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. §§ 3108(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 240(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 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.

Name of the Holding Company Director and Official
Director, President & CEO

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2017

Frederick County Bancorp, Inc.
Legal Title of Holding Company
P.O. Box 1100
Mailing Address of the Holding Company) Street / P.O. Box
Frederick Maryland 21702-0100
City State Zip Code

Physical Location (if different from mailing address)
9 N. Market Street, Frederick, Maryland 21701

Person to whom questions about this report should be directed:
William R. Talley, Jr. EVP, CFO & COO

Date of Signature
03/07/2018

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

RSUSD ID C.I. 

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 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.

12/2016
VIA REPORTING CENTRAL
May 2, 2018

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, 2017

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

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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
LEI#549300BNT2ED14J2RB94
Frederick, Maryland
Incorporated in Maryland

100% Managing Member

FCB Two North Market, LLC
Frederick, Maryland
Incorporated in Maryland
```
There are no LEI numbers for any of the following companies:

Frederick County Bancorp, Inc.
FCBI Statutory Trust I

Report Item 2b: Domestic Branch Listing

The domestic branch listing was reviewed and submitted via email on January 11, 2018. A copy is attached to this report.

Report Item 3: Securities Holders

(1) Martin S. Lapera
Walkersville, Maryland
USA

122,056 shares 8.17% 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 2017.

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_RUID: 3058129).
This depository institution is held by FREDERICK COUNTY BANKCorp, Inc. (13295468) of FREDERICK, MD.
The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

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 dissolved, 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 Procedures:
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://fr.y10online.federalreserve.gov.

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

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<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RUID*</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 UNRUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RUID*</th>
<th>Comments</th>
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<td>OK</td>
<td>Full Service</td>
<td>1055129</td>
<td>FREDERICK COUNTY BANK</td>
<td>2 NORTH MARKET STREET</td>
<td>FREDERICK</td>
<td>MD</td>
<td>21703</td>
<td>FREDERICK</td>
<td>UNITED STATES</td>
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<td>Not Required</td>
<td>FREDERICK COUNTY BANK</td>
<td>3058129</td>
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<td>OK</td>
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<td>1075113</td>
<td>JASPER RIDGE BRANCH</td>
<td>165A THOMAS JOHNSON DRIVE</td>
<td>FREDERICK</td>
<td>MD</td>
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<td>FREDERICK</td>
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<td>FREDERICK COUNTY BANK</td>
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<td>1412296</td>
<td>CRESTWOOD BRANCH</td>
<td>6901 CRESTWOOD BOULEVARD</td>
<td>FREDERICK</td>
<td>MD</td>
<td>21703</td>
<td>FREDERICK</td>
<td>UNITED STATES</td>
<td>Not Required</td>
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<td>FREDERICK COUNTY BANK</td>
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<td>OK</td>
<td>Full Service</td>
<td>1648846</td>
<td>EAST FREDERICK BRANCH</td>
<td>490 MONOCACY BOULEVARD</td>
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<td>MD</td>
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<td>FREDERICK</td>
<td>UNITED STATES</td>
<td>Not Required</td>
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<td>FREDERICK COUNTY BANK</td>
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<td>OK</td>
<td>Full Service</td>
<td>1474282</td>
<td>WALLINGTON BRANCH</td>
<td>700 COMMUTE Drive</td>
<td>WALLINGTON</td>
<td>MD</td>
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<td>FREDERICK</td>
<td>UNITED STATES</td>
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<td>FREDERICK COUNTY BANK</td>
<td>3058129</td>
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<tr>
<td>Name &amp; Address (City and State)</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>
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<td>Ellis Barber, Middletown, MD USA</td>
<td>Cindell Construction President</td>
<td>Director</td>
<td>President</td>
<td>CCE, Inc.</td>
<td>0.20%</td>
<td>N/A</td>
<td>Cindell Construction 49% Ownership, CCE, Inc. 49% Ownership, CEB, LLC 50% Ownership, ERB, LLC 50% Ownership, Roadside, LLC 50% Ownership</td>
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<td>Emil D. Bennett, Thermont, MD USA</td>
<td>Rock Creek Realty President</td>
<td>Director</td>
<td>N/A</td>
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<td>2.81%</td>
<td>N/A</td>
<td>Rock Creek Realty 100% Ownership</td>
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<td>Robert S. Carmack, Frederick, MD USA</td>
<td>Carnack Insurance Group President</td>
<td>Director</td>
<td>Director</td>
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<td>0.81%</td>
<td>N/A</td>
<td>Carnack Real, LLC 100% Ownership</td>
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<td>Kimberly S. Chaney, Middletown, MD USA</td>
<td>Kimberly S. Chaney CPA, LLC President</td>
<td>Director</td>
<td>Director</td>
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<td>0.49%</td>
<td>N/A</td>
<td>Kimberly S. Chaney, CPA 100% Ownership</td>
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<td>J. Denham Crum, Frederick, MD USA</td>
<td>Crumland Farms, LLC Director</td>
<td>Director</td>
<td>Director</td>
<td>JOLI Commercial, LLC General Manager</td>
<td>1.4%</td>
<td>N/A</td>
<td>Crumland Farms, LLC 70% Ownership, JOLI Commercial, LLC 38.5% Ownership</td>
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<td>Nicholas J. Dand unbelievably, Frederick, MD USA</td>
<td>Osage President</td>
<td>Director</td>
<td>Director</td>
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<td>0.06%</td>
<td>N/A</td>
<td>Osage 49% Ownership, Melol 75% Ownership</td>
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<td>Karlya L. Kline, Frederick, MD USA</td>
<td>Retired</td>
<td>Director</td>
<td>Director</td>
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<td>0.05%</td>
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<td>Martin S. Layems, Walkersville, MD USA</td>
<td>N/A</td>
<td>Director</td>
<td>Director</td>
<td>Frederick Investors LLC President</td>
<td>10.57%</td>
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<td>Frederick Investors LLC 47.6% Ownership</td>
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<td>Farhad Memarzadeh, Potomac, MD USA</td>
<td>Admar Custom Homes, Inc. CEO</td>
<td>Director</td>
<td>Director</td>
<td>Admar Custom Homes, Inc. CEO</td>
<td>4.63%</td>
<td>N/A</td>
<td>Admar Corp. 100% Ownership, Admar Custom Homes, Inc. 100% Ownership, Cobolex Farm LP 58% Ownership, Freedom Hill Homes, LLC 100% Ownership, Greene at Greenwaver, LLC 52% Ownership</td>
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<td>Raymond Ready, Stoneboro, NC USA</td>
<td>Private Investor</td>
<td>Director</td>
<td>Director</td>
<td>Frederick Investors LLC Managing Partner</td>
<td>3.79%</td>
<td>N/A</td>
<td>Rx Associates, LTD 30% Ownership</td>
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<td>William R. Taylor, Jr., Frederick, MD USA</td>
<td>N/A</td>
<td>Executive Vice President</td>
<td>Executive Vice President</td>
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<td>3.35%</td>
<td>N/A</td>
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