22/14.

Results: A list of branches for your holding company: CAPITAL BANCORP, INC. (2808590) of ROCKVILLE, MO.
 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)	2808602	CAPITAL BANK, NATIONAL ASSOCIATION	1 CHURCH STREET, SUITE 100	ROCKVILLE	MD	20850	MONTGOMERY	UNITED STATES	77667		0 CAPITAL BANK, NATIONAL ASSOCIATION	2808602	
OK		Full Service	3634901	EYE STREET BRANCH	1776 I STREET NORTHWEST	WASHINGTON	DC	20006	DISTRICT OF COLUMBIA	UNITED STATES	466281		2 CAPITAL BANK, NATIONAL ASSOCIATION	2808602	
OK		Full Service	3634862	EXECUTIVE BOULEVARD BRANCH	6000 EXECUTIVE BOULEVARD, SUITE 101	ROCKVILLE	MD	20852	MONTGOMERY	UNITED STATES	492511		3 CAPITAL BANK, NATIONAL ASSOCIATION	2808602	
OK		Limited Service	3967878	RING HOUSE BRANCH	1801 E. JEFFERSON STREET	ROCKVILLE	MD	20852	MONTGOMERY	UNITED STATES	Not Required	Not Required	CAPITAL BANK, NATIONAL ASSOCIATION	2808602	

Capital Bancorp, Inc.

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AMENDED 4/25/14

Fiscal year ended December 31, 2013

Report Item 3: Securities holders

3.a. The Company has only two classes of stock authorized: Common and preferred. Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/13.

(1)(a) Name Address (City, State, Country)	(1)(b) Country of Citizenship	(1)(c) Common Shares Held and Percentage Owned		(1)(c) Exercisable Options - Common	(1)(c) Convertible Subordinated Notes - Common	(1)(c) Total Voting Securities & and Percentage Owned if Exercised or Converted	
Stephen N. Ashman Rockville, MD USA	USA	140,575	6.02%	8,137	31,984	180,696	6.28%
James F. Whalen Rockville, MD USA	USA	155,211	6.65%	2,975	81,000	239,186	8.32%
Joshua Bernstein Washington, DC USA	USA	137,595	5.89%	2,598	0	140,193	4.88%
Frank E. Williams, Jr. Merrifield, VA USA	USA	125,686	5.38%	2,525	20,000	148,211	5.15%
Steven J. Schwartz Washington, DC USA	USA	121,850	5.22%	3,700	20,833	146,383	5.09%
Randall J. Levitt Bethesda, MD USA	USA	190,807	8.17%	2,648	81,000	274,455	9.54%

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3.b. Securities holders not listed in section 3a above that owned or controlled 5 percent or more of any class of voting securities during the fiscal year for which the report is being filed.

NONE

Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	4(b)	(4)(c)
Name Address	Principal Occupation	Title/Position With Holding Company	Title/Position With Subsidiary	Title/Position With Other Businesses	Percentage of voting shares in Holding Co. including exercisable options and conv. sub debt	Percentage of voting shares in direct and indirect subsidiaries of the bank Holding Company	List of Names of Other Companies if 25% or more of voting securities are held (Name of company and percentage of voting securities held)
Stephen N. Ashman Rockville, MD USA	Banker	Director and Chairman	Director and Chairman	N/A	6.28%	N/A	N/A
Scot R. Browning Rockville, MD USA	Banker	Director, Vice President and Assistant Secretary	Director and President	N/A	3.69%	N/A	N/A

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Report Item 4: Insiders (continued)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	4(b)	(4)(c)
Name Address	Principal Occupation	Title/Position With Holding Company	Title/Position With Subsidiary	Title/Position With Other Businesses	Percentage of voting shares in Holding Co. including exercisable options and conv. sub debt	Percentage of voting shares in direct and indirect subsidiaries of the bank Holding Company	List of Names of Other Companies if 25% or more of voting securities are held (Name of company and percentage of voting securities held)
Wayne A. Harrison Rockville, MD USA	Roofing & Building Contractor	Director	Director	President H.T. Harrison & Sons, Inc. President W.A Harrison, Inc. Chairman/President Twin Oaks Stables, Inc	2.57%	N/A	H.T. Harrison & Sons, Inc. (100%) W.A. Harrison, Inc. (100%) Twin Oaks Stables, Inc. (100%)
James F. Whalen Rockville, MD USA	Real Estate Developer	Director	Director	President Investment Properties, Inc. Member Church Street LLC Member Gude Drive Properties III	8.32%	N/A	Investment Properties, Inc. (100%) Church Street LLC (100%) Gude Drive Properties III (30%)

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Report Item 4: Insiders (continued)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	4(b)	(4)(c)
Name Address	Principal Occupation	Title/Position With Holding Company	Title/Position With Subsidiary	Title/Position With Other Businesses	Percentage of voting shares in Holding Co. including exercisable options and conv. sub debt	Percentage of voting shares in direct and indirect subsidiaries of the bank Holding Company	List of Names of Other Companies if 25% or more of voting securities are held (Name of company and percentage of voting securities held)
Frank E. Williams, Jr. Merrifield, VA USA	Investor	Director	Director	Chairman Williams Enterprises of Georgia Managing Partner Structural Concrete Products, LLC Managing Partner Industrial Alloy Fabricators, LLC Chairman Wilfab, Inc. Director Williams Industries, Inc. Chairman Bosworth Steel Erectors	5.15%	N/A	Williams Enterprises of Georgia, Inc. (97%) Structural Concrete Products (99%) Industrial Alloy Fabricators, LLC (99%) Wilfab, Inc. (40%) Williams Industries (52%) Bosworth Steel Erectors (50%)

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Report Item 4: Insiders (continued)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	4(b)	(4)(c)
Name Address	Principal Occupation	Title/Position With Holding Company	Title/Position With Subsidiary	Title/Position With Other Businesses	Percentage of voting shares in Holding Co. including exercisable options and conv. sub debt	Percentage of voting shares in direct and indirect subsidiaries of the bank Holding Company	List of Names of Other Companies if 25% or more of voting securities are held (Name of company and percentage of voting securities held)
Frank E. Williams, Jr. (Continued)				Chairman Kaiser Group Holdings Inc. Director Global Power Equipment Group, Inc. Director Verdant Power, Inc. Director Capital Granite, LLC Director Electromotive, Inc.			

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Report Item 4: Insiders (continued)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	4(b)	(4)(c)
Name Address	Principal Occupation	Title/Position With Holding Company	Title/Position With Subsidiary	Title/Position With Other Businesses	Percentage of voting shares in Holding Co. including exercisable options and conv. sub debt	Percentage of voting shares in direct and indirect subsidiaries of the bank Holding Company	List of Names of Other Companies if 25% or more of voting securities are held (Name of company and percentage of voting securities held)
Steven J. Schwartz Washington, DC USA	Finance	Director and Secretary	Director and Secretary	Manager Prudent Management, LLC Treasurer Blake Construction Co, Inc. Treasurer Blake Real Estate, Inc. Treasurer Bender Foundation, Inc. Treasurer Superior Building Services, Inc. Secretary Pier 7, Inc.	5.09%	N/A	Prudent Capital I, LP (100%) Prudent Capital II, LP (100%) Prudent Capital Equities I, LP (100%) Prudent Capital Equities II, LP (100%) Prudent Capital Equities III, LP (100%) Prudent Capital Equities IV, LP (100%) Prudent Capital MuniTrust, LLC (100%)

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AMENDED 4/25/14

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(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	4(b)	(4)(c)
Name Address	Principal Occupation	Title/Position With Holding Company	Title/Position With Subsidiary	Title/Position With Other Businesses	Percentage of voting shares in Holding Co. including exercisable options and conv. sub debt	Percentage of voting shares in direct and indirect subsidiaries of the bank Holding Company	List of Names of Other Companies if 25% or more of voting securities are held (Name of company and percentage of voting securities held)
Joshua Bernstein Washington, DC USA	Real Estate Property Management	Director	Director	CEO, Bernstein Management Corp President, Bernstein Development Corp	4.88%	N/A	Bernstein Management Corp (65%) Bernstein Development Corp (68%)
Randall J. Levitt Bethesda, MD USA	Real Estate Investor	Director	Director	President of Nellis Corporation	9.54%	N/A	NC Associates Corporation (50%) Nellis Management Co. (50%) Ramar Corporation (25%) NC Pennsylvania LLC (100%) Precious Legacy LLC (100%) First Aurora LLC (100%)