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 6(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. §§ 246(e)(1), 602, and 611a); and sections 113, 165, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1860(a)(1), and 5448(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 formation of who must sign the report.

I, William R. Talley, Jr.,
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

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.

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 8.56 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.

12/2019

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

December 31, 2019

Month / Day / Year

N/A

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

Reportor's Name, Street, and Mailing Address

Frederick County Bancorp, Inc.

Legal Title of Holding Company

P.O. Box 1100

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

Frederick

MD

21702-0100

City

State

Zip Code

9 N. Market Street, Frederick, Maryland 21701

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Crystal L. Wiles

Name

SVP & CFO

Title

240-529-1506

Area Code / Phone Number / Extension

240-529-1495

Area Code / FAX Number

cwiles@fcbmd.com

E-mail Address

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

Is confidential treatment requested for any portion of this report submission? 

☐ No 

☐ Yes

☐ 1 Yes

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 ………………….. □

2. a letter justifying this request has been provided separately ………………….. □

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."
FREDERICK COUNTY BANCORP, INC.

VIA REPORTING CENTRAL
January 13, 2020

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, 2019.

Report Item 1: Annual Report to Shareholders

Frederick County Bancorp, Inc. was merged with and into ACNB Corporation effective January 11, 2020 with ACNB Corporation surviving the merger. There will not be an audit nor an Annual Report to Shareholders for 2019.

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
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 13, 2020. A copy is attached to this report.

Report Item 3: Securities Holders

(1) Martin S. Lapera
Walkersville, Maryland
USA

164,573 shares 10.25% 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 2019.

Report Item 4: Insiders

A schedule showing the required information for this item is attached.

Frederick County Bancorp, Inc.

William R. Talley, Jr.
President & Chief Executive 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 name of other businesses)</th>
<th>Percentage of Voting Shares in Subsidiaries (include name of subsidiaries)</th>
<th>Percentage of Voting Shares in Bank Holding Company</th>
<th>Name &amp; Address (City and State) of Other Companies (include partnerships if 25% or more of voting securities are held for names of companies and percentage of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ella Barby, Pymn, MD USA</td>
<td>President, Waldorf Construction &amp; Development Co.</td>
<td>Director</td>
<td>President, Waldorf Construction &amp; Development Co.</td>
<td>0.27%</td>
<td>N/A</td>
<td>Cardinal Construction 49% Ownership 49% Ownership CCS, Inc. 49% Ownership CER, LLC 50% Ownership ERB, LLC 50% Ownership Brandon, J.J. 50% Ownership 75% Ownership 50% Ownership Brandon, J.J. 75% Ownership 75% Ownership</td>
</tr>
<tr>
<td>Emil D. Bennett</td>
<td>President, Bass Creek Realty</td>
<td>Director</td>
<td>Director</td>
<td>2.57%</td>
<td>N/A</td>
<td>Bass Creek Realty 100% Ownership 100% Ownership</td>
</tr>
<tr>
<td>Robert S. Carnack</td>
<td>Retired, R.E. Partners, Inc.</td>
<td>Director</td>
<td>Director</td>
<td>0.79%</td>
<td>N/A</td>
<td>R.E. Partners, Inc. 100% Ownership 100% Ownership 100% Ownership</td>
</tr>
<tr>
<td>Kimberly S. Chaney</td>
<td>President, Kimberly S. Chaney CPA, LLC</td>
<td>Director</td>
<td>Director</td>
<td>0.53%</td>
<td>N/A</td>
<td>Kimberly S. Chaney, CPA 100% Ownership</td>
</tr>
<tr>
<td>J. Donald Crew</td>
<td>President, Crumland Farms, LLC</td>
<td>Director</td>
<td>Director</td>
<td>0.49%</td>
<td>N/A</td>
<td>Crumland Farms, LLC 70% Ownership 50% Ownership 33 1/3% Ownership</td>
</tr>
<tr>
<td>Nicholas J. Dammelites</td>
<td>President, Frederick, MD USA</td>
<td>Director</td>
<td>Director</td>
<td>0.50%</td>
<td>N/A</td>
<td>Congress 99% Ownership Video, LLC 99% Ownership Video, LLC 100% Ownership 100% Ownership 100% Ownership</td>
</tr>
<tr>
<td>Kelly L. Ekler</td>
<td>Retired, Frederick, MD USA</td>
<td>Director</td>
<td>Director</td>
<td>0.40%</td>
<td>N/A</td>
<td>Frederick 100% Ownership 100% Ownership 100% Ownership 100% Ownership 100% Ownership 100% Ownership 100% Ownership 100% Ownership 100% Ownership</td>
</tr>
<tr>
<td>Martin S. Epera</td>
<td>Retired, Frederick, MD USA</td>
<td>Director</td>
<td>Director</td>
<td>0.23%</td>
<td>N/A</td>
<td>Frederick Investors 75% Ownership 75% Ownership 75% Ownership 75% Ownership 75% Ownership 75% Ownership 75% Ownership 75% Ownership 75% Ownership</td>
</tr>
<tr>
<td>Farhad Manuropudi</td>
<td>CEO, Adar Construction, Inc.</td>
<td>Director</td>
<td>Director</td>
<td>0.27%</td>
<td>N/A</td>
<td>Adar Construction, Inc. 100% Ownership 100% Ownership 100% Ownership 100% Ownership 100% Ownership 100% Ownership 100% Ownership 100% Ownership 100% Ownership</td>
</tr>
<tr>
<td>Raymond E. Price</td>
<td>President, HilBeaver, Inc.</td>
<td>Director</td>
<td>Director</td>
<td>0.57%</td>
<td>N/A</td>
<td>En Associates, LTD 40% Ownership 40% Ownership 40% Ownership 40% Ownership 40% Ownership 40% Ownership 40% Ownership 40% Ownership 40% Ownership</td>
</tr>
<tr>
<td>William R. Talley, Jr.,</td>
<td>President &amp; CEO, Frederick, MD USA</td>
<td>Director</td>
<td>Director</td>
<td>3.11%</td>
<td>N/A</td>
<td>Talley, W.R. 100% Ownership 100% Ownership 100% Ownership 100% Ownership 100% Ownership 100% Ownership 100% Ownership 100% Ownership 100% Ownership</td>
</tr>
<tr>
<td>Thomas J. Yamashita, Jr.</td>
<td>President &amp; CEO, Frederick, MD USA</td>
<td>Director</td>
<td>Director</td>
<td>1.20%</td>
<td>N/A</td>
<td>Frederick, MD USA 100% Ownership 100% Ownership 100% Ownership 100% Ownership 100% Ownership 100% Ownership 100% Ownership 100% Ownership 100% Ownership</td>
</tr>
</tbody>
</table>
Results: A list of branches for your depository institution: FREDERICK COUNTY BANK (ID_RSSO: 3058329).
This depository institution is held by FREDERICK COUNTY BANCORP, INC. (3195448) of FREDERICK, MD.
The data are as of 12/31/2019. Data reflects information that was received and processed through 01/07/2020.

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 this 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.
This FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - https://y10online.federalreserve.gov.

FDIC UNNUM, Office Number, and ID_RSSO 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_RSSO*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>Cty</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSO*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>3058329-FREDERICK COUNTY BANK</td>
<td>1 NORTH MARKET STREET</td>
<td>FREDERICK</td>
<td>MD</td>
<td>21701</td>
<td>FREDERICK</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>FREDERICK COUNTY BANK</td>
<td>3058329</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3072125-ASPEN RIDGE BRANCH</td>
<td>1654 THOMAS JOHNSON DR</td>
<td>FREDERICK</td>
<td>MD</td>
<td>21701</td>
<td>FREDERICK</td>
<td>UNITED STATES</td>
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<td>Not Required</td>
<td>FREDERICK COUNTY BANK</td>
<td>3058329</td>
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<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3482296-CRESTWOOD BRANCH</td>
<td>6910 CRESTWOOD BOULEVARD</td>
<td>FREDERICK</td>
<td>MD</td>
<td>21701</td>
<td>FREDERICK</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>FREDERICK COUNTY BANK</td>
<td>3058329</td>
<td></td>
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<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>4446846-EAST FREDERICK BRANCH</td>
<td>630 MONOCACY BOULEVARD</td>
<td>FREDERICK</td>
<td>MD</td>
<td>21701</td>
<td>FREDERICK</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>FREDERICK COUNTY BANK</td>
<td>3058329</td>
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<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3471282-WALKERSVILLE BRANCH</td>
<td>290 COMMERCE DR</td>
<td>FREDERICK</td>
<td>MD</td>
<td>21793</td>
<td>FREDERICK</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>FREDERICK COUNTY BANK</td>
<td>3058329</td>
<td></td>
<td></td>
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</tbody>
</table>