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.

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, Michael P. Gavin
Name of the Holding Company Director and Official

Director, President, CEO & CFO
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
06/20/2014

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
4253149
C.I.

Date of Report (top-tier holding company's fiscal year-end):
March 31, 2014

Month / Day / Year

Reporter's Name, Street, and Mailing Address
Madison Bancorp, Inc.
8615 Ridgely's Choice Drive, Suite 111
Baltimore, MD 21236
Mailing Address of the Holding Company
Street / P.O. Box
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
Christina M. Kailer
VP & Controller

Name
Title

Area Code / Phone Number / Extension
410-529-7400
410-529-3281

Area Code / FAX Number
ckailer@madisonsquarefsb.com
E-mail Address
N/A
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

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: 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.
Report Item

1. Annual Report to Shareholders will be sent under separate cover when complete

2. 2a. Organizational Chart

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MADISON BANCORP, INC
Nottingham, MD
Incorporated in Maryland

100%

MADISON SQUARE
FEDERAL SAVINGS BANK
Nottingham, MD
Incorporated Under the Laws of the United States of America

100%

MADISON FINANCIAL SERVICES CORP.
Baltimore, MD
Incorporated in Maryland
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2.b. Domestic Branch listing provided as an attachment to the current FR Y-6

3. Securities Holders provided as an attachment to the current FR Y-6

4. Insiders provided as an attachment to the current FR Y-6
<table>
<thead>
<tr>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FICIC UNI/Office Number</th>
<th>Head Office</th>
<th>Head Office ID #</th>
<th>Comment</th>
</tr>
</thead>
<tbody>
<tr>
<td>8651 BEL AIR RD</td>
<td>NOTTINGHAM</td>
<td>MD</td>
<td>21206</td>
<td>BALTIMORE</td>
<td>UNITED STATES</td>
<td>46018</td>
<td>0</td>
<td>6991074</td>
<td>6991074</td>
</tr>
<tr>
<td>5415 BEL AIR RD</td>
<td>BALTIMORE</td>
<td>MD</td>
<td>21206</td>
<td>BALTIMORE</td>
<td>UNITED STATES</td>
<td>0</td>
<td>102</td>
<td>6991074</td>
<td>6991074</td>
</tr>
<tr>
<td>325 NORTH MAIN STREET</td>
<td>BEL AIR</td>
<td>MD</td>
<td>21014</td>
<td>HARFORD</td>
<td>UNITED STATES</td>
<td>0</td>
<td>103</td>
<td>6991074</td>
<td>6991074</td>
</tr>
<tr>
<td>7201 BEL AIR RD</td>
<td>FALLSTON</td>
<td>MD</td>
<td>21067</td>
<td>HARFORD</td>
<td>UNITED STATES</td>
<td>0</td>
<td>102</td>
<td>6991074</td>
<td>6991074</td>
</tr>
</tbody>
</table>

Note: Use the FICIC UNI/Office Number and the State Code to look up the location of the branch or office. Use the State Code to look up the state of the branch or office. Use the FICIC UNI/Office Number to look up the name of the branch or office. Use the City to look up the city of the branch or office. Use the Zip Code to look up the zip code of the branch or office. Use the County to look up the county of the branch or office. Use the Country to look up the country of the branch or office. Use the Head Office ID # to look up the head office of the branch or office. Use the Comment column to look up the comment or note about the branch or office.
<table>
<thead>
<tr>
<th>Name</th>
<th>City, State, Country</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Madison Square Bank</td>
<td>USA</td>
<td>42,588 - 7.8% Common Stock</td>
</tr>
<tr>
<td>Baltimore, MD, USA</td>
<td></td>
<td>7,000 - 1.2% Common Stock 4,160 - 0.7% Options on Common Stock 985 - 0.2% Vested ESOP Shares</td>
</tr>
<tr>
<td>David F. Wallace</td>
<td>USA</td>
<td>2,500 - 0.4% Common Stock 200 - 0.1% Vested ESOP Shares</td>
</tr>
<tr>
<td>Key Wallace</td>
<td>USA</td>
<td>30,554 - 5.0% Voting power for unallocated ESOP shares</td>
</tr>
<tr>
<td>Michael P. Green</td>
<td>USA</td>
<td>25,600 - 4.2% Common Stock 5,000 - 0.8% Options on Common Stock 1,303 - 0.2% Vested ESOP Shares</td>
</tr>
<tr>
<td>Name</td>
<td>Title &amp; Position with Other Businesses (include names of subsidiaries)</td>
<td>Percentage of Voting Shares in Voting Company (N/A if 25% or more of voting securities are held by another corporation)</td>
</tr>
<tr>
<td>--------------------</td>
<td>--------------------------------------------------------------------------</td>
<td>--------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Michael P. Gavin</td>
<td>President, CEO &amp; CFO (Madinson Square Federal Savings Bank)</td>
<td>N/A</td>
</tr>
<tr>
<td>David F. Walle</td>
<td>Director &amp; Chairman (Madinson Square Federal Savings Bank)</td>
<td>N/A</td>
</tr>
<tr>
<td>Melody P. Shale</td>
<td>Director &amp; Executive Vice President (Madinson Square Federal Savings Bank)</td>
<td>N/A</td>
</tr>
<tr>
<td>Ronald E. Ballard</td>
<td>Executive Vice President (Madinson Square Federal Savings Bank)</td>
<td>N/A</td>
</tr>
<tr>
<td>Key Webster</td>
<td>Senior Vice President, Treasurer and Corporate Secretary (Madinson Square Federal Savings Bank)</td>
<td>N/A</td>
</tr>
<tr>
<td>Frederick L. Berg</td>
<td>President &amp; CEO, President, CEO &amp; CFO (Madinson Square Federal Savings Bank)</td>
<td>N/A</td>
</tr>
<tr>
<td>Diane M. Brunner</td>
<td>Director (Madinson Square Federal Savings Bank)</td>
<td>N/A</td>
</tr>
<tr>
<td>Jaynee S. Agronie</td>
<td>Director (Madinson Square Federal Savings Bank)</td>
<td>N/A</td>
</tr>
<tr>
<td>Richard E. Funke</td>
<td>Director (Madinson Square Federal Savings Bank)</td>
<td>N/A</td>
</tr>
</tbody>
</table>