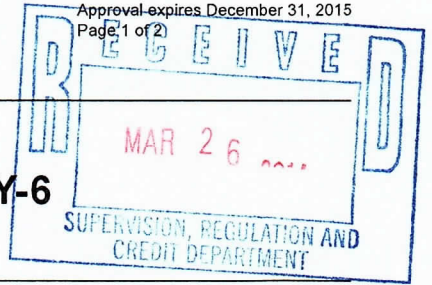


Board of Governors of the Federal Reserve System



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, Gilda M. Nogueira

Name of the Holding Company Director and Official

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 Name, Street, and Mailing Address

1854 Bancorp

Legal Title of Holding Company

292 Cambridge Street

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

Cambridge

MA

02141

City

State

Zip Code

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Amie C. Bowzer

SVP & CFO

Name

Title

617-551-2370

Area Code / Phone Number / Extension

617-551-2584

Area Code / FAX Number

abowzer@ecsb.com

E-mail Address

Gilda M. Nogueira

Signature of Holding Company Director and Official

03/28/2013

Date of Signature

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

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 4459820

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

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.

2nd review done 7-9-14
 by Epm

For Use By Tiered Holding Companies

N/A

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

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)		
---	--	--

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)		
---	--	--

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)		
---	--	--

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)		
---	--	--

ok

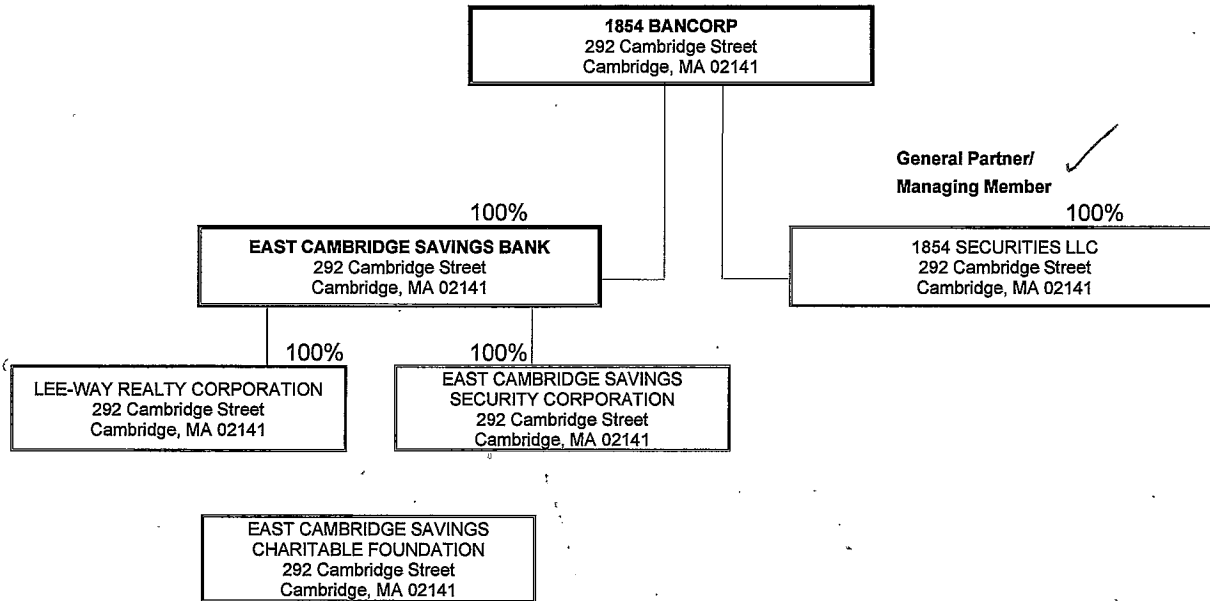
Form FR Y-6
1854 Bancorp
Cambridge, Massachusetts
Fiscal Year Ending December 31, 2013

Report Item

1. The bank holding company prepares an annual report for its securities holders and is not registered with the SEC. As specified by the appropriate Reserve Bank, a copy is enclosed.

2a. Organizational Chart

All Entities Incorporated in Massachusetts ✓



2b. Domestic branch listing provided to the Federal Reserve Bank.

1854 Bancorp
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1)	(2) Name, City, State, Country 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	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held
✓	Gilda M. Nogueira Medford, MA, USA	President & CEO, Board of Trustees	President & CEO, Board of Directors, East Cambridge Savings Bank Manager, 1854 Securities LLC.	N/A	None	None	N/A
✓	Gisela L. Margotta Boston, MA, USA	SVP & Treasurer	SVP & Treasurer, East Cambridge Savings Bank	N/A	None	None	N/A
✓	Amie C. Bowzer Charlestown, MA, USA	Chief Financial Officer	SVP & CFO, East Cambridge Savings Bank	N/A	None	None	N/A
✓	William F. McGilvrey North Reading, MA, USA	Retired	Clerk of Corporation, Board of Directors, East Cambridge Savings Bank	N/A	None	None	N/A
✓	Lee C. Craig Georgetown, MA, USA	Chairman - Board of Trustees	Chairman - Board of Directors, East Cambridge Savings Bank	Owner - Craig Residential Improvements	None	None	N/A
✓	John P. Allen Medford, MA, USA	Retired	Board of Trustees	Retired	None	None	N/A
✓	Joseph A. Amoroso, Jr. Cambridge, MA, USA	Attorney	Board of Trustees	Associate Attorney - August & Simmons	None	None	N/A
✓	Charles Aufiero Cambridge, MA, USA	Donovan-Aufiero Funeral Home	Board of Trustees	General Partner - Donovan-Aufiero Funeral Home	None	None	N/A
✓	Richard A. Bentubo Cambridge, MA, USA	Boston College	Board of Trustees	Facilities Manager - Boston College	None	None	N/A
✓	Stephanie M. Burke, CPA Medford, MA, USA	City of Medford	Board of Trustees	Director of Personnel & Budget - City of Medford	None	None	N/A

Name, City, State, Country	Principal Occupation if other than with Holding Company	Title & Position with 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 Holding Company	Percentage of voting Shares in Subsidiaries	List names of other companies (includes partnerships) if 25% or more of voting securities are held
✓ Thomas G. Burke Stoneham, MA, USA	Retired	Board of Trustees	Board of Directors, East Cambridge Savings Bank	Retired	None	None	N/A
✓ Susan M. Flannery Cambridge, MA, USA	Cambridge Public Library	Board of Trustees	Board of Directors, East Cambridge Savings Bank	Director of Libraries - Cambridge Public Library	None	None	N/A
✓ Robert B. Furtado Saugus, MA, USA	Retired	Board of Trustees	Board of Directors, East Cambridge Savings Bank	Retired	None	None	N/A
✓ Sandra E. Lagrega Arlington, MA, USA	Retired	Board of Trustees	Board of Directors, East Cambridge Savings Bank	Retired	None	None	N/A
✓ Ronald A. Layne Brockton, MA, USA	Cambridge District Court	Board of Trustees	Board of Directors, East Cambridge Savings Bank	Assistant Probation Officer - Cambridge District Court	None	None	N/A
✓ Daniel A. Leone Newtonville, MA, USA	Retired	Board of Trustees	Board of Directors, East Cambridge Savings Bank	Retired	None	None	N/A
✓ Albert M. Pacheco Cambridge, MA, USA	Pacheco Jewelers, Inc.	Board of Trustees	Board of Directors, East Cambridge Savings Bank	President - Pacheco Jewelers, Inc.	None	None	N/A
✓ Thomas M. Pilleri Wakefield, MA, USA	CPA	Board of Trustees	Board of Directors, East Cambridge Savings Bank	Owner - Thomas M. Pilleri, CPA & Financial Services; CPA / President - Pilleri Romano, P.C.	None	None	N/A
✓ Richard C. Rossi, Jr. Belmont, MA, USA	Contract Management	Board of Trustees	Board of Directors, East Cambridge Savings Bank	Vice President, Contract Management - American Tower Corporation	None	None	N/A
✓ Arthur C. Spears, CPA Northborough, MA, USA	Retired	Board of Trustees	Board of Directors, East Cambridge Savings Bank	Retired	None	None	N/A
✓ Robert H. Wheelock, M.D. Chester, MD, USA	Retired	Board of Trustees	Board of Directors, East Cambridge Savings Bank	Retired	None	None	N/A