

Board of Governors of the Federal Reserve System



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 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.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate 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.

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.

I, Russell J. Grimes

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

[Signature]
 3/25/19

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 _____
 C.I. _____

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

December 31, 2018

Month / Day / Year

549300V1AVT7105L0Q28

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

Reporter's Name, Street, and Mailing Address

Carroll Bancorp, Inc.

Legal Title of Holding Company

1321 Liberty Road

(Mailing Address of the Holding Company) Street / P.O. Box

Sykesville MD 21784

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Michael J. Gallina Chief Financial Officer

Name Title

410-795-1900 ext 9226

Area Code / Phone Number / Extension

410-549-1715

Area Code / FAX Number

mgallina@carrollcobank.com

E-mail Address

www.carrollcobank.com

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

Is confidential treatment requested for any portion of this report submission?	0=No 1=Yes	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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		<input type="checkbox"/>	
2. a letter justifying this request has been provided separately ...		<input type="checkbox"/>	
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."			

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (If different from mailing address)

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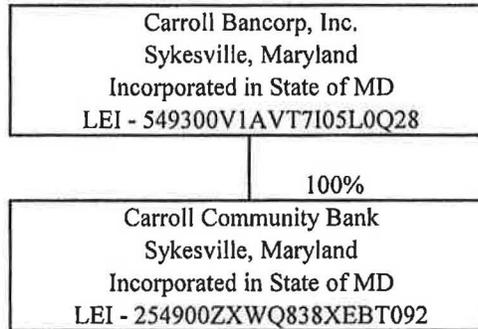
Form FR Y-6

Carroll Bancorp, Inc
Sykesville, Maryland
Fiscal Year Ending December 31, 2018

Report Item

1: Carroll Bancorp, Inc. prepares an annual report for its securities holders and is not registered with the SEC. The annual report has been uploaded to Reporting Central.
Carroll Bancorp's Annual Meeting is scheduled for April 29, 2019.

2a: Organizational Chart



2b: Domestic branch listing has been upload to Reporting Central.

Form FR Y-6
Carroll Bancorp, Inc.
 Sykesville, Maryland
 Fiscal Year Ending December 31, 2018

Report Item 3: Securities Holders
 (1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2018 (1).			Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with the power to vote during the fiscal year ending 12-31-2018.		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Stilwell Entities New York, NY, USA	USA	71,765 6.55% of common stock	None		
Jonathan Craig Kinney Arlington, VA, USA	USA	67,864 6.20% of common stock			
Russell J. Grimes ESOP unallocated shares (2)	USA	32,536 2.97% of common stock 24,041 2.20% of common stock			
Restricted stock not granted (2)		2,596 0.24% of common stock			
Mt. Airy, MD, USA		59,173 5.40% of common stock			
<p>(1) Carroll Bancorp, Inc. is a non-SEC reporting entity. The stockholders listed in this report are only the stockholders in which we were able to confirm their holdings. There may be other 5% and greater holders that we are not aware of.</p> <p>(2) Mr. Grimes is a trustee of the ESOP and Carroll Bancorp, Inc. 2011 Recognition and Retention Plan and Trust. A trustee is deemed a beneficial owner of all of such shares.</p>					

Form FR Y-6
Carroll Bancorp, Inc.
 Sykesville, Maryland
 Fiscal Year Ending December 31, 2018

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (including names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) 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)
Roger Wayne Barnes Westminster, MD USA	Insurance Broker Life and Long Term Care	Director	Director Carroll Community Bank	Sole proprietor R. Wayne Barnes, CLU, CLTC	5.22%	None	Sole proprietor R. Wayne Barnes, CLU, CLTC 100%
	Farming			Managing Partner Pleasant Acres, LLP			Managing Partner Pleasant Acres, LLP 40%
Russell J. Grimes Mt Airy, MD USA	N/A	Director and President & CEO	Director and President & CEO Carroll Community Bank	N/A	2.97%	None	N/A
		ESOP Trustee (unallocated shares)			2.20%		
		RRP Trustee (non-granted shares)			0.24%		
					5.41%		
Brian L. Haight Finksburg, MD USA	Funeral Home	Director	Director Carroll Community Bank	Owner, President, Treasurer Haight Funeral Home & Chapel, P.A.	3.34%	None	Owner, President, Treasurer Haight Funeral Home & Chapel, P.A. 95%
	Insurance Agency			Owner, President Grandview Associates, Inc.			Owner, President Grandview Associates, Inc. 100%
	Crematory			Owner, President All County Cremation Services, Inc.			Owner, President All County Cremation Services, Inc. 100%
	Real Estate Holdings			Owner Haight Properties, LLC			Owner Haight Properties, LLC 100%
Gilbert L. Fleming Finksburg, MD USA	N/A	Director	Director Carroll Community Bank	N/A	2.46%	None	N/A
Nancy L. Parker Sykesville, MD USA	Real Estate Sales	Director	Director Carroll Community Bank	Agent Long & Foster Real Estate	2.44%	None	
	Office Property Leasing			Wards Chapel Village, LLC			Wards Chapel Village, LLC 100%
	Inactive			NLP Appraisal Services, LLC			NLP Appraisal Services, LLC 100%
	Active			Westminster Warehousing Services, Inc.			Westminster Warehousing, LLC 25%
	Active			WW Services Limited Partnership			WW Services Inc. 25%

Celius Todd Brown Westminster, MD USA	N/A	Director	Director Carroll Community Bank	N/A	2.11%	None	N/A
James G. Kohler Eldersburg, MD USA	Real Estate Development	Director	Director Carroll Community Bank	Owner Kohler Development Corporation	1.85%	None	Owner Kohler Development Corporation 100%
	Real Estate Development			Pi Development Corporation			Pi Development Corporation 50%
	Real Estate Development			KDC Group, Inc.			KDC Group, Inc. 100%
	Real Estate Investments			West Air 21A, LLC			West Air 21A, LLC 50%
	Commercial Rentals			844 Condos, LLC			844 Condos, LLC 50%
Leonidas A. Vondas Bethesda, MD USA	Real Estate Development	Director	Director Carroll Community Bank	Managing member Capital Management and Development, LLC	3.21%	None	Managing member Capital Management and Development, LLC 50%
	Real Estate Development			Principle Bethesda Properties, LLC			Principle Bethesda Properties, LLC 100%
Barry J. Renbaum Reisterstown, MD USA	N/A	Director	Director Carroll Community Bank	N/A	less than 1%	None	N/A
Michael J. Gallina Pasadena, MD USA	N/A	Chief Financial Officer Treasurer	Chief Financial Officer Treasurer Carroll Community Bank	N/A	1.04%	None	N/A

Results: A list of branches for your holding company: CARROLL BANCORP, INC. (4256159) of SYKESVILLE, MD.
 The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

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

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	395274	CARROLL COMMUNITY BANK	1321 LIBERTY ROAD	SYKESVILLE	MD	21784	CARROLL	UNITED STATES	Not Required	Not Required	CARROLL COMMUNITY BANK	395274	
OK		Full Service	4981545	BETHESDA BRANCH	7126 WISCONSIN AVENUE	BETHESDA	MD	20814	MONTGOMERY	UNITED STATES	Not Required	Not Required	CARROLL COMMUNITY BANK	395274	
OK		Full Service	4362153	WESTMINSTER BRANCH	29 WESTMINSTER SHOPPING CENTER	WESTMINSTER	MD	21157	CARROLL	UNITED STATES	Not Required	Not Required	CARROLL COMMUNITY BANK	395274	