Board of Governors of the Federal Reserve System

RECEIVED STATISTICS

Annual Report of Holding Companies—FR Y-6

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, 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.
Legal Title of Holding Company
8615 Ridgely's Choice Drive, Suite 111
(Mailing Address of the Holding Company) Street / P.O. Box

Baltimore	MD	21236
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

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

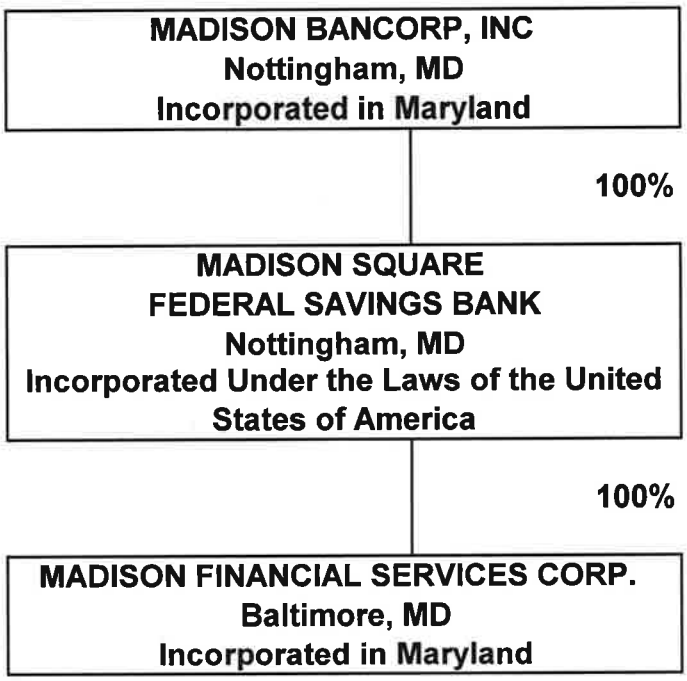
Form FR Y-6

Madison Bancorp, Inc.
Baltimore, Maryland
Fiscal Year Ending March 31, 2014

Report Item

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

2. 2a. Organizational Chart



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

SON SQUARE FEDERAL SAVINGS BANK (ID_RSSD: 639174).
(4253149) of NOTTINGHAM, MD.
as received and processed through 04/07/2014.

more of the actions specified below.

Action column.
evise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
Data Action column and the sale or closure date in the **Effective Date** column.
nstitution, enter 'Delete' in the **Data Action** column.
anch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

IS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

See the detailed instructions on this site for more information.
n name, city and state in the subject line of the e-mail.

ubmit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.
ia the FR Y-10 Online application - https://y10online.federalreserve.gov.

reference only. Verification of these values is not required.

Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
639174	MADISON SQUARE FEDERAL SAVINGS BANK	9651 BELAIR ROAD	NOTTINGHAM	MD	21236	BALTIMORE	UNITED STATES	45168	0	MADISON SQUARE FEDERAL SAVINGS BANK	639174	
4158020	GARDENVILLE BRANCH	5415 BELAIR RD	BALTIMORE	MD	21206	BALTIMORE CITY	UNITED STATES	287709	103	MADISON SQUARE FEDERAL SAVINGS BANK	639174	
4157863	BEL AIR BRANCH	126 NORTH MAIN STREET	BEL AIR	MD	21014	HARFORD	UNITED STATES	492525	104	MADISON SQUARE FEDERAL SAVINGS BANK	639174	
4158011	FALLSTON BRANCH	2209 BEL AIR RD	FALLSTON	MD	21047	HARFORD	UNITED STATES	287708	102	MADISON SQUARE FEDERAL SAVINGS BANK	639174	

Form FR Y-6
Madison Bancorp, Inc.
Baltimore, MD
Fiscal Year Ending March 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% or more with power to vote as of the fiscal year ending 3-31-2014			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 3-31-2014		
(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
Madison Square Federal Savings Bank Employee Stock Ownership Plan Trust Baltimore, MD, USA	USA	42,568 - 7% Common Stock	None		
Trustees of employee benefit plan:					
David F. Wallace Bel Air, MD, USA	USA	7,050 - 1.2% Common Stock 4,160 - 0.7% Options on Common Stock 905 - 0.1% Vested ESOP shares 30,554 - 5.0% Voting power for **unallocated** ESOP shares			
Kay Webster Baltimore, MD, USA	USA	2,500 - 0.4% Common Stock 2,600 - 0.4% Options on Common Stock 588 - 0.1% Vested ESOP shares 30,554 - 5.0% Voting power for **unallocated** ESOP shares			
Securities holders with ownership, control or holdings of 5% or more:					
Michael P. Gavin Severna Park, MD, USA	USA	25,600 - 4.2% Common Stock 5,000 - 0.8% Options on Common Stock 1,303 - 0.2% Vested ESOP shares			

Form FR Y-6

Madison Bancorp, Inc.
Baltimore, MD
Fiscal Year Ending March, 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) 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)
Michael P. Gavin Severna Park, MD, USA	N/A	Director, President, CEO & CFO	President, CEO & CFO (Madison Square Federal Savings Bank)	N/A	5.20%	N/A	N/A
David F. Wallace Bel Air, MD, USA	N/A	Director & Chairman	Director & Chairman (Madison Square Federal Savings Bank)	N/A	2.00%	N/A	N/A
Melody P. Kline Baltimore, MD, USA	N/A	Director & Executive Vice President	Executive Vice President (Madison Square Federal Savings Bank)	N/A	2.50%	N/A	N/A
Ronald E. Ballard Bel Air, MD, USA	N/A	Executive Vice President	Executive Vice President (Madison Square Federal Savings Bank)	N/A	1.20%	N/A	N/A
Kay Webster Baltimore, MD, USA	N/A	Senior Vice President, Treasurer and Corporate Secretary	Senior Vice President, Treasurer and Corporate Secretary (Madison Square Federal Savings Bank)	N/A	0.90%	N/A	N/A
Frederick L. Berk Baltimore, MD, USA	Retired	Director	Director (Madison Square Federal Savings Bank)	N/A	0.90%	N/A	N/A
Clare L. Glenn Baltimore, MD, USA	Development Director	Director	Director (Madison Square Federal Savings Bank)	St. Casimir Catholic School, Baltimore, MD	0.10%	N/A	N/A
Brian D. Brunner Finksburg, MD, USA	Sales & Marketing	Director	Director (Madison Square Federal Savings Bank)	President of Sales & Marketing Depository Institution Group for FISERV Brookfield, WI	1.80%	N/A	N/A
Jaynee S. Agnone Baltimore, MD, USA	Finance	Director	Director (Madison Square Federal Savings Bank)	Treasurer Eastern Athletic Services	3.70%	N/A	N/A
Richard E. Funke Elkton, MD, USA	Retired	Director	Director (Madison Square Federal Savings Bank)	N/A	1.80%	N/A	N/A