

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. § 3108(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, 2015

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, Edward F. Manzi Jr.,

Name of the Holding Company Director and Official

Chairman & 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.

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.

Edward F. Manzi Jr.
 Signature of Holding Company Director and Official

1/29/16
 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 _____
 C.I. _____

Reporter's Name, Street, and Mailing Address

Fidelity Mutual Holding Company

Legal Title of Holding Company

9 Leominster Connector

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

Leominster MA 01453
 City State Zip Code

675 Main Street, Fitchburg, MA 01420

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Debra Pochini SVP & Treasurer

Name Title

978-870-1404

Area Code / Phone Number / Extension

978-345-5865

Area Code / FAX Number

dpochini@fidelitybankonline.com

E-mail Address

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

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

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

Leominster MA 01453
City State Zip Code

675 Main Street, 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

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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

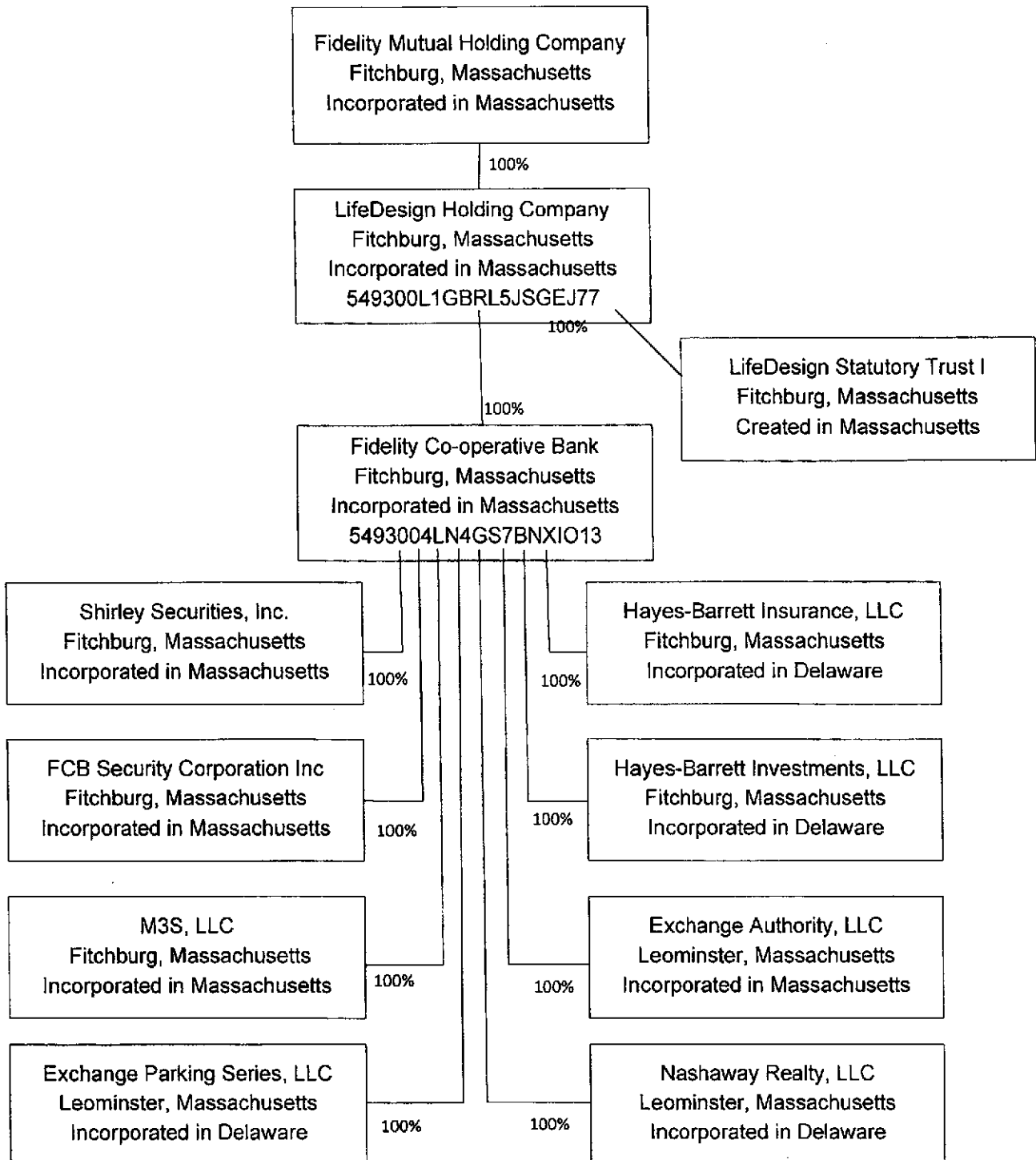
City State Zip Code

Physical Location (if different from mailing address)

Form FR Y-6
 Fidelity Mutual Holding Company
 Fitchburg, Massachusetts
 Fiscal Year Ending December 31, 2015


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 FIDELITY MUTUAL HOLDING COMPANY (3454220) of FITCHBURG, MA. The data are as of 12/31/2015.

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, 2015

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 12-31-2015

(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
--	--	--

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 12-31-2015

(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, 2015

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 12-31-2015

(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 12-31-2015

(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, 2015

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 12-31-2015

(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 12-31-2015

(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, 2015

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

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries of other businesses)	(3)(c) Title & Position with Other Businesses (include names of subsidiaries)	(4)(a) Percentage of Voting Shares in Bank 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)
Edward F. Manzi, Jr. Groton, MA, USA	n/a	Chairman/CEO Director	Chairman/CEO/Director Life Design Holding Co., Chairman/CEO, Director, Fidelity Co-operative Bank	n/a	0%	0%	n/a
Alvin B. Collins Groton, MA, USA	Contractor	Clerk/Director	Clerk/Director Life Design Holding Co., Director Fidelity Co-operative Bank	Sole Owner Trustee	0%	0%	Habitat Advisory Group (100%) Collins Family Trust III (50%)
Ronald LeBlanc Leominster, MA, USA	retired	Director	Director Life Design Holding Co., Director Fidelity Co-operative Bank	n/a	0%	0%	n/a
Ronald Marchetti Shirley, MA, USA	retired	Director	Director Life Design Holding Co., Director Fidelity Co-operative Bank	n/a	0%	0%	n/a
Edward Tarquinio Rutland, MA, USA	retired	Director	Director Life Design Holding Co., Director Fidelity Co-operative Bank	Partner	0%	0%	Front Street Realty (50%) One Wood Place (33%)

Form FR-Y6, Fidelity Mutual Holding Company, Report #4 Insiders, 12/31/15 (cont.)

Ronald L. Satois Sutton, MA, USA	Wholesale Beverage Distributor	Director	Director Life Design Holding Co., Director Fidelity Co-operative Bank	Owner	0%	0%	Atlas Distributing, Inc 50%
Scott Howard Littleton, MA, USA	Manufacturer of adhesives	Director	Director Life Design Holding Co., Director Fidelity Co-operative Bank	CEO Poly Visions Inc	0%	0%	n/a
Janet Chambers	CPA	Director	Director Life Design Holding Co. Director, Fidelity Co-operative Bank	Partner Co-operative Bank	0%	0%	Reagan & Company P.C. 50%
Christopher W. McCarthy Holden, MA, USA	n/a	President /COO	President/COO Life Design Holding Co., & Fidelity Co-operative Bank		0%	0%	n/a
John F. Merrill Worcester, MA, USA	n/a	Exec. Vice. President	EVP, Life Design Holding Co., & 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., & Fidelity Co-operative Bank	n/a	0%	0%	n/a
Deborah Sendrowski Sterling, MA, USA	n/a	Sr. V. President Human Resources	SVP/CFO Life Design Holding Co., & 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, 2015

Report Item 4: Insiders

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

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries) of other businesses)	(3)(c) Title & Position with Other Businesses (include names of subsidiaries)	(4)(a) Percentage of Voting Shares in Bank 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)
Edward F. Manzi, Jr. Groton, MA, USA	n/a	Chairman/CEO/ Director	Chairman/CEO, Director Fidelity Mutual Holding Co., Chairman/CEO, Director, Fidelity Co-operative Bank	n/a	0%	0%	n/a
Alvin B. Collins Groton, MA, USA	Contractor	Clerk/Director	Clerk/Director Fidelity Mutual Holding Co., Director Fidelity Co-operative Bank	Sole Owner Trustee	0%	0%	Habitat Advisory Group (100%) Collins Family Trust III (50%)
Ronald LeBlanc Leominster, MA, USA	retired	Director	Director Fidelity Mutual Holding Co., Director Fidelity Co-operative Bank	n/a	0%	0%	n/a
Ronald Marchetti Shirley, MA, USA	retired	Director	Director Fidelity Mutual Holding Co., Director Fidelity Co-operative Bank	n/a	0%	0%	n/a
Edward Tarquinio Rutland, MA, USA	retired	Director	Director Fidelity Mutual Holding Co., Director Fidelity Co-operative Bank	Partner	0%	0%	Front Street Realty (50%) One Wood Place (33%)

Form FR-Y6, Life Design Holding Company, Report #4 Insiders, 12/31/15 (cont.)

Ronald L. Salois Sutton, MA, USA	Wholesale Beverage Distributor	Director	Director Fidelity Mutual Holding Co., Director Fidelity Co-operative Bank	Owner	0%	0%	Atlas Distributing, Inc 50%
Scott Howard Littleton, MA, USA	Manufacturer of adhesives	Director	Director Fidelity Mutual Holding Co., Director Fidelity Co-operative Bank	CEO Poly Visions Inc	0%	0%	n/a
Janet Chambers	CPA	Director	Director Fidelity Mutual Holding Co. Director, Fidelity Co-operative Bank	Partner	0%	0%	Reagan & Company P.C. 50%
Christopher W. McCarthy Holden, MA, USA	n/a	President /COO	President/COO Fidelity Mutual Holding Co., & Fidelity Co-operative Bank		0%	0%	n/a
John F. Merrill Worcester, MA, USA	n/a	Exec. Vice. President	Exec. Vice. President EVP, Fidelity Mutual Holding Co., & Fidelity Co-operative Bank		n/a	0%	n/a
Neil Gordon Littleton, MA, USA	n/a	Sr. V. President CFO	SVP/CFO Fidelity Mutual Holding Co.; & Fidelity Co-operative Bank	n/a	0%	0%	n/a
Deborah Sendrowski Sterling, MA, USA	n/a	Sr. V. President Human Resources	SVP, Fidelity Mutual Holding Co.; & Fidelity Co-operative Bank	n/a	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	n/a	0%	0%	n/a

RSSD Tiering for:
 FIDELITY MUTUAL HOLDING COMPANY
 Structure as of 20160317 and going downward

Seq Num	ID	RSSD	Legal Name	AddL City	State/ Country	State/ Country Inc	Dist FRS	ARDF	Ent Type	Actv Code	Basis of Relationship	PCT
0001	3454220	✓	FIDELITY MUTUAL HOLDING COMPANY	FITCHBURG	MASSACHUSETTS	MASSACHUSETTS	1	1	BHC	551111	Vig Edty	100
0002	3454239	✓	LIFE DESIGN HOLDING COMPANY	FITCHBURG	MASSACHUSETTS	MASSACHUSETTS	1	1	BHC	551111	Vig Edty	100
0003	933377	✓	FIDELITY CO-OPERATIVE BANK	FITCHBURG	MASSACHUSETTS	MASSACHUSETTS	1	1	CPB	52211	Vig Edty	100
0004	213109		GARDNER BRANCH	GARDNER	MASSACHUSETTS	MASSACHUSETTS	1	0	DBR	0		
0005	2314176		LEOMINSTER BRANCH	LEOMINSTER	MASSACHUSETTS	MASSACHUSETTS	1	0	DBR	0		
0006	3844250		LEOMINSTER CONNECTOR BRANCH	LEOMINSTER	MASSACHUSETTS	MASSACHUSETTS	1	0	DBR	0		
0007	898609		MILLBURY BRANCH	MILLBURY	MASSACHUSETTS	MASSACHUSETTS	1	0	DBR	0		
0008	327471		SHIRLEY BRANCH	SHIRLEY	MASSACHUSETTS	MASSACHUSETTS	1	0	DBR	0		
0009	3340109		SHREWSBURY STREET BRANCH	WORCESTER	MASSACHUSETTS	MASSACHUSETTS	1	0	DBR	0		
0010	3742075	✓	EXCHANGE AUTHORITY LLC	LEOMINSTER	MASSACHUSETTS	MASSACHUSETTS	1	0	DEO	523991	Vig Edty Other	<25
0011	3922082	✓	EXCHANGE PARKING SERIES LLC	LEOMINSTER	MASSACHUSETTS	MASSACHUSETTS	1	0	DEO	523991	Vig Edty Other	<25
0012	3596942	✓	FCB SECURITY CORPORATION INC	FITCHBURG	MASSACHUSETTS	MASSACHUSETTS	1	0	DEO	52311	Vig Edty	100
0013	3596980	✓	HAYES-BARRETT INSURANCE LLC	FITCHBURG	MASSACHUSETTS	MASSACHUSETTS	1	0	DEO	52421	Vig Edty Other	<25
0014	3596951	✓	HAYES-BARRETT INVESTMENTS LLC	FITCHBURG	MASSACHUSETTS	MASSACHUSETTS	1	0	DEO	52312	Vig Edty Other	<25
0015	3596824	✓	M3S LLC	FITCHBURG	MASSACHUSETTS	MASSACHUSETTS	1	0	DEO	53119	Vig Edty Other	<25
0016	3956470	✓	NASHAWAY REALTY LLC	LEOMINSTER	MASSACHUSETTS	MASSACHUSETTS	1	0	DEO	53139	Vig Edty Other	<25
0017	3596933	✓	SHIRLEY SECURITIES INC	FITCHBURG	MASSACHUSETTS	MASSACHUSETTS	1	0	DEO	52311	Vig Edty	100
0018	3591040	✓	LIFE DESIGN STATUTORY TRUST I	FITCHBURG	MASSACHUSETTS	MASSACHUSETTS	1	0	DEO	52599	Vig Edty	100

Total Number of Entities in the tree 18
 Total Number of Unique Entities in the tree 18

Tier Selection Criteria

RSSD Tiering for	3454220 FIDELITY MUTUAL HOLDING COMPANY
As of Date	20160317
Direction	Down
Selection Rule	All Entities
Branches - Domestic Institutions	All Branches
Branches - Foreign Institutions	All Branches

Two asterisks (**) next to the Seq Num indicates that confidentiality is pending or granted.
 An asterisk (*) next to the AddL Line Num denotes the Seq Num at which the offspring of this entity are listed.
 A dot dot notation (...) next to Legal Name denotes a circular relationship.
 Dist FRS is the district that denotes the physical location of the entity and ARDF is the regulating FRB.
 The ARDF is only applicable to BHCs, SLHCs, FBOs, Dis, and Edge/Agreement Corps.