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(e) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(e)(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, 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
03/11/2016
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 3195448
C.I.

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.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2015
Month / Day / Year
N/A

Reporters Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters Name, Street, and Mailing Address
Frederick County Bancorp, Inc.
P.O. Box 110C
(Mailing Address of the Holding Company) Street / P.O. Box
9 North Market Street, Frederick, MD 21701
City State Zip Code
Frederick Maryland 21702-0100

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
William R. Talley, Jr.
Name Title
EVP, CFO & COO
240-529-1507
Area Code / Phone Number / Extension
240-529-1495
Area Code / FAX Number
btalley@fcbmd.com
E-mail Address

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

www.fcbmd.com

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

12/2015
March 11, 2016

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, 2015

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

Frederick County Bancorp, Inc
Frederick, Maryland
Incorporated in Maryland

100% Voting Equity
FCBI Statutory Trust I
Frederick, Maryland
Incorporated in Connecticut

100% Voting Equity
Frederick County Bank
Frederick, Maryland
Incorporated in Maryland

100% Voting Equity
FCB Holdings, Inc.
Frederick, Maryland
Incorporated in Maryland

100% Managing Member

100% Managing Member

NR

FCB Hagerstown, LLC
Frederick, Maryland
Incorporated in Maryland
Managing Member

FCB Holdings One, LLC
Frederick, Maryland
Incorporated in Maryland
Managing Member
A list of branches for your depository institution: FREDERICK COUNTY BANK (ID 3058329).
The depository institution is held by FREDERICK COUNTY BANCorp, INC. (3195448) of FREDERICK, MD.
The data are as of 12/31/2015. 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.
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.
Add: If a reportable branch was never owned by this depository institution, 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.

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://yl0online.federalreserve.gov.

*FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

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<th>Data 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 UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
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<td></td>
<td>Full Service (Head Office)</td>
<td>3058329</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>360384</td>
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<td>3073120</td>
<td>ANSTEAD BRANCH</td>
<td>339 THOMAS JOHNSON STATE SUITE 1</td>
<td>FREDERICK</td>
<td>MD</td>
<td>21701</td>
<td>FREDERICK</td>
<td>UNITED STATES</td>
<td>361562</td>
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<td>Full Service</td>
<td>3482296</td>
<td>CRESTWOOD BRANCH</td>
<td>6100 CRESTWOOD BOULEVARD</td>
<td>FREDERICK</td>
<td>MD</td>
<td>21703</td>
<td>FREDERICK</td>
<td>UNITED STATES</td>
<td>461022</td>
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<td>OK</td>
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<td>Full Service</td>
<td>4486868</td>
<td>EAST FREDERICK BRANCH</td>
<td>440 MONOCACY BOULEVARD</td>
<td>FREDERICK</td>
<td>MD</td>
<td>21701</td>
<td>FREDERICK</td>
<td>UNITED STATES</td>
<td>531686</td>
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<td>6670222</td>
<td>WALKERSVILLE BRANCH</td>
<td>200 COMMERCIAL DRIVE</td>
<td>WALKERSVILLE</td>
<td>MD</td>
<td>21793</td>
<td>FREDERICK</td>
<td>UNITED STATES</td>
<td>461022</td>
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<tr>
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<td></td>
<td>Full Service</td>
<td>7670223</td>
<td>WALKERSVILLE BRANCH</td>
<td>200 COMMERCIAL DRIVE</td>
<td>WALKERSVILLE</td>
<td>MD</td>
<td>21793</td>
<td>FREDERICK</td>
<td>UNITED STATES</td>
<td>461022</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
The following companies were formed to handle and manage foreclosed properties:

FCB Holdings, Inc.
FCB Holdings One, LLC
FCB Hagerstown, LLC

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

The domestic branch listing has been reviewed and submitted via email on January 21, 2016.

**Report Item 3: Securities Holders**

1. Martin S. Lapera
   Walkersville, Maryland
   USA
   120,056 shares 8.13% Common Stock
   36,000 currently exercisable options on Common Stock
   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 2015.

**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 (City and State)</th>
<th>Principal Occupation if other than with Bank Holding Company</th>
<th>Title &amp; Position with Bank Holding Company</th>
<th>Title &amp; Position with Other Businesses (Include names of other companies) &amp; Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ellis Barber</td>
<td>Cindell Construction</td>
<td>President</td>
<td>N/A</td>
</tr>
<tr>
<td></td>
<td></td>
<td>N/A</td>
<td>NIA</td>
</tr>
<tr>
<td>Emil D. Bennett</td>
<td>Rock Creek Realty</td>
<td>President</td>
<td>N/A</td>
</tr>
<tr>
<td></td>
<td></td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>John N. Burnette</td>
<td>Offit Horman Burnette &amp; May</td>
<td>Director</td>
<td>N/A</td>
</tr>
<tr>
<td></td>
<td>Lawyern/Owncan</td>
<td>Director</td>
<td>N/A</td>
</tr>
<tr>
<td>Robert S. Carmack</td>
<td>Carnack Insurance Group</td>
<td>President</td>
<td>0.86%</td>
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<td>NIA</td>
<td>N/A</td>
</tr>
<tr>
<td>Kimberly S. Chaney</td>
<td>Kimberly S. Chaney CPA, LLC</td>
<td>President</td>
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<td></td>
<td></td>
<td>NIA</td>
<td>N/A</td>
</tr>
<tr>
<td>J. Dember Corn</td>
<td>Cowlund Farms, LLC</td>
<td>Director</td>
<td>1.95%</td>
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<tr>
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<td></td>
<td>NIA</td>
<td>N/A</td>
</tr>
<tr>
<td>Karlyn L. Kline</td>
<td>Frederick, MD</td>
<td>Retired</td>
<td>0.05%</td>
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<td></td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Martin S. Lagers</td>
<td>Walkersville, MD</td>
<td>Director</td>
<td>10.32%</td>
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<td>Raymond Rady</td>
<td>Medicine Corp.</td>
<td>President</td>
<td>4.65%</td>
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<tr>
<td>William R. Talley, Jr.</td>
<td>Freedom Hill Homes, LLC</td>
<td>Executive Vice President</td>
<td>3.79%</td>
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</tbody>
</table>

**Notes:**
- N/A: Not applicable
- The percentages of voting shares in subsidiaries include names of companies and percentage of voting securities held.