



Annual Report of Holding Companies—FRB RICHMOND

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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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.

I, **Daniel S. Baird**

Name of the Holding Company Director and Official
Chief Financial Officer

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]
April 8, 2014

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 3927018
C.I. _____

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Capital Funding Bancorp, Inc.

Legal Title of Holding Company

1422 Clarkview Rd

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

Baltimore	MD	21209
City	State	Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

William C Wiedel Jr

EVP

Name

Title

4107695896

Area Code / Phone Number / Extension

4107695897

Area Code / FAX Number

bwiedel@cfgcb.com

E-mail Address

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

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

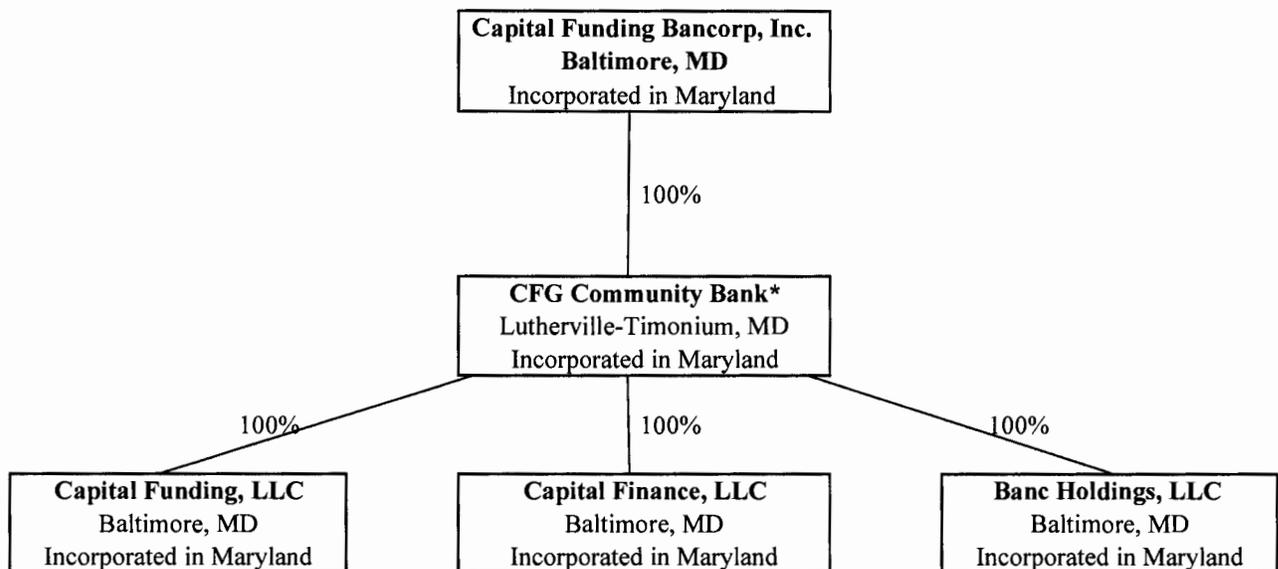
No

FORM FR Y-6
CAPITAL FUNDING BANCORP, INC.
Baltimore, Maryland
Fiscal Year Ending December 31, 2013

Report Item

1: Capital Funding Bancorp, Inc. prepares an annual report for its securities holders and is not registered with the SEC. As specified by the Federal Reserve Bank of Richmond, two copies of the Capital Funding Bancorp, Inc. and Subsidiaries - Report on Consolidated Financial Statements for the year ended December 31, 2013 is enclosed.

2a: Organizational Chart



* CFG Community Bank is the managing member of Capital Funding, LLC; Capital Finance, LLC, and Banc Holdings, LLC.

2b: Domestic branch listing provided to the Federal Reserve Bank.

Form FR Y-6
CAPITAL FUNDING BANCORP, INC.
FISCAL YEAR ENDING DECEMBER 31, 2013

Report Item 3: Securities holders

1(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% of more with power to vote as of fiscal year ending 12-31-2013			Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2013		
(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
John W. Dwyer Baltimore, MD USA	USA	69,506 - 99.99% Common Stock	None		

Form FR Y-6
CAPITAL FUNDING BANCORP, INC.
FISCAL YEAR ENDING DECEMBER 31, 2013

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 Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Share in 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 percentages of voting securities held)
John W. Dwyer Baltimore, MD USA	Owner and President, Capital Funding Group, Inc.	Chairman of Board, President and Director	Chairman of Board and Director, CFG Community Bank	President, Capital Funding Group, Inc.	99.9899%	None	Capital Funding Group, Inc. and Subsidiaries (100%)
Deborah A. Spangenberg Ellicott City, MD USA	President, Capital Funding, LLC and Capital Finance, LLC	Executive Vice President/Secretary and Director	Vice Chairman, Corporate Secretary, and Director CFG Community Bank	N/A	0.0014%	None	N/A
Daniel S. Baird Sherwood Forest, MD USA	Chief Executive Officer, Capital Funding Group, Inc.	Chief Financial Officer and Director	Director CFG Community Bank	N/A	0.0014%	None	N/A
Joseph E. Casson Potomac, MD USA	Retired Attorney, Capital Funding Group, Inc.	Vice President and Director	N/A	N/A	0.0014%	None	N/A
Lauren R. Rexroat Baltimore, MD USA	Senior Counsel, Capital Funding, LLC	Assistant Secretary	Assistant Secretary, CFG Community Bank	N/A	None	None	N/A