

MAR 26 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, Thomas K. Sterner

Name of the Holding Company Director and Official

CEO

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.

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

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.

Physical Location (if different from mailing address)

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 of Holding Company Director and Official

03/24/2015

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?

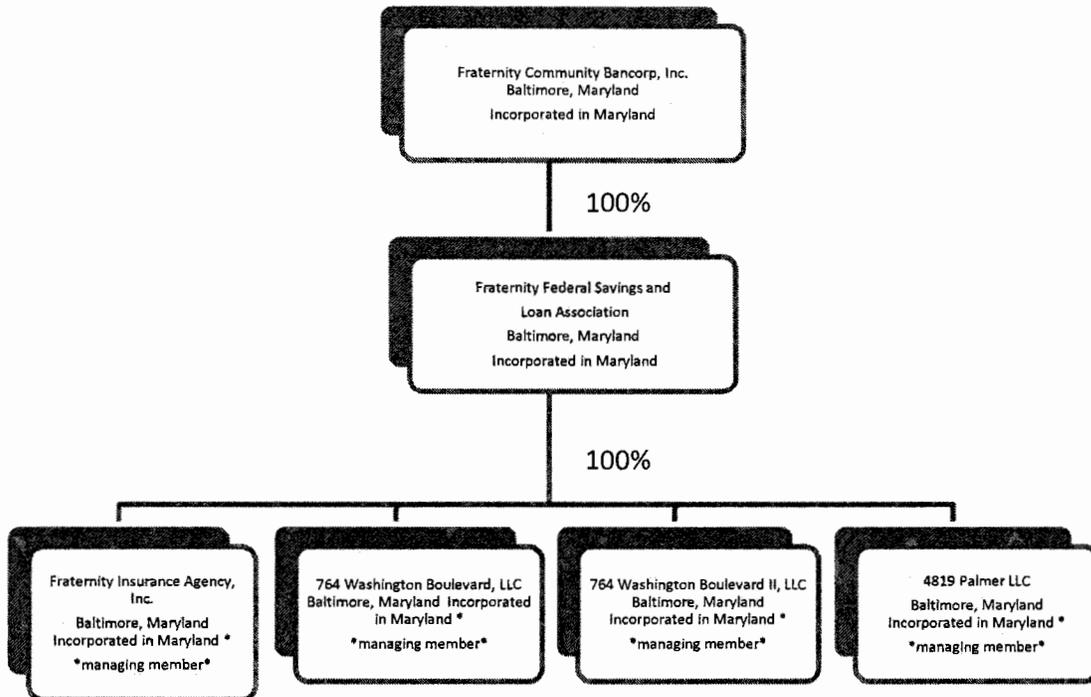
- Yes Please identify the report items to which this request applies:  
  
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."
- No

**Fraternity Community Bancorp, Inc.**  
**Baltimore, Maryland**  
**Fiscal Year Ending December 31, 2014**

Report Item

1. The savings and loan holding company prepares an annual report for its securities holders and is not registered with the SEC. This annual report is not available at this time and it will be sent to the Federal Reserve Bank as soon as possible.

2a: Organization Chart



\* Ownership percentage not reportable on the 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
OK		Full Service (Head Office)	954774	FRATERNITY FEDERAL SAVINGS AND LOAN ASSOCIATION	764 WASHINGTON BOULEVARD	BALTIMORE	MD	21230	BALTIMORE CITY	UNITED STATES
OK		Full Service	4161664	COCKEYSVILLE BRANCH	10283 YORK ROAD	COCKEYSVILLE	MD	21030	BALTIMORE	UNITED STATES
OK		Full Service	4161673	NORMANDY BRANCH	8460 BALTIMORE NATIONAL PIKE	ELLCOTT CITY	MD	21043	HOWARD	UNITED STATES

**Form FR Y-6**  
**Fraternity Community Bancorp**  
**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% or more with power to vote as of fiscal year ending 12/31/14**

**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	(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	111,792 - 8.09% Common Stock	None		
Wellington Management Company, LLP Boston, MA USA	USA	139,259 - 10.08% Common Stock			
Maltese Capital Management LLC Terry Maltese New York, NY USA	USA	135,000 - 9.77% Common Stock			
EJF Capital LLC Arlington, VA USA	USA	69,400 - 5.03% Common Stock			
Fraternity Federal Savings and Loan Association ESOP Trust Baltimore, MD USA	USA	126,960 - 9.19% Common Stock			
Ithan Creek Master Investors (Cayman) L.P. Wellington Hedge Management, LLC Boston, MA USA	Cayman Islands	139,259 - 10.08% Common Stock			

**Form FR Y-6**  
**Fraternity Community Bancorp**  
**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 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	2.26%	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	2.08%	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
Corissa Briglia Baltimore, MD USA	Stilwell Group	Director	Director (FFSLA)	Analyst - Stilwell Group	0%	None	N/A