FRB RICHMOND

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. §§ 245(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.

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.

I, Martin S. Lapera
Name of the Holding Company Director and Official
Director, President & CEO
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.

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.

Signature of Holding Company Director and Official
03/17/2015
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

RASSD ID   3 1 9 5 4 4 8
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2014

Month / Day / Year
N/A

Reporter’s Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter’s Name, Street, and Mailing Address
Frederick County Bancorp, Inc.
Legal Title of Holding Company
P.O. Box 1100
(Mailing Address of the Holding Company) Street / P.O. Box
Frederick, MD
City
MD
State
21702-0100
Zip Code

Physical Location (if different from mailing address)
9 North Market Street, Frederick, MD 21701

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

Does the reporter request confidential treatment for any portion of this submission?
☐ Yes  Please identify the report items to which this request applies:
☐ No

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."

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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

10/2014
March 17, 2015

Federal Reserve Bank of Richmond
Statistics/Reserve Accounts 18th FL
Attn: Phyllis Strum
701 East Byrd Street
Richmond, VA 23219

Re: FR Y-6
Annual Report of Holding Companies
December 31, 2014

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

[Diagram of organizational chart showing the structure of Frederick County Bancorp, Inc. and its subsidiaries, including FCBI Statutory Trust I, Frederick County Bank, FCB Holdings, Inc., and FCB Hagerstown, LLC.]
Report Item 2b: Domestic Branch Listing

The domestic branch listing has been reviewed and submitted via email on February 27, 2015.

Report Item 3: Securities Holders

(1) Martin S. Lapera
    Walkersville, Maryland
    USA

    112,456 shares 7.62% Common Stock
    33,000 currently exercisable options on Common Stock
    3,000 options on Common Stock that vests on July 1, 2015
    4,000 options on Common Stock that vests on July 1, 2016

(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 2014.

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
<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Principal Occupation &amp; other than with Bank Holding Company</th>
<th>Title &amp; Position with Bank Holding Company</th>
<th>Title &amp; Position with Bank Subsidiaries</th>
<th>Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>Percentage of Voting Shares in Bank Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ellis Barber</td>
<td>Cindell Construction</td>
<td>President</td>
<td>N/A</td>
<td>Cindell Construction</td>
<td>0.24%</td>
<td>N/A</td>
<td>CCS, Inc. (49% Ownership)</td>
</tr>
<tr>
<td>Emil D. Bennett</td>
<td>Rock Creek Realty</td>
<td>Director</td>
<td>Director</td>
<td>Rock Creek Realty</td>
<td>2.89%</td>
<td>N/A</td>
<td>100% Ownership</td>
</tr>
<tr>
<td>John N. Burdette</td>
<td>Cindell Construction</td>
<td>Director</td>
<td>Director</td>
<td>Cindell Construction</td>
<td>3.27%</td>
<td>N/A</td>
<td>49% Ownership</td>
</tr>
<tr>
<td>Robert S. Carmack</td>
<td>Cindell Construction</td>
<td>Director</td>
<td>Director</td>
<td>Cindell Construction</td>
<td>0.86%</td>
<td>N/A</td>
<td>55% Ownership</td>
</tr>
<tr>
<td>Kimberly S. Chaney</td>
<td>McCormack Insurance Group</td>
<td>Director</td>
<td>Director</td>
<td>McCormack Insurance Group</td>
<td>0.41%</td>
<td>N/A</td>
<td>Kimberly S. Chaney, CPA (100% Ownership)</td>
</tr>
<tr>
<td>J. Denham Crum</td>
<td>McCormack Insurance Group</td>
<td>Director</td>
<td>Director</td>
<td>McCormack Insurance Group</td>
<td>0.05%</td>
<td>N/A</td>
<td>McCormack Insurance Group</td>
</tr>
<tr>
<td>Martin S. Lapera</td>
<td>McCormack Insurance Group</td>
<td>Director</td>
<td>Director</td>
<td>McCormack Insurance Group</td>
<td>9.64%</td>
<td>N/A</td>
<td>McCormack Insurance Group</td>
</tr>
<tr>
<td>Farhad Memarsadeghi</td>
<td>McCormack Insurance Group</td>
<td>Director</td>
<td>Director</td>
<td>McCormack Insurance Group</td>
<td>4.65%</td>
<td>N/A</td>
<td>McCormack Insurance Group</td>
</tr>
<tr>
<td>Raymond Rafter</td>
<td>McCormack Insurance Group</td>
<td>Director</td>
<td>Director</td>
<td>McCormack Insurance Group</td>
<td>3.79%</td>
<td>N/A</td>
<td>McCormack Insurance Group</td>
</tr>
<tr>
<td>William R. Talley, Jr.</td>
<td>McCormack Insurance Group</td>
<td>Director</td>
<td>Director</td>
<td>McCormack Insurance Group</td>
<td>3.39%</td>
<td>N/A</td>
<td>None</td>
</tr>
</tbody>
</table>
Results: A list of branches for your depository institution: FREDERICK COUNTY BANK (ID_RSSO: 3058329).

This depository institution is held by FREDERICK COUNTY BANCORP, INC (3195448) of FREDERICK, MD.

The data are as of 11/31/2014. Data reflects information that was received and processed through 01/07/2015.

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.
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, zoom 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.

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_RSSO columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSO</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM</th>
<th>Office Number</th>
<th>Post-Office</th>
<th>Head Office ID_RSSO</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>3058329 0</td>
<td>3058329 Head Office</td>
<td>FREDERICK COUNTY BANK</td>
<td>30 West Patrick Street</td>
<td>FREDERICK</td>
<td>MD</td>
<td>21701</td>
<td>FREDERICK</td>
<td>UNITED STATES</td>
<td>3058329</td>
<td>0</td>
<td>FREDERICK COUNTY BANK</td>
<td>3058329</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>3073135 0</td>
<td>3073135 Head Office</td>
<td>ANTIETAM BRANCH</td>
<td>198 Thomas Johnson Drive Suite 1</td>
<td>FREDERICK</td>
<td>MD</td>
<td>21701</td>
<td>FREDERICK</td>
<td>UNITED STATES</td>
<td>3073135</td>
<td>0</td>
<td>FREDERICK COUNTY BANK</td>
<td>3073135</td>
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<tr>
<td>OK</td>
<td>Full Service</td>
<td>3482296 0</td>
<td>3482296 Head Office</td>
<td>CRESTWOOD BRANCH</td>
<td>6910 Crestwood Boulevard</td>
<td>FREDERICK</td>
<td>MD</td>
<td>21701</td>
<td>FREDERICK</td>
<td>UNITED STATES</td>
<td>3482296</td>
<td>0</td>
<td>FREDERICK COUNTY BANK</td>
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<tr>
<td>OK</td>
<td>Full Service</td>
<td>4488848 0</td>
<td>4488848 Head Office</td>
<td>EAST FREDERICK BRANCH</td>
<td>490 Monocacy Boulevard</td>
<td>FREDERICK</td>
<td>MD</td>
<td>21701</td>
<td>FREDERICK</td>
<td>UNITED STATES</td>
<td>4488848</td>
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<td>FREDERICK COUNTY BANK</td>
<td>4488848</td>
<td></td>
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<tr>
<td>OK</td>
<td>Full Service</td>
<td>3474282 0</td>
<td>3474282 Head Office</td>
<td>WALKERSVILLE BRANCH</td>
<td>30 Commerce Drive</td>
<td>WALKERSVILLE</td>
<td>MD</td>
<td>21793</td>
<td>FREDERICK</td>
<td>UNITED STATES</td>
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<td>FREDERICK COUNTY BANK</td>
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