

Board of Governors of the Federal Reserve System

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MAR 31 2015



Annual Report of Holding Companies—FR Y-6

Supervision, Regulation and  
Credit Department

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

I, John J. Patrick, Jr.

Name of the Holding Company Director and Official

Chairman, President & 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 Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

First Connecticut Bancorp, Inc.

Legal Title of Holding Company

One Farm Glen Boulevard

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

Farmington

CT

06032

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:

Kimberly Ruppert

SVP & CAO

Name

Title

860-284-6609

Area Code / Phone Number / Extension

860-409-3050

Area Code / FAX Number

kruppert@farmingtonbankct.com

E-mail Address

www.farmingtonbankct.com

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

Signature of Holding Company Director and Official

Date of Signature

3/30/15

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.

3407598

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

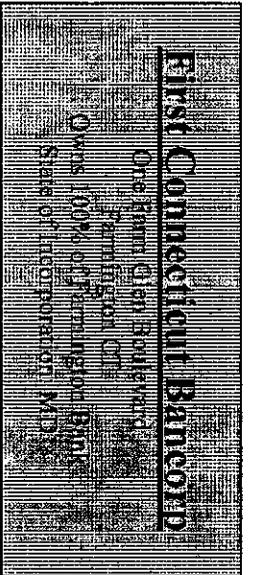
- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

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.

<p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>	<p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>
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**Farmington Bank**  
32 Main Street  
Farmington CT  
Bank owns 100% of the following subsidiaries  
State of Incorporation: CT

**The Village Corp. Limited**  
One Farm Glen Blvd.  
Farmington CT  
State of Incorporation: CT

**28 Main Street Corp.**  
One Farm Glen Blvd.  
Farmington CT  
State of Incorporation: CT

**Village Management Corp.**  
One Farm Glen Blvd.  
Farmington CT  
State of Incorporation: CT

**Village Square Holdings, Inc.**  
One Farm Glen Blvd.  
Farmington CT  
State of Incorporation: CT

**Village Investments, Inc.**  
One Farm Glen Blvd.  
Farmington CT  
State of Incorporation: CT

**Farmington Savings Loan Service, Inc.**  
One Farm Glen Blvd.  
Farmington CT  
State of Incorporation: CT

**Results:** A list of branches for your depository institution: FARMINGTON BANK (ID: RSSD: 1009804).  
 This depository institution is held by FIRST CONNECTICUT BANKCORP. INC. (3407598) of FARMINGTON, CT.  
 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 data 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	FOIC UNINUM*	Office Number*	Head Office	Head Office ID	RSSD*	Comments
OK		Full Service (Head Office)	1009804		FARMINGTON BANK	32 MAIN STREET, BOX 8	FARMINGTON	CT	06032	HARTFORD	UNITED STATES	12128		0 FARMINGTON BANK		1009804	
OK		Full Service	1399222		AVON WEST	427 WEST AVON ROAD	AVON	CT	06001	HARTFORD	UNITED STATES	244304		4 FARMINGTON BANK		1009804	
OK		Full Service	2514266		WEST MAIN STREET BRANCH	310 WEST MAIN STREET	AVON	CT	06001	HARTFORD	UNITED STATES	244306		6 FARMINGTON BANK		1009804	
OK		Full Service	4270393		BERLIN BRANCH	1191 FARMINGTON AVENUE	BERLIN	CT	06037	HARTFORD	UNITED STATES	513434		18 FARMINGTON BANK		1009804	
OK		Full Service	4412049		BLOOMFIELD OFFICE BRANCH	782 PARK AVENUE	BLOOMFIELD	CT	06002	HARTFORD	UNITED STATES	531008		21 FARMINGTON BANK		1009804	
OK		Full Service	2213315		BURLINGTON BRANCH	425 BROAD STREET	BURLINGTON	CT	06010	HARTFORD	UNITED STATES	244307		7 FARMINGTON BANK		1009804	
OK		Full Service	4534026		EAST HARTFORD OFFICE	253 SHELMAN HIGHWAY	BURLINGTON	CT	06013	HARTFORD	UNITED STATES	244305		5 FARMINGTON BANK		1009804	
OK		Limited Service	4443007		GABLES RETIREMENT COMMUNITY BRANCH	20 DEVONWOOD ROAD	FARMINGTON	CT	06032	HARTFORD	UNITED STATES	363832		9 FARMINGTON BANK		1009804	
OK		Full Service	965507		WEST FARMS MALL BRANCH	550 SOUTH ROAD	FARMINGTON	CT	06032	HARTFORD	UNITED STATES	244303		3 FARMINGTON BANK		1009804	
OK		Full Service	1011601		WESTWOODS BRANCH	282 SCOTT SWAMP ROAD, ROUTES 6 AND 177	FARMINGTON	CT	06032	HARTFORD	UNITED STATES	244301		1 FARMINGTON BANK		1009804	
OK		Full Service	4118202		HEBRON AVENUE BRANCH	689 HEBRON AVENUE	GLASTONBURY	CT	06032	HARTFORD	UNITED STATES	507781		16 FARMINGTON BANK		1009804	
OK		Full Service	3812488		BROAD STREET BRANCH	73 BROAD STREET	NEW BRITAIN	CT	06053	HARTFORD	UNITED STATES	463075		15 FARMINGTON BANK		1009804	
OK		Full Service	4495079		NEWINGTON MAIN STREET BRANCH	1095 MAIN STREET	NEWINGTON	CT	06111	HARTFORD	UNITED STATES	337801		23 FARMINGTON BANK		1009804	
OK		Full Service	3010231		EAST STREET BRANCH	117 EAST STREET	PLAINVILLE	CT	06062	HARTFORD	UNITED STATES	397748		8 FARMINGTON BANK		1009804	
OK		Full Service	4389364		NEW BRITAIN AVENUE BRANCH	129 NEW BRITAIN AVENUE	PLAINVILLE	CT	06062	HARTFORD	UNITED STATES	510117		17 FARMINGTON BANK		1009804	
OK		Full Service	4613551		ROCKY HILL OFFICE	366 CROMWELL AVENUE	ROCKY HILL	CT	06067	HARTFORD	UNITED STATES	Not Required		Not Required		1009804	
OK		Full Service	4456605		BUCKLAND ROAD BRANCH	350 BUCKLAND ROAD	SOUTH WINDSOR	CT	06074	HARTFORD	UNITED STATES	Not Required		Not Required		1009804	
OK		Full Service	3207828		CENTER STREET BRANCH	ONE CENTER STREET	SOUTHINGTON	CT	06499	HARTFORD	UNITED STATES	423085		11 FARMINGTON BANK		1009804	
OK		Limited Service	4443016		SOUTHINGTON DRIVE IN BRANCH	17 CENTER PLACE	SOUTHINGTON	CT	06499	HARTFORD	UNITED STATES	445282		14 FARMINGTON BANK		1009804	
OK		Full Service	9640091		UNIONVILLE BRANCH	1645 FARMINGTON AVENUE	UNIONVILLE	CT	06085	HARTFORD	UNITED STATES	244302		2 FARMINGTON BANK		1009804	
OK		Full Service	4270623		ELMWOOD OFFICE	176 NEWINGTON ROAD	WEST HARTFORD	CT	06110	HARTFORD	UNITED STATES	Not Required		Not Required		1009804	
OK		Full Service	3340136		FARMINGTON AVE BRANCH	962 FARMINGTON AVENUE	WEST HARTFORD	CT	06107	HARTFORD	UNITED STATES	433919		13 FARMINGTON BANK		1009804	
OK		Full Service	4384540		WETHERSFIELD BRANCH	486 SILAS DEANE HIGHWAY	WETHERSFIELD	CT	06109	HARTFORD	UNITED STATES	527550		20 FARMINGTON BANK		1009804	

**Report Item 3: Securities holders**

<b>Name City, State, Country</b>	<b>Country of Citizenship or Incorporation</b>	<b>Number and Percentage of Each Class of Voting Securities</b>
Wellington Management Company, LP Boston, MA, USA	USA	1,460,177 - 9.11% Common Stock
The Farmington Bank Employee Stock Ownership Plan Farmington, CT, USA	USA	1,412,362 - 8.80% Common Stock
Basswood Capital Management New York, NY, USA	USA	1,102,410 - 6.88% Common Stock
Rutabaga Capital Management Boston, MA, USA	USA	805,901 - 5.03% Common Stock

**Report Item 4: Insiders**

Name City, State, Country	Principle Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (including names of subs.)	Title & Position with any Other Company for which the Person is a Director, Trustee, Partner, or Executive Officer	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries	List of names and ownership in other companies if 25% or more owned of its outstanding voting securities or proportionate interest in a partnership are held
John J. Patrick Jr. Glastonbury, CT, USA	N/A	Chairman, President & CEO	Chairman & President for: Farmington Bank Village Investments, Inc. Village Corp. Village Square Holdings, Inc. Chairman for: Village Management Corp. 28 Main Street Corp. Farmington Savings Loan Servicing, Inc.	Director of Hartford Health Care, Director of Vantus Insurance Company	2.33%	None	N/A
Ronald A. Bucchi Kensington, CT, USA	CPA and CGMA Consultant (Self Employed)	Director	Director for: Farmington Bank	Treasurer and Member of Board of Director for Pett Family Foundation, Director and Audit Committee Chairman of Lightwave Logic, Inc., Director of Farmington Bank Foundation	0.59%	None	N/A
John J. Carson West Hartford, CT, USA	Senior Advisor for External Relations at the University of Hartford	Director	Director for: Farmington Bank	Senior Advisor for External Relations at the University of Hartford, Director of Farmington Bank Foundation	0.59%	None	N/A
David M. Drew Farmington, CT, USA	Retired	Director	Director for: Farmington Bank	N/A	0.77%	None	N/A
Robert F. Edmunds West Hartford, CT, USA	President of Edmunds Manufacturing Co.	Director	Director for: Farmington Bank	President of Edmunds Manufacturing Co. (DBA Edmunds Gages)	0.96%	None	Edmunds Manufacturing Co. - 51% Edmunds Realty - 100%
Kevin S. Ray Farmington, CT, USA	President of Deming Insurance Agency	Director	Director for: Farmington Bank	President of Deming Insurance Agency, Secretary/Treasurer of Deming Financial Services, Member of Bridge & Canal Streets LLC, Director of Farmington Bank Foundation	0.60%	None	Deming Insurance Agency, Inc. - 95% Deming Financial Services, Inc. - 51% Bridge & Canal Streets LLC - 50%
Michael A. Ziebka Farmington, CT, USA	Managing Partner Budwitz& Meyerjack, PC CPAs	Director	Director for: Farmington Bank	Managing Partner of Budwitz & Meyerjack PC, Director of the Farmington Country Club, Director of Farmington Bank Foundation, Director for the Farmington Foundation, Chairman of the Board of Association Resources	0.55%	None	Ziebka Family LLC - 100% Association Resources, Inc. - 35% Royalty Holding LLC - 35%
James T. Healey West Hartford, CT, USA	Retired	Director	Director for: Farmington Bank	N/A	0.15%	None	N/A

Patience P. McDowell Hartford, CT, USA	President of McDowell Jewett Communications	Director	<i>Director for:</i> Farmington Bank	President of McDowell Jewett Communications	0.02%	None	McDowell Jewett Communications - 50%
Gregory A. White Ellington, CT, USA	N/A	EVP, Treasurer & CFO	<i>Treasurer for:</i> Farmington Bank Village Investments, Inc. Village Corp. Village Management Corp. 28 Main Street Corp. Village Square Holdings, Inc. Farmington Savings Loan Servicing, Inc.	N/A	0.99%	None	N/A
Michael Schweighofer Farmington, CT, USA	N/A	EVP & Chief Lending Officer	<i>Vice President for:</i> Farmington Bank Village Investments, Inc. Village Corp. Village Square Holdings, Inc. <i>President for:</i> Village Management Corp. 28 Main Street Corp. Farmington Savings Loan Servicing, Inc.	N/A	0.97%	None	N/A
Kenneth Burns West Hartford, CT, USA	N/A	EVP & Director of Retail Banking	<i>Vice President for:</i> Farmington Bank <i>Director for:</i> Village Investments, Inc. Village Corp. Village Management Corp. 28 Main Street Corp. Village Square Holdings, Inc. Farmington Savings Loan Servicing, Inc.	N/A	0.72%	None	N/A
Catherine Burns West Granby CT, USA	N/A	EVP & CRO	<i>Vice President for:</i> Farmington Bank <i>Director for:</i> Village Investments, Inc. Village Corp. Village Management Corp. 28 Main Street Corp. Village Square Holdings, Inc. Farmington Savings Loan Servicing, Inc.	N/A	0.50%	None	N/A