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.

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, Tom N. Rasmussen
Name of the Holding Company Director and Official
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.

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
03/24/2016

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 2520913
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2015

Month / Day / Year
n/a

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

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Thomas J. Paholsky
Name
Treasurer
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

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."
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 (enclosed)

2. a. Organizational Chart - all incorporated in State of Maryland

```
New Windsor Bancorp, Inc. (BHC)
New Windsor, Maryland
(owns 100% of all subsidiaries)
no LEI

New Windsor State Bank
New Windsor, Maryland
100% ownership by BHC
no LEI

New Windsor Capital Trust I
New Windsor, Maryland
100% ownership by BHC
no LEI

New Windsor Holdings, LLC
New Windsor, Maryland
100% ownership by NWSB
NWSB managing member
no LEI
```
Results: A list of branches for your depository institution: NEW WINDSOR STATE BANK (ID_RSSD: 57228).

This depository institution is held by NEW WINDSOR BANK OF, INC. (252091) of NEW WINDSOR, MD.
The data are as of 1/31/2015. Data reflects information that was received and processed through 01/07/2016.

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.
- 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.
- 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.
- 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 UNIFORM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Date Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD</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 UNIFORM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>57228</td>
<td>213 MAIN STREET</td>
<td>NEW WINDSOR</td>
<td>MD</td>
<td>21776</td>
<td>CARROLL</td>
<td>UNITED STATES</td>
<td>4007</td>
<td>0</td>
<td>NEW WINDSOR STATE BANK</td>
<td>57228</td>
<td></td>
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</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>4007</td>
<td>1798 LIBERTY ROAD</td>
<td>ELKERSBURG</td>
<td>MD</td>
<td>21784</td>
<td>CARROLL</td>
<td>UNITED STATES</td>
<td>510734</td>
<td>6</td>
<td>NEW WINDSOR STATE BANK</td>
<td>57228</td>
<td></td>
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</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>41111502</td>
<td>218S HANDOVER PIKE</td>
<td>HAMPTON</td>
<td>MD</td>
<td>21074</td>
<td>CARROLL</td>
<td>UNITED STATES</td>
<td>422923</td>
<td>3</td>
<td>NEW WINDSOR STATE BANK</td>
<td>57228</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
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<td>Full Service</td>
<td>3214703</td>
<td>1000 TWIN ARCH ROAD</td>
<td>MOUNT AIRY</td>
<td>MD</td>
<td>21772</td>
<td>CARROLL</td>
<td>UNITED STATES</td>
<td>442699</td>
<td>4</td>
<td>NEW WINDSOR STATE BANK</td>
<td>57228</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>32672717</td>
<td>1000 TWIN ARCH ROAD</td>
<td>MOUNT AIRY</td>
<td>MD</td>
<td>21772</td>
<td>CARROLL</td>
<td>UNITED STATES</td>
<td>442699</td>
<td>4</td>
<td>NEW WINDSOR STATE BANK</td>
<td>57228</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>3295272</td>
<td>440 WMC DRIVE</td>
<td>WESTMINSTER</td>
<td>MD</td>
<td>21158</td>
<td>CARROLL</td>
<td>UNITED STATES</td>
<td>358993</td>
<td>3</td>
<td>NEW WINDSOR STATE BANK</td>
<td>57228</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>36902567</td>
<td>810 MARKET STREET</td>
<td>WESTMINSTER</td>
<td>MD</td>
<td>21157</td>
<td>CARROLL</td>
<td>UNITED STATES</td>
<td>450844</td>
<td>5</td>
<td>NEW WINDSOR STATE BANK</td>
<td>57228</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### Report Item

3. **Stockholders**

Current stockholders with ownership, control or holdings of 5% or more with power to vote as of December 31, 2015.

<table>
<thead>
<tr>
<th>(1)(a) Name &amp; Address</th>
<th>(1)(b) Country of Citizenship</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>CEDE &amp; Company (streetname broker) New York, New York</td>
<td>USA</td>
<td>260,047 26.0%</td>
</tr>
<tr>
<td>Frall Developers, Inc. Mt. Airy, Maryland</td>
<td>USA</td>
<td>58,060 5.8%</td>
</tr>
<tr>
<td>Carroll L. Yingling Westminster, Maryland</td>
<td>USA</td>
<td>55,873 5.6%</td>
</tr>
</tbody>
</table>

3.(2) None
# Report Item

4. Directors and Officers

<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Principal Occupation</th>
<th>Title &amp; Position with Bank</th>
<th>Title &amp; Position with Subsidiaries</th>
<th>Percentage of Voting Shares in Bank</th>
<th>Percentage of Voting Shares in Subsidiaries</th>
<th>Other Businesses</th>
<th>List names of other companies if 25% or more of voting securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stephen E. Bohn Westminster, MD 21158</td>
<td>Automobile Dealer</td>
<td>Director</td>
<td>President - Widerac Automotive, LLC</td>
<td>0.14%</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Mark E. Bollinger Westminster, MD 21158</td>
<td>Insurance</td>
<td>Director</td>
<td>President - Barnes Bollinger Insurance Services, Inc.</td>
<td>1.31%</td>
<td>N/A</td>
<td>Barnes Bollinger Ins Svcs Inc 50%</td>
<td></td>
</tr>
<tr>
<td>Holly J. Harrison Frey Woodbine, MD 21797</td>
<td>Real Estate</td>
<td>Director</td>
<td>President - HH Consulting Service</td>
<td>5.80%</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Todd L. Herring Taneytown, MD 21787</td>
<td>Sole Proprietor</td>
<td>Director</td>
<td>President - Central MD Rehabilitation Services</td>
<td>0.53%</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Willard L. Hawkins, Jr. New Windsor, MD 21776</td>
<td>Retired - Veterinarian</td>
<td>Director</td>
<td>Owner - Windsor Farm</td>
<td>0.84%</td>
<td>N/A</td>
<td>Windsor Farm 100%</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Veterinary Medical Officer</td>
<td>Vice President</td>
<td>Shareholder - Carroll Emergency Clinic</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Georgia S. Hoff Finksburg, MD 21048</td>
<td>Real Estate Broker</td>
<td>Director</td>
<td>Co-Owner - Samuel C. Hoff Agency</td>
<td>0.79%</td>
<td>N/A</td>
<td>Samuel C. Hoff Agency 50%</td>
<td></td>
</tr>
</tbody>
</table>
FORM FRY-6
New Windsor Bancorp, Inc.
New Windsor, Maryland
Fiscal Year Ending December 31, 2015

Report Item
4. Directors and Officers

<table>
<thead>
<tr>
<th>(1) Name &amp; Address</th>
<th>(2) Principal Occupation</th>
<th>(3)(a) Title &amp; Position with Bank Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries</th>
<th>(3)(c) Title &amp; Position with Other Businesses</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries</th>
<th>(4)(c) List names of other companies if 25% or more of voting securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>William G. Jones, CPA, CVA</td>
<td>Westminster, MD 21157</td>
<td>Director</td>
<td>Director - New Windsor State Bank</td>
<td>Certified Public Accountant</td>
<td>0.24%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>E. Suzan Miller, J.D.</td>
<td>Westminster, MD 21157</td>
<td>Attorney-at-Law</td>
<td>Director - New Windsor State Bank</td>
<td>Attorney-at-Law</td>
<td>0.19%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>G. Melvin Mills, Jr.</td>
<td>Taneytown, MD 21787</td>
<td>Sole Proprietor</td>
<td>Director - New Windsor State Bank</td>
<td>President/Owner - Mills Communications, Inc.</td>
<td>0.27%</td>
<td>N/A</td>
<td>Mills Comm. Inc. 100%</td>
</tr>
<tr>
<td>Tom N. Rasmussen</td>
<td>Finksburg, MD 21048</td>
<td>Banker</td>
<td>Director, President &amp; CEO - New Windsor State Bank</td>
<td>Director - Community Bankers Bank</td>
<td>0.69%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>D. Arthur Seibel, Jr.</td>
<td>New Windsor, MD 21776</td>
<td>Real Estate</td>
<td>Director - Chairman - New Windsor State Bank</td>
<td>Owner - Arrent Properties LLC</td>
<td>3.29%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>