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FR Y-6  
OMB Number 7100-0297  
Approval expires December 31, 2015  
Page 1 of 2

MAR 30 2015

Board of Governors of the Federal Reserve System



FRB RICHMOND

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)); 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, 2014**

Month / Day / Year

N/A

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

I, **Daniel S. Baird**

Name of the Holding Company Director and Official

**Chief Financial Officer**

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

**Capital Funding Bancorp, Inc.**

Legal Title of Holding Company

**1422 Clarkview Road**

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

**Baltimore**

**MD**

**21209**

City

State

Zip Code

N/A

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

**Jason Starner**

**Vice President, Controller**

Name

Title

**410-769-5826**

Area Code / Phone Number / Extension

**410-769-5827**

Area Code / FAX Number

**jstarner@cfgcb.com**

E-mail Address

N/A

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

Signature of Holding Company Director and Official

Date of Signature

*[Signature]*  
3/27/15

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.

**3927078**

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."

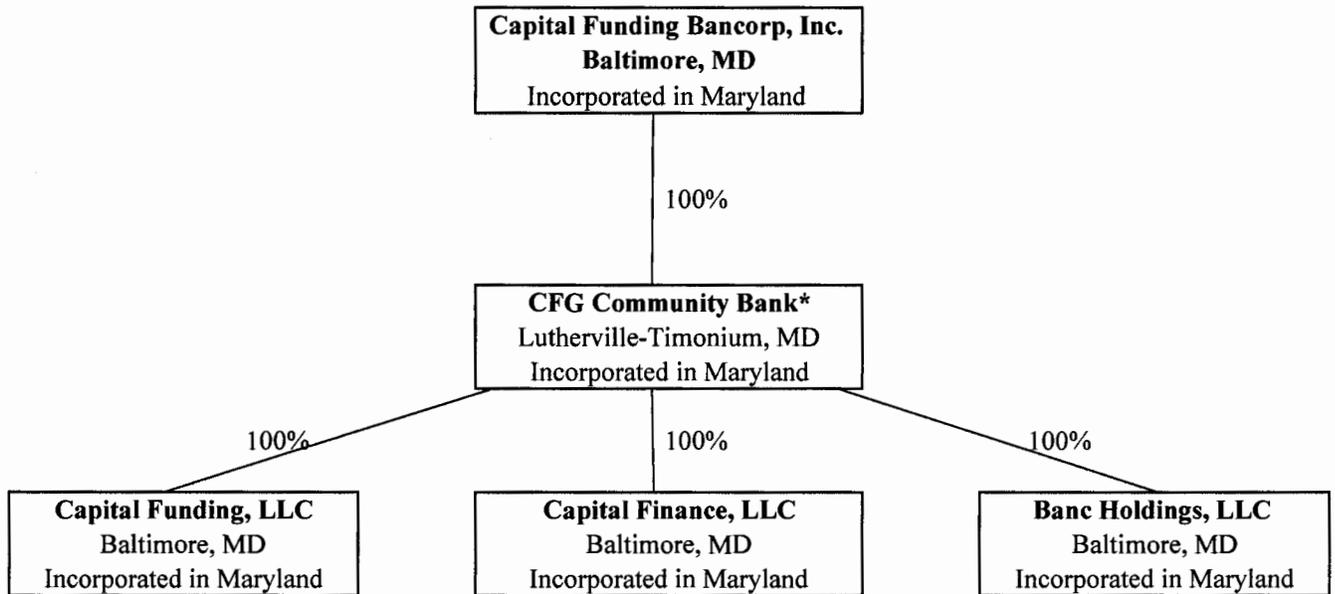
No

**FORM FR Y-6**  
**CAPITAL FUNDING BANCORP, INC.**  
**Baltimore, Maryland**  
**Fiscal Year Ending December 31, 2014**

Report Item

1: Annual Report to Shareholders is enclosed.

2a: Organization Chart



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

2b: Domestic Branch Listing is enclosed.

**Form FR Y-6**  
**CAPITAL FUNDING BANCORP, INC.**  
**FISCAL YEAR ENDING DECEMBER 31, 2014**

**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 12-31-2014			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 12-31-2014		
(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, 2014**

**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 Operating Officer, Capital Funding Group, Inc.	Chief Financial Officer and Director	N/A	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

**Results:** A list of branches for your depository institution: CFG COMMUNITY BANK (ID\_RSSD: 2471239).  
 This depository institution is held by CAPITAL FUNDING BANCORP, INC. (3927078) of BALTIMORE, MD.  
 The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

**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)	2471239	CFG COMMUNITY BANK	11 W. RIDGELY ROAD	LUTHERVILLE	MD	21093	BALTIMORE	UNITED STATES	57053	0	CFG COMMUNITY BANK	2471239	
OK		Full Service	3591433	ANNAPOLIS BRANCH	1419 FOREST DRIVE, SUITE 10	ANNAPOLIS	MD	21403	ANNE ARUNDEL	UNITED STATES	466287	3	CFG COMMUNITY BANK	2471239	
OK		Full Service	3138614	BALTIMORE BRANCH	1615 THAMES STREET	BALTIMORE	MD	21231	BALTIMORE CITY	UNITED STATES	290521	1	CFG COMMUNITY BANK	2471239	