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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 808 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General instructions for the authorized individual who must sign the report.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2016

Frederick County Bancorp, Inc.
Legal Title of Holding Company
P.O. Box 1100
Frederick, Maryland 21702-0100
Person to whom questions about this report should be directed:
William R. Talley, Jr.
EVP, CFO & COO
Name
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

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
C.I.

Is confidential treatment requested for any portion of this report submission? 0
In accordance with the General Instructions for this report (check only one):
1. a letter justifying this request is being provided along with the report 0
2. a letter justifying this request has been provided separately 0
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential.”

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.0 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 (7010-0297), Washington, DC 20503.
FREDERICK COUNTY BANCORP, INC.

VIA EMAIL RICH.FRY6@RICH.FRB.ORG
March 9, 2017

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, 2016

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, a PDF version of the Annual Report to Shareholders is included.

Report Item 2a: Organizational Chart

There are no LEI numbers for any of the following companies:

Frederick County Bancorp, Inc.
Frederick County Bank
FCBI Statutory Trust I
Report Item 2b: Domestic Branch Listing

The domestic branch listing was reviewed and submitted via email on February 7, 2017. A copy is attached to this report.

Report Item 3: Securities Holders

(1) Martin S. Lapera
Walkersville, Maryland
USA

120,456 shares 8.07% of Common Stock
40,000 currently exercisable options for 2.40% of Common Stock

(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 2016.

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
Results: A list of branches for your depository institution: FREDERICK COUNTY BANK (ID_RSID: 3058329).
This depository institution is held by FREDERICK COUNTY BANCORP, INC. (3395446) of FREDERICK, MD.
The data are as of 12/31/2010. Data reflects information that was received and processed through 01/10/2011.

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, enter the date, 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 FFR contact. See the detailed instructions on this site for more information.
If you are e-mailing this to your FFR 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://ytcbank.federalreserve.gov.

* FDIC UNNUM, Office Number, and ID_RSID 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_RSID</th>
<th>Regular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>Country</th>
<th>Country</th>
<th>FDIC UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSID*</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>3058329 FREDERICK COUNTY BANK</td>
<td>2 NORTH MARKET STREET</td>
<td>FREDERICK</td>
<td>MD</td>
<td>21701</td>
<td>FREDERICK</td>
<td>UNITED STATES</td>
<td>36154</td>
<td>0</td>
<td>FREDERICK COUNTY BANK</td>
<td>3058329</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3075135 ASPEN RIDGE BRANCH</td>
<td>165A THOMAS JOHNSON DRIVE</td>
<td>FREDERICK</td>
<td>MD</td>
<td>21702</td>
<td>FREDERICK</td>
<td>UNITED STATES</td>
<td>36356</td>
<td>1</td>
<td>FREDERICK COUNTY BANK</td>
<td>3058329</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3482296 CRESTWOOD BRANCH</td>
<td>4970 CRESTWOOD BOULEVARD</td>
<td>FREDERICK</td>
<td>MD</td>
<td>21702</td>
<td>FREDERICK</td>
<td>UNITED STATES</td>
<td>465922</td>
<td>2</td>
<td>FREDERICK COUNTY BANK</td>
<td>3058329</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>4498888 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>31864</td>
<td>4</td>
<td>FREDERICK COUNTY BANK</td>
<td>3058329</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3474283 WALKERSVILLE BRANCH</td>
<td>200 COMMERCE DRIVE</td>
<td>WALKERSVILLE</td>
<td>MD</td>
<td>21793</td>
<td>FREDERICK</td>
<td>UNITED STATES</td>
<td>463523</td>
<td>3</td>
<td>FREDERICK COUNTY BANK</td>
<td>3058329</td>
<td></td>
</tr>
<tr>
<td>Name &amp; Address</td>
<td>Principal Occupation if Other than with Bank Holding Company</td>
<td>Title &amp; Position with Bank Holding Company</td>
<td>Title &amp; Position with Bank Subsidiaries</td>
<td>Title &amp; Position with Other Businesses (include names of other businesses)</td>
<td>Percentage of Voting Shares in Bank Holding Company</td>
<td>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</td>
<td>List names of other companies (includes partnerships) if 25% or more of voting securities are held</td>
<td>List names of other companies and percentage of voting securities held</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>----------------------------------</td>
<td>---------------------------------------------------------------</td>
<td>-------------------------------------------</td>
<td>-----------------------------------------</td>
<td>-------------------------------------------------</td>
<td>--------------------------------------------------</td>
<td>--------------------------------------------------------------------------------</td>
<td>---------------------------------------------------------------------------------</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ellis Barher</td>
<td>Cindell Construction President</td>
<td>Director</td>
<td>Director</td>
<td>President CCS, Inc.</td>
<td>0.26%</td>
<td>N/A</td>
<td>Cindell Construction</td>
<td>100% Ownership</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Emil D. Bennett</td>
<td>Rock Creek Realty President</td>
<td>Director</td>
<td>Director</td>
<td>N/A</td>
<td>2.84%</td>
<td>N/A</td>
<td>Rock Creek Realty</td>
<td>100% Ownership</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Robert S. Carnack</td>
<td>Carnack Insurance Group President</td>
<td>Director</td>
<td>Director</td>
<td>N/A</td>
<td>0.81%</td>
<td>N/A</td>
<td>Carnack Realty, LLC</td>
<td>100% Ownership</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Kimberly S. Chancey</td>
<td>Kimberly S. Chancey CPA, LLC President</td>
<td>Director</td>
<td>Director</td>
<td>N/A</td>
<td>0.49%</td>
<td>N/A</td>
<td>Kimberly S. Chancey, CPA</td>
<td>100% Ownership</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>J. Doekham Cram</td>
<td>Crawland Farms, LLC General Managing Partner</td>
<td>Director</td>
<td>Vice Chairman</td>
<td>JOLI Commercial, LLC General Managing Partner</td>
<td>1.59%</td>
<td>N/A</td>
<td>Crawland Farms, LLC</td>
<td>100% Ownership</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Nicholas J. Danoulakis</td>
<td>Orsara President</td>
<td>Director</td>
<td>Director</td>
<td>N/A</td>
<td>0.01%</td>
<td>N/A</td>
<td>Cinnabar Farms, LLC</td>
<td>35% Ownership</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Kathy L. Kline</td>
<td>Frederick MD USA Retired</td>
<td>Director</td>
<td>Director</td>
<td>N/A</td>
<td>0.01%</td>
<td>N/A</td>
<td>Cinnabar Farms, LLC</td>
<td>35% Ownership</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Martin S. LaPera</td>
<td>Walkersville, MD USA N/A</td>
<td>Director</td>
<td>President &amp; CEO</td>
<td>Frederick Investors LLC Member</td>
<td>30.49%</td>
<td>N/A</td>
<td>Frederick Investors LLC</td>
<td>47.6% Ownership</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Farhad Memarzadehiji</td>
<td>Admar Custom Homes, Inc CEO President</td>
<td>Director</td>
<td>Director</td>
<td>Admar Custom Homes, Inc CEO</td>
<td>4.64%</td>
<td>N/A</td>
<td>Admar Custom Homes, Inc</td>
<td>100% Ownership</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Raymond Reedy</td>
<td>Hillsborough, NC USA Private Investor</td>
<td>Director</td>
<td>Chairman &amp; Secretary</td>
<td>Frederick Investors LLC General Partner</td>
<td>3.71%</td>
<td>N/A</td>
<td>Freedom Hill Homes, LLC</td>
<td>100% Ownership</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>William R. Talley, Jr.</td>
<td>Frederick, MD USA N/A</td>
<td>Executive Vice President</td>
<td>Executive Vice President</td>
<td>3.13%</td>
<td>N/A</td>
<td>None</td>
<td>Freedom Hill Homes, LLC</td>
<td>100% Ownership</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>