

FEB 14 2020

FR Y-6
OMB Number 7100-0297
Approval expires November 30, 2022
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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.

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, 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.

William R. Talley, Jr.
Signature of Holding Company Director and Official

01/13/2020

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, 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.

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

December 31, 2019

Month / Day / Year

N/A

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

Reporter'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 SVP & CFO

Name 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 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 ☐
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

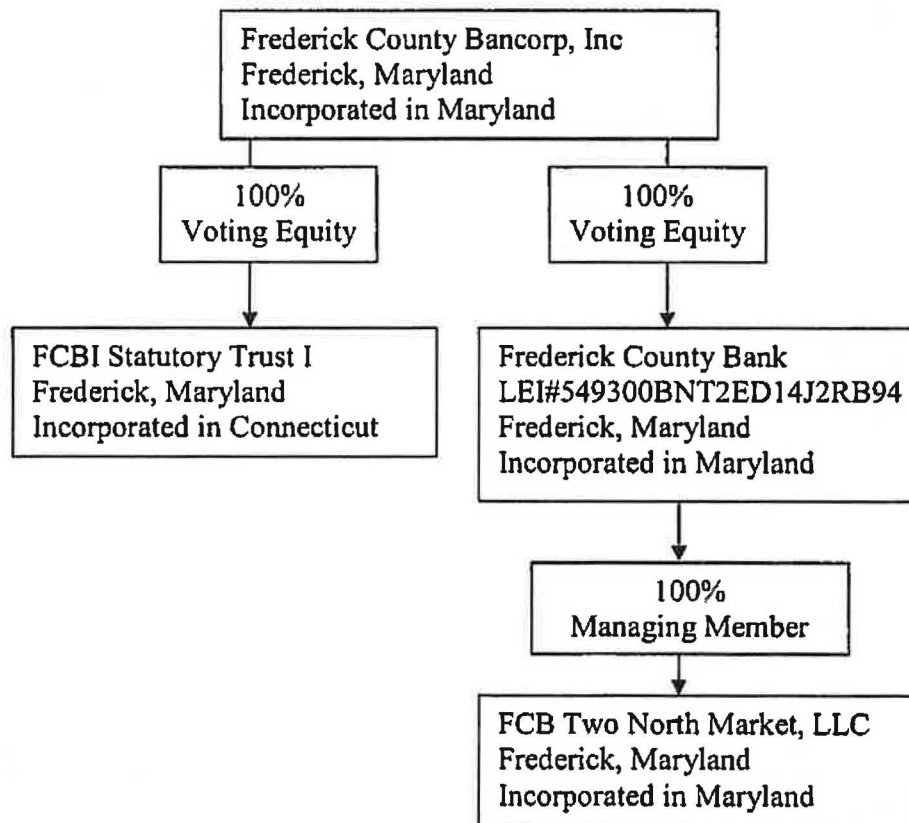
Federal Reserve Bank of Richmond
Statistics/Reserve Accounts 18th FL
Attn: Phyllis Strum
701 East Byrd Street
Richmond, VA 23219

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



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. Lopera
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

FORM FR V-6

Report Item 4: Directors and Officers

Name & Address (City and State)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Bank Subsidiaries	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)
Ellis Barber Middletown, MD USA	Cindell Construction President	Director	Director	President CCS, Inc.	0.24%	N/A	Cindell Construction 49% Ownership CCS, Inc. 49% Ownership CEB, LLC 50% Ownership ERB, LLC 50% Ownership Brambrooke, LLC 50% Ownership
Emil D. Bennett Thurmont, MD USA	Rock Creek Realty President	Director	Director	N/A	2.67%	N/A	Rock Creek Realty 100% Ownership
Robert S. Carmack Frederick, MD USA	Retired	Director	Director	N/A	0.79%	N/A	Carmack Real, LLC 100% Ownership
Kimberly S. Chaney Middletown, MD USA	Kimberly S. Chaney CPA, LLC President	Director	Director	N/A	0.37%	N/A	Kimberly S. Chaney, CPA 100% Ownership
J. Denham Crum Frederick MD USA	Crumland Farms, LLC General Managing Partner	Director Vice Chairman	Director Vice Chairman	JOLI Commercial, LLC General Managing Partner	0.49%	N/A	Crumland Farms, LLC 70% Ownership JOLI Commercial, LLC 38.3% Ownership
Nicholas J. Damoudakis Frederick, MD USA	Oneca President	Director	Director	N/A	0.06%	N/A	Oneca 49% Ownership Medex, LLC 75% Ownership Nidos II, LLC 100% Ownership
Karlys L. Klue Frederick, MD USA	Retired	Director	Director	N/A	0.05%	N/A	N/A
Martin S. Lapera Waltersville, MD USA	N/A	N/A	N/A	Frederick Investors LLC Member	10.25%	N/A	Frederick Investors LLC 47.6% Ownership
Farhad Monaradepi Potomac, MD USA	Admar Custom Homes, Inc. CEO Memar Corp. President	Director	Director	Freedom Hills LLC Managing Member Greenside LLC Managing Member	4.32%	N/A	Memar Corp. 100% Ownership Admar Custom Homes, Inc. 100% Ownership Freedom Hill Homes, LLC 100% Ownership Greenside, LLC 64% Ownership
Raymond Raulo Hillsborough, NC USA	Private Investor	Director Chairman & Secretary	Director Chairman & Secretary	Frederick Investors LLC Managing Partner Rt Associates, LTD Secretary, Treasurer Medicine Man Realty LLC General Partner	3.52%	N/A	Rt Associates, LTD 50% Ownership
William R. Taffey, Jr. Frederick, MD USA	N/A	President & CEO	President & CEO	N/A	3.15%	N/A	None
Thomas B. Trout, Jr. Frederick, MD USA	Branch Manager Embance Home Mortgage	Director	Director	Mid Maryland Motors, LLC Managing Member Equity II, LLC Managing Member	1.36%	N/A	Mid Maryland Motors, LLC 100% Ownership Equity II, LLC 50% Ownership Leesdowne M&B, LLC 33% Ownership

Results: A list of branches for your depository institution: FREDERICK COUNTY BANK (ID_RSSD: 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 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)	3058329	FREDERICK COUNTY BANK	2 NORTH MARKET STREET	FREDERICK	MD	21701	FREDERICK	UNITED STATES	Not Required	Not Required	FREDERICK COUNTY BANK	3058329	
OK		Full Service	3073135	ASPEN RIDGE BRANCH	165A THOMAS JOHNSON DRIVE	FREDERICK	MD	21702	FREDERICK	UNITED STATES	Not Required	Not Required	FREDERICK COUNTY BANK	3058329	
OK		Full Service	3482296	CRESTWOOD BRANCH	6910 CRESTWOOD BOULEVARD	FREDERICK	MD	21703	FREDERICK	UNITED STATES	Not Required	Not Required	FREDERICK COUNTY BANK	3058329	
OK		Full Service	4488848	EAST FREDERICK BRANCH	490 MONOCACY BOULEVARD	FREDERICK	MD	21701	FREDERICK	UNITED STATES	Not Required	Not Required	FREDERICK COUNTY BANK	3058329	
OK		Full Service	3474282	WALKERSVILLE BRANCH	200 COMMERCE DRIVE	WALKERSVILLE	MD	21793	FREDERICK	UNITED STATES	Not Required	Not Required	FREDERICK COUNTY BANK	3058329	