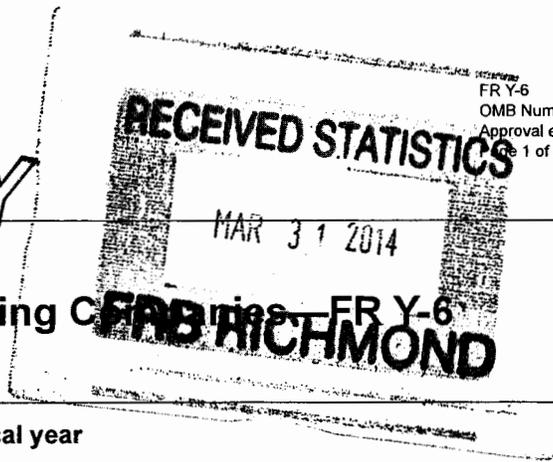


COPY

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies



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.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2013
Month / Day / Year

I, **Richard C. Schultze**
Name of the Holding Company Director and Official
President
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Fraternity Community Bancorp, Inc.
Legal Title of Holding Company
764 Washington Boulevard
(Mailing Address of the Holding Company) Street / P.O. Box
Baltimore MD 21230
City State Zip Code

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.

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:
Michelle L. Miller CFO
Name Title
410-539-1313
Area Code / Phone Number / Extension
410-752-3806
Area Code / FAX Number
mmiller@fraternityfed.com
E-mail Address
www.fraternityfed.com
Address (URL) for the Holding Company's web page

[Signature]
Signature of Holding Company Director and Official
03/27/2014
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 **4261162**
C.I. _____

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

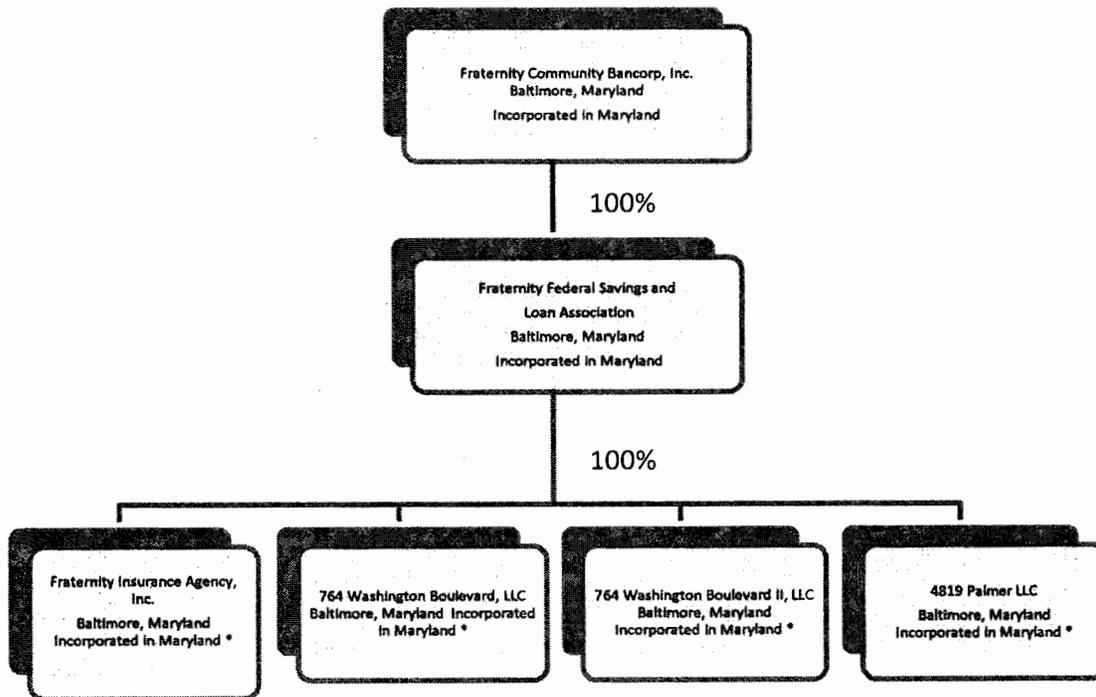
Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments 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, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

Fraternity Community Bancorp, Inc.
Baltimore, Maryland
Fiscal Year Ending December 31, 2013

Report Item

1. The savings and loan holding company prepares an annual report for its securities holders and is registered with the SEC. Therefore, no annual report is attached to this filing.

2a: Organization Chart



* Organization is not required to complete an FR Y-10

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

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)	954774	FRATERNITY FEDERAL SAVINGS AND LOAN ASSOCIATION	764 WASHINGTON BOULEVARD	BALTIMORE	MD	21230	BALTIMORE CITY	UNITED STATES	41117	0	FRATERNITY FEDERAL SAVINGS AND LOAN ASSOCIATION	954774	
OK		Full Service	4161664	COCKEYSVILLE BRANCH	10283 YORK ROAD	COCKEYSVILLE	MD	21030	BALTIMORE	UNITED STATES	266454	2	FRATERNITY FEDERAL SAVINGS AND LOAN ASSOCIATION	954774	
OK		Full Service	4161673	NORMANDY BRANCH	8460 BALTIMORE NATIONAL PIKE	ELLCOTT CITY	MD	21043	HOWARD	UNITED STATES	266453	1	FRATERNITY FEDERAL SAVINGS AND LOAN ASSOCIATION	954774	
OK		Full Service	4461720	HAMPSTEAD BRANCH	1631 N. MAIN STREET	HAMPSTEAD	MD	21074	CARROLL	UNITED STATES	Not Required	Not Required	FRATERNITY FEDERAL SAVINGS AND LOAN ASSOCIATION	954774	

Form FR Y-6
Fraternity Community Bancorp
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% or more with power to vote as of fiscal year ending 12/31/13

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	(1)(c) Number and Percentage of Each Class of Voting Securities
Stilwell Value Partners II, L.P. Stilwell Value Partners VII, L.P. Stilwell Partners , L.P. Stilwell Activist Fund, L.P. Stilwell Activist Investments, L.P. Stilwell Value LLC Joseph Stilwell New York, NY USA	USA	119,192 - 8.56% Common Stock	None		
Wellington Management Company, LLP Boston, MA USA	USA	139,259 - 10.00% Common Stock			
Sandler O'Neill Asset Management LLC * Terry Maltese New York, NY USA	USA	135,000 - 9.69% Common Stock			
SOAM Holdings, LLC * New York, NY USA	USA	114,500 - 8.22% Common Stock			
Fraternity Federal Savings and Loan Association ESOP Trust Baltimore, MD USA	USA	126,960 - 9.11% Common Stock			
Ithan Creek Master Investors (Cayman) L.P. Wellington Hedge Management, LLC Boston, MA USA	Cayman Islands	139,259 - 10.00% Common Stock			

* Based on a Schedule 13G filed with the Securities and Exchange Commission on February 12, 2014 by (i) Sandler O'Neill Asset Management, LLC, a New York limited liability company ("SOAM"), with respect to 135,000 shares of Company common stock, which it is deemed to beneficially own in its position as investment advisor to certain partnerships; (ii) SOAM Holdings, LLC a Delaware limited liability company ("Holdings") with respect to 114,500 shares of Company common stock, which it is deemed to beneficially own as general partner to certain partnerships; and (iii) Terry Maltese, who does not own shares directly, but, by reason of his position as Managing Member of SOAM, may be deemed to beneficially own 135,000 shares of Company common stock. SOAM, Holdings, and Terry Maltese share voting power and dispositive power with respect to the reported shares.

Form FR Y-6
Fraternity Community Bancorp
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 Shares 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 percentage of voting securities held)
Thomas K. Sterner Baltimore, MD USA	N/A	Director, CEO & Chairman	Director, CEO & Chairman (FFSLA), Director (Fraternity Insurance Agency, 764 Washington Blvd LLC, 764 Washington Blvd II LLC, 4819 Palmer LLC)	N/A	2.74%	None	N/A
Richard C. Schultze Baltimore, MD USA	N/A	Director & President	Director & President (FFSLA, Fraternity Insurance Agency, 764 Washington Blvd LLC, 764 Washington Blvd II LLC, 4819 Palmer LLC)	N/A	2.36%	None	N/A
Michelle L. Miller Baltimore, MD USA	N/A	Chief Financial Officer	Chief Financial Officer (FFSLA)	N/A	Less than 1%	None	N/A
Michael P. O'Shea Baltimore, MD USA	Construction O'Shea Lumber Co.	Director	Director (FFSLA, Frat. Insurance Agency, 764 Washington Blvd LLC, 764 Washington Blvd II LLC, 4819 Palmer LLC)	President - O'Shea Lumber Co.	Less than 1%	None	N/A
William J. Baird, III Baltimore, MD USA	Archdiocese of Baltimore	Director	Director (FFSLA)	Chief Financial Officer and Executive Director of Management Services	Less than 1%	None	N/A
William D. Norton Baltimore, MD USA	Waste Management Red Bag Solutions	Director	Director (FFSLA)	Vice President - Red Bag Solutions	Less than 1%	None	N/A