



Board of Governors of the Federal Reserve System



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, 2013

Month / Day / Year

I, Edward F. Manzi, Jr.

Reporter's Name, Street, and Mailing Address

Fidelity Mutual Holding Company

Legal Title of Holding Company

P. O. Box 438

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

Fitchburg MA 01420

City State Zip Code

675 Main St., Fitchburg MA 01420

Physical location (if different from mailing address)

Name of the Holding Company Director and Official
 Chairman, President and Chief Executive Officer
 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.

Person to whom questions about this report should be directed

Paul T. Przybyla Corporate Clerk

Name Title

978-870-1403

Area Code / Phone Number / Extension

978-345-5865

Area Code / FAX Number

pprzybyla@fidelitybankonline.com

E-mail Address

www.fidelitybankonline.com

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

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

Date of Signature

MARCH 24 2014

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 3464228/3454239
 C.I. 933377

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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Life Design Holding Company

Legal Title of Subsidiary Holding Company

P. O. Box 438

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

Fitchburg MA 01420
City State Zip Code

675 Main St., Fitchburg MA 01420

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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

City State Zip Code

Physical location (if different from mailing address)

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City State Zip Code

Physical location (if different from mailing address)

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City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

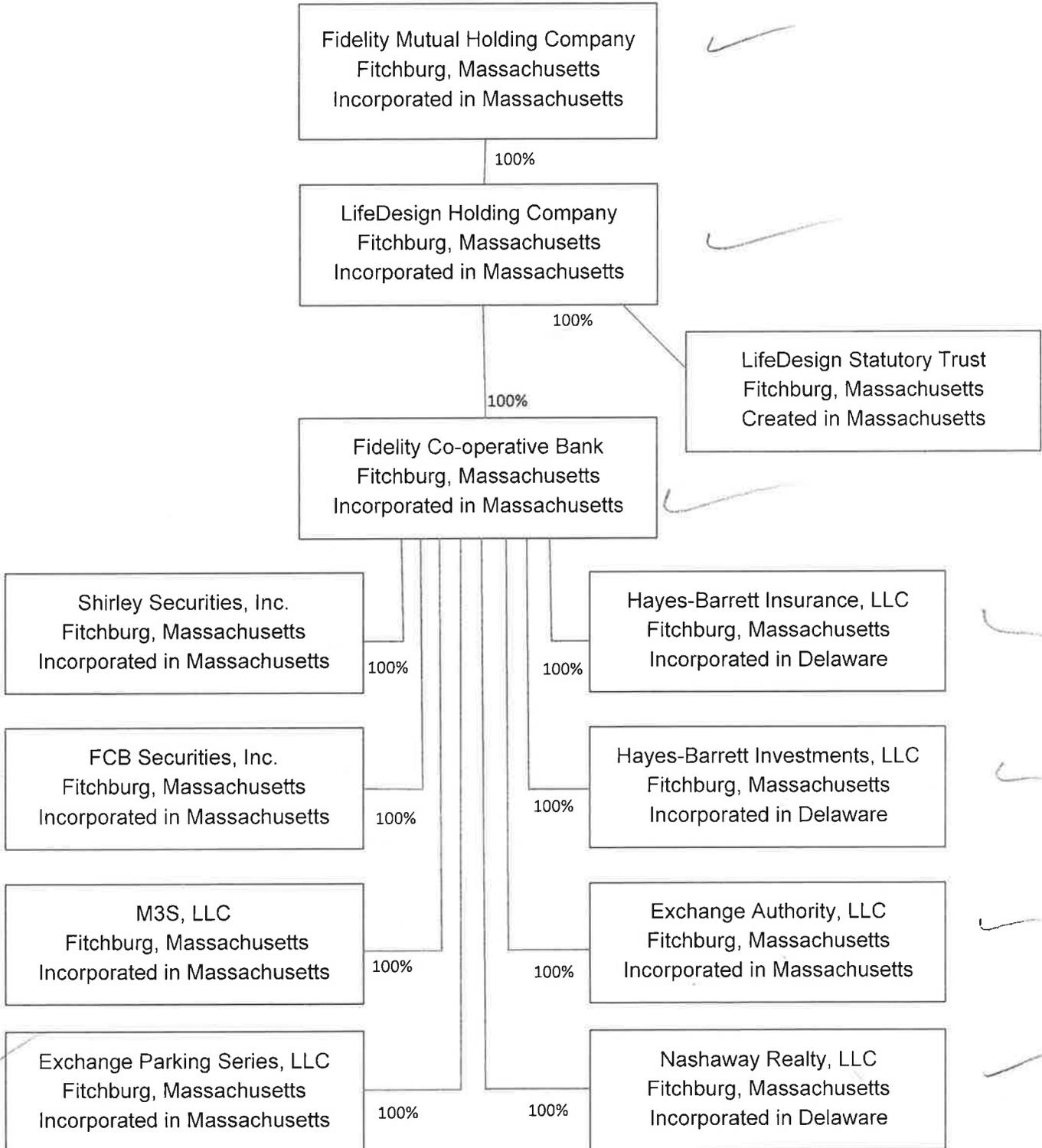
City State Zip Code

Physical location (if different from mailing address)

Form FRY-6
Fidelity Mutual Holding Company
Fitchburg, Massachusetts
Fiscal Year Ending December 31, 2013

Report Item

1. The bank holding company does not prepare an annual report for its shareholders
2. Organizational Chart – Fidelity Co-operative Bank is Managing Member/General Partner for each of its Limited Liability Corporations (LLC's).



Board of Governors of the Federal Reserve System
 FR Y-6 Depository Institution Branch Data Verification



Branches for Selected Institution

[Back to Search Results](#)

A list of branches for your depository institution: **FIDELITY CO-OPERATIVE BANK (ID_RSSD: 933377)**.
 This depository institution is held by **LIFE DESIGN HOLDING COMPANY (3454239)** of **FITCHBURG, MA**.
 The data are as of **12/31/2013**.

Save a copy of this list by clicking the download button below. **When asked if you would like to open or save this file, choose the 'Save' button.** Make corrections to your saved copy and then send it to your FRB contact. See the detailed instructions (linked above) for more information.

Download List to Excel

Institutions: 1 to 7 of 7

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*
Full Service (Head Office)	933377	FIDELITY CO-OPERATIVE BANK	675 MAIN STREET	FITCHBURG	MA	01420	WORCESTER	UNITED STATES	33099	0	FIDELITY CO-OPERATIVE BANK	933377
Full Service	213109	GARDNER BRANCH	330 MAIN STREET	GARDNER	MA	01440	WORCESTER	UNITED STATES	259440	4	FIDELITY CO-OPERATIVE BANK	933377
Full Service	2314176	LEOMINSTER BRANCH	75 MAIN STREET	LEOMINSTER	MA	01453	WORCESTER	UNITED STATES	261169	10	FIDELITY CO-OPERATIVE BANK	933377
Full Service	3844250	LEOMINSTER CONNECTOR BRANCH	478 MECHANIC STREET, 9 LEOMINSTER CONNECTOR	LEOMINSTER	MA	01453	WORCESTER	UNITED STATES	458839	8	FIDELITY CO-OPERATIVE BANK	933377
Full Service	898609	MILLBURY BRANCH	16 SOUTH MAIN STREET	MILLBURY	MA	01527	WORCESTER	UNITED STATES	259439	3	FIDELITY CO-OPERATIVE BANK	933377
Full Service	327471	SHIRLEY BRANCH	21 MAIN STREET	SHIRLEY	MA	01464	MIDDLESEX	UNITED STATES	33086	5	FIDELITY CO-OPERATIVE BANK	933377
Full Service	3340109	SHREWSBURY STREET BRANCH	465 SHREWSBURY STREET	WORCESTER	MA	01604	WORCESTER	UNITED STATES	433923	7	FIDELITY CO-OPERATIVE BANK	933377

*FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Form FR Y-6
Fidelity Mutual Holding Company
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 12-31-2013

(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
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Mutual form of ownership Held by depositors of Fidelity Co-operative Bank Fitchburg MA, USA	U.S.A	100%
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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

(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
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None

Form FR Y-6
Life Design Holding Company
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 12-31-2013

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Fidelity Mutual Holding Company Fitchburg MA, USA	U.S.A	100%

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

(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
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None

Form FR Y-6
Fidelity Co-operative Bank
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 12-31-2013

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship Or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
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Life Design Holding Company Fitchburg MA, USA	U.S.A	100%
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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

(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
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None

Form FR Y-6
Fidelity Mutual Holding Company
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries of other businesses)	Title & Position with Other Businesses (include names of subsidiaries)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)

Edward F. Manzi, Jr. Groton, MA, USA	n/a	President/Director	President/Director Life Design Holding Co., Chairman/CEO, Director, Fidelity Co-operative Bank	n/a	0%	0%	n/a
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Alvin B. Collins Groton, MA, USA	Contractor	Director	Director Life Design Holding Co., Director Fidelity Trustee Co-operative Bank	Sole Owner Trustee	0%	0%	Habitat Advisory Group (100%) Collins Family Trust (33%) Collins Investment Trust (25%)
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Ronald LeBlanc Leominster, MA, USA	retired	Director	Director Life Design Holding Co., Director Fidelity Co-operative Bank	n/a	0%	0%	n/a
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Ronald Marchetti Shirley, MA, USA	retired	Director	Director Life Design Holding Co., Director Fidelity Co-operative Bank	n/a	0%	0%	n/a
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Form FR-Y6, Fidelity Mutual Holding Company, Report #4 Insiders, 12/31/13 (cont.)

Edward Tarquinio Rutland, MA, USA	retired	Director	Director Life Design Holding Co., Director Fidelity Co-operative Bank	n/a	0%	0%	n/a
Ronald L. Salois Sutton, MA, USA	Wholesale Beverage Distributor	Director	Director Life Design Holding Co., Director Fidelity Co-operative Bank	President	0%	0%	Atlas Distributing, Inc 40%
Jacqueline Esielionis Shirley, MA, USA	Real Estate	Director	Director Life Design Holding Co., Director Fidelity Co-operative Bank	n/a	0%	0%	n/a
Scott Howard Littleton, MA, USA	Manufacturer of adhesives	Director	Director Life Design Holding Co., Director Fidelity Co-operative Bank	VP/COO	0%	0%	n/a
John F. Merrill Worcester, MA, USA	n/a	Exec. V. President	EVP, Life Design Holding Co.; President, Fidelity Co-operative Bank	n/a	0%	0%	n/a
Neil Gordon Littleton, MA, USA	n/a	Sr. V. President CFO	SVP/CFO Life Design Holding Co.; SVP/CFO, Fidelity Co-operative Bank	n/a	0%	0%	n/a
Deborah Sandrowski Boyston, MA, USA	n/a	Sr. V. President Human Resources	SVP/CFO Life Design Holding Co.; SVP/CFO, Fidelity Co-operative Bank	n/a	0%	0%	n/a
Paul Przybyla Shirley, MA, USA	n/a	Clerk	Clerk, Life Design Holding Co.; & SVP Fidelity Co-operative Bank	n/a	0%	0%	n/a
Debra Pochini Gardner, MA, USA	n/a	Sr. V. President Treasurer	SVP, Treas., Life Design Holding Co & Fidelity Co-operative Bank	n/a	0%	0%	n/a

Form FR Y-6
Life Design Holding Company
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name, City, State Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)

Edward F. Manzi, Jr. Groton, MA, USA	n/a	President/Director	Chairman/Director, Fidelity Mutual Holding Co.; Chairman/CEO, Director, Fidelity Co-operative Bank	n/a	0%	0%	n/a
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Alvin B. Collins Groton, MA, USA	Contractor	Director	Director, Fidelity Mutual Holding Co., Director, Fidelity Co-operative Bank	Sole Owner Trustee	0%	0%	Habitat Advisory Group (100%) Collins Family Trust (33%) Collins Investment Trust (25%)
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Ronald LeBlanc Leominster, MA, USA	retired	Director	Director, Fidelity Mutual Holding Co. Director, Fidelity Co-operative Bank	n/a	0%	0%	n/a
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Ronald Marchetti Shirley, MA, USA	retired	Director	Director, Fidelity Mutual Holding Co. Director, Fidelity Co-operative Bank	n/a	0%	0%	n/a
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Form FR-Y6, Life Design Holding Company, Report #4 Insiders, 12/31/13 (cont.)

Edward Tarquinio Rutland, MA, USA	retired	Director	Director, Fidelity Mutual Holding Co. Director, Fidelity Co-operative Bank	0%	0%	n/a
Ronald L. Salois Sutton, MA, USA	Wholesale Beverage Distributor	Director	Director, Fidelity Mutual Holding Co. Director, Fidelity Co-operative Bank	0%	0%	Atlas Distributing Inc 40%
Jacqueline Estelionis Shirley, MA, USA	Real Estate	Director	Director, Fidelity Mutual Holding Co. Director, Fidelity Co-operative Bank	0%	0%	n/a
Scott Howard Littleton, MA, USA	Manufacturer of adhesives	Director	Director, Fidelity Mutual Holding Co. Director, Fidelity Co-operative Bank	0%	0%	n/a
John F. Merrill Worcester, MA, USA	n/a	Exec. V. President	EVP, Fidelity Mutual Holding Co., President, Fidelity Co-operative Bank	0%	0%	n/a
Neil Gordon Littleton, MA, USA	n/a	Sr. V. President	SVP, Fidelity Mutual Holding Co., SVP/CFO, Fidelity Co-operative Bank	0%	0%	n/a
Deborah Sandrowski Boylston, MA, USA	n/a	Sr. V. President Human Resources	SVP, Fidelity Mutual Holding Co., SVP/CFO, Fidelity Co-operative Bank	0%	0%	n/a
Paul Przybyla Shirley, MA, USA	n/a	Clerk	Clerk, Fidelity Mutual Holding Co., SVP Fidelity Co-operative Bank	0%	0%	n/a
Debra Pochini Gardner, MA, USA	n/a	Sr. V. President Treasurer	SVP, Treas., Fidelity Mutual Holding Co.; Fidelity Co-operative Bank	0%	0%	n/a

**Form FR Y-6
Fidelity Co-operative Bank
Fiscal Year Ending December 31, 2013**

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name, City, State, Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)

Edward F. Manzi, Jr. Groton, MA, USA	n/a	Chairman/CEO Director	President/Director Fidelity Mutual Holding Co., Director Life Design Holding Co.	Director	0%	0%	n/a
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Avin B. Collins Groton, MA, USA	Contractor	Director	Director, Fidelity Mutual Holding Life Design Holding Co.	Sole Owner Trustee	0%	0%	Habitat Advisory Group (100%) Collins Family Trust (33%) Collins Investment Trust (25%)
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Ronald LeBlanc Leominster, MA, USA	retired	Director	Director, Fidelity Mutual Holding Co. Director, Life Design Holding Co.	n/a	0%	0%	n/a
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Ronald Marchetti Shirley, MA, USA	retired	Director	Director, Fidelity Mutual Holding Co. Director, Life Design Holding Co.	n/a	0%	0%	n/a
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Form FR-Y6, Fidelity Co-operative Bank, Report #4 Insiders, 12/31/13 (cont.)

Edward Tarquinio Rutland, MA, USA	retired	Director	Director, Fidelity Mutual Holding Co. Director, Life Design Holding Co.	n/a	0%	0%	n/a
Ronald L. Salois Sutton, MA, USA	Wholesale Beverage Distributor	Director	Director, Fidelity Mutual Holding Co. Director, Life Design Holding Co.	President	0%	0%	Atlas Distributing Inc 40%
Jacqueline Estelionis Shirley, MA, USA	Real Estate	Director	Director, Fidelity Mutual Holding Co. Director, Life Design Holding Co.	n/a	0%	0%	n/a
Scott Howard Littleton, MA, USA	Manufacturer of adhesives	Director	Director, Fidelity Mutual Holding Co. Director, Life Design Holding Co.	VP/COO	0%	0%	n/a
John F. Merrill Worcester, MA, USA	n/a	President, Chief Lending Officer	EVP, Fidelity Mutual Holding Co. & Life Design Holding Co.	n/a	0%	0%	n/a
Neil Gordon Littleton, MA, USA	n/a	SVP/CFO	SVP/CFO, Fidelity Mutual Holding Co. & Life Design Holding Co.	n/a	0%	0%	n/a
Paul Przybyla Shirley, MA, USA	n/a	Clerk	Clerk, Fidelity Mutual Holding Co. & Life Design Holding Co.	n/a	0%	0%	n/a
Debra Pochini Gardner, MA, USA	n/a	Sr. V. President Treasurer	SVP, Treas., Fidelity Mutual Holding Co., & Life Design Holding Co.	n/a	0%	0%	n/a

Form FR-Y6, Fidelity Co-operative Bank, Report #4 Insiders, 12/31/13 (cont.)

Dana Roberts Townsend, MA, USA	n/a	n/a	S.V.P. Fidelity Co-operative Bank	n/a	0%	0%	n/a
Deborah Sendrowski Boylston, MA, USA	n/a	n/a	S.V.P. Fidelity Co-operative Bank	n/a	0%	0%	n/a
Timothy Halligan Lunenburg, MA, USA	n/a	n/a	President, Exchange Authority LLC	n/a	0%	0%	n/a
Catherine Dillon Marshfield, MA, USA	n/a	n/a	S.V.P. Fidelity Co-operative Bank	n/a	0%	0%	n/a
Lisa Krywucki Groton, MA, USA	n/a	n/a	S.V.P. Fidelity Co-operative Bank	n/a	0%	0%	n/a
Jennifer Conrad Worcester, MA, USA	n/a	n/a	S.V.P. Fidelity Co-operative Bank	n/a	0%	0%	n/a
Sheila Julien Groton, MA, USA	n/a	n/a	S.V.P. Fidelity Co-operative	n/a	0%	0%	n/a
Lisa Wrisley Londonderry, NH, USA	n/a	n/a	S.V.P. Fidelity Co-operative Bank	n/a	0%	0%	n/a