

Board of Governors of the Federal Reserve System **COPY**

MAR 17 2014



# Annual Report of Holding Companies **FREDERICK COUNTY**

## 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, **Martin S. Lapera**

Reporter's Name, Street, and Mailing Address

**Frederick County Bancorp, Inc.**

Name of the Holding Company Director and Official

Legal Title of Holding Company

**Director, President & CEO**

**P.O. Box 1100**

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.

**Frederick MD 21702-0100**

City State Zip Code

**9 North Market Street, Frederick, MD 21701**

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:

**William R. Talley, Jr.**

**EVP, CFO & COO**

Name

Title

**240-529-1507**

Area Code / Phone Number / Extension

**240-529-1495**

Area Code / FAX Number

**btalley@fcbmd.com**

E-mail Address

**www.fcbmd.com**

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

*Martin S. Lapera*  
Signature of Holding Company Director and Official

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 **3195448**  
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

# FREDERICK COUNTY BANCORP, INC.

March 14, 2014

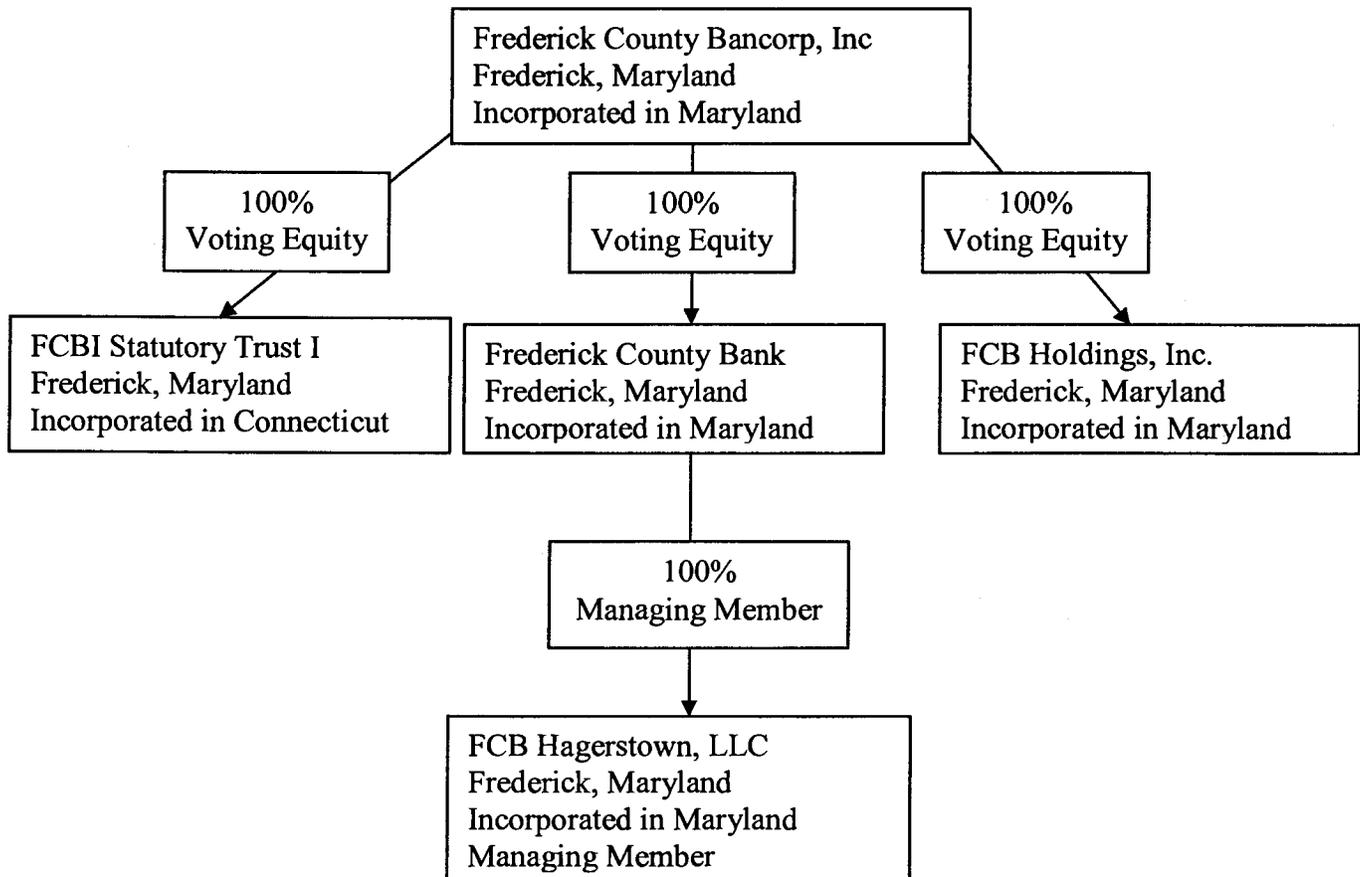
Federal Reserve Bank of Richmond  
Statistics Department – 18<sup>th</sup> Floor  
Attn: Becky Olive  
701 East Byrd Street  
Richmond, VA 23219

Re: FR Y-6  
Annual Report of Holding Companies  
December 31, 2013

## Report Item 1: Annual Report to Shareholders

The bank holding company prepares an annual report for its securities holders and is not registered with the SEC. As specified by the Federal Reserve Bank of Richmond, two (2) copies of the Annual Report to Shareholders are included.

## Report Item 2a: Organizational Chart



**Report Item 2b: Domestic Branch Listing**

The domestic branch listing has been reviewed and submitted via email on January 21, 2013.

**Report Item 3: Securities Holders**

- (1) Martin S. Lopera  
Walkersville, Maryland  
USA

120,956 shares 8.15% Common Stock  
26,000 currently exercisable options on Common Stock  
4,000 options on Common Stock that vest on April 17, 2014

(2) There were no other shareholders that owned or controlled 5% or more of any class of voting securities of Frederick County Bancorp, Inc.; including options, warrants or other securities or rights that could have been converted into or exercised for voting securities during 2013.

**Report Item 4: Insiders**

A schedule showing the required information for this item is attached.

Frederick County Bancorp, Inc.



William R. Talley, Jr.  
Executive Vice President  
Chief Financial Officer  
Chief Operating Officer

Enclosures

FORM FR Y-6

Report Item 4: Directors and Officers

<i>Name &amp; Address (City and State)</i>	<i>Principal Occupation if other than with Bank Holding Company</i>	<i>Title &amp; Position with Bank Holding Company</i>	<i>Title &amp; Position with Bank Subsidiaries</i>	<i>Title &amp; Position with Other Businesses (include names of other businesses)</i>	<i>Percentage of Voting Shares in Bank Holding Company</i>	<i>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</i>	<i>List names of other companies (includes partnerships) if 2.5% or more of voting securities are held (list names of companies and percentage of voting securities held)</i>
Ellis Barber Middletown, MD	Cindell Construction Vice President	Director	N/A	President CCS, Inc.	0.24%	N/A	Cindell Construction 49% Ownership CCS, Inc. 49% Ownership
Emil D. Bennett Thurmont, MD	Rock Creek Realty President	Director	N/A	N/A	2.55%	N/A	Rock Creek Realty 100% Ownership
John N. Burdette Frederick, MD	Offutt Horman Burdette & May PA Lawyer/Owner	Chairman Emeritus	Chairman Emeritus	Frederick Investors LLC Member	2.86%	N/A	Offutt Horman Burdette PA 49% Ownership
Robert S. Carmack Frederick, MD	Carmack Insurance Group President	Director	N/A	N/A	0.52%	N/A	Carmack Insurance Group 85% Ownership
Kimberly S. Chaney Middletown, MD	Kimberly S. Chaney, CPA	President	N/A	N/A	0.07%	N/A	Kimberly S. Chaney, CPA 100% Ownership
J. Denham Crum Frederick MD	Crumland Farms, LLC General Managing Partner	Vice Chairman	Vice Chairman	JOLI Commercial, LLC General Managing Partner	1.68%	N/A	Crumland Farms, LLC 70% Ownership JOLI Commercial, LLC 38.5% Ownership
Martin S. Lopera Walkersville, MD	N/A	President & CEO	President & CEO	Frederick Investors LLC Member	8.15%	N/A	Frederick Investors LLC 47.6% Ownership
Farhad Memarsadeghi Potomac, MD	Admar Custom Homes, Inc. CEO Memar Corp. President	Director	N/A	Admar Custom Homes, Inc. CEO Coblentz Farm LP General Partner	4.30%	N/A	Memar Corp. 100% Ownership Admar Custom Homes, Inc. 100% Ownership Coblentz Farm LP 58% Ownership Freedom Hill Homes, LLC 100% Ownership Greens at Greencastle, LLC 52% Ownership
Raymond Raedy Hillsborough, NC	Private Investor	Chairman & Secretary	Chairman & Secretary	Frederick Investors LLC Managing Partner Rx Associates, LTD Secretary, Treasurer Medicine Man Realty LLC General Partner	3.61%	N/A	Rx Associates, LTD 50% Ownership
William R. Talley, Jr. Frederick, MD	N/A	Executive Vice President Chief Financial Officer Chief Operating Officer	Executive Vice President Chief Financial Officer Chief Operating Officer	N/A	2.23%	N/A	None

**Results:** A list of branches for your depository institution: FREDERICK COUNTY BANK (ID\_RSSD: 3058329).  
 This depository institution is held by FREDERICK COUNTY BANCORP, INC. (3195448) of FREDERICK, 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)	3058329	FREDERICK COUNTY BANK	30 WEST PATRICK STREET	FREDERICK	MD	21701	FREDERICK	UNITED STATES	360164	0	FREDERICK COUNTY BANK	3058329	
OK		Full Service	3073135	ANTIETEM BRANCH	198 THOMAS JOHNSON DRIVE SUITE 1	FREDERICK	MD	21702	FREDERICK	UNITED STATES	363567	1	FREDERICK COUNTY BANK	3058329	
OK		Full Service	3482296	CRESTWOOD BRANCH	6910 CRESTWOOD BOULEVARD	FREDERICK	MD	21703	FREDERICK	UNITED STATES	465922	2	FREDERICK COUNTY BANK	3058329	
OK		Full Service	4488848	EAST FREDERICK BRANCH	490 MONOCACY BOULEVARD	FREDERICK	MD	21701	FREDERICK	UNITED STATES	531686	4	FREDERICK COUNTY BANK	3058329	
OK		Full Service	3474282	WALKERSVILLE BRANCH	200 COMMERCE DRIVE	WALKERSVILLE	MD	21793	FREDERICK	UNITED STATES	465923	3	FREDERICK COUNTY BANK	3058329	