

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):

April 30, 2013

Month / Day / Year

I, **Christopher B. Dixon**

Reporter's Name, Street, and Mailing Address

1889 Bancorp Mutual Holding Company

Name of the Holding Company Director and Official

Legal Title of Holding Company

President, CEO, Director

11 Central Street

Title of the Holding Company Director and Official

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

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.

Norwood

MA

02062

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:

Karen Goggin

VP/Treasurer

Name

Title

781-440-4208

Area Code / Phone Number / Extension

781-551-0088

Area Code / FAX Number

kgoggin@norwoodbank.com

E-mail Address

www.norwoodbank.com

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

Signature of Holding Company Director and Official

07/19/2013

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 3960897/3960918/1013070
 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.

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.

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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):

April 30, 2013

Month / Day / Year

I, **Christopher B. Dixon**

Reporter's Name, Street, and Mailing Address

1889 Bancorp Mutual Holding Company

Legal Title of Holding Company

11 Central Street

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

Norwood

MA

02062

City

State

Zip Code

Name of the Holding Company Director and Official

President, CEO, Director

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.

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:

Karen Goggin

VP/Treasurer

Name

Title

781-440-4208

Area Code / Phone Number / Extension

781-551-0088

Area Code / FAX Number

kgoggin@norwoodbank.com

E-mail Address

www.norwoodbank.com

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

Signature of Holding Company Director and Official

07/19/2013

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 3960897/3960918/1013070
C.I. _____

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

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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.

1889 Bancorp Mutual Holding Company

Legal Title of Subsidiary Holding Company

11 Central Street

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

Norwood **MA** **02062**
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)

1889 Financial Service Corporation

Legal Title of Subsidiary Holding Company

11 Central Street

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

Norwood **MA** **02062**
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)

Norwood Cooperative Bank

Legal Title of Subsidiary Holding Company

11 Central Street

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

Norwood **MA** **02062**
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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1889 Bancorp Mutual Holding Company

Legal Title of Subsidiary Holding Company

11 Central Street

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

Norwood **MA** **02062**
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City State Zip Code

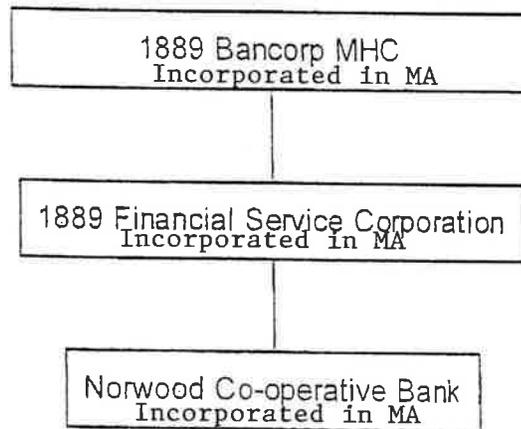
Physical location (if different from mailing address)

ORGANIZATIONAL CHART

- (v) The Bank will immediately thereafter merge with and into the Subsidiary Stock Bank, with the Subsidiary Stock Bank as the legally surviving entity, under the name "Norwood Co-operative Bank" (the "Resulting Bank").
- (vi) The MHC will immediately thereafter contribute 100% of the shares of stock of the Resulting Bank to the Stock Holding Company, resulting in the Stock Holding Company owning 100% of the outstanding stock of the Resulting Bank.

In connection with the Reorganization, the Bank anticipates transferring to the Interim Co-operative Bank approximately \$100,000 of assets, which will be available to the MHC to cover expenses. The contribution will be treated as a dividend paid by the Resulting Bank to the MHC.

Upon completion of the Reorganization, the Resulting Bank will be a wholly-owned subsidiary of the Stock Holding Company and the Stock Holding Company will be a wholly-owned subsidiary of the MHC. The corporate structure will be as follows:



Prior to 1996, the reorganization of an existing co-operative bank into a mutual holding company form of organization was a relatively simple transaction. Until that date, the existing co-operative bank would simply reorganize as a non-bank mutual holding company, establish a new subsidiary stock bank and transfer a substantial portion of its assets and liabilities (including its name) to the newly established subsidiary stock bank. In short, the existing co-operative bank would transform itself into two entities: a non-bank mutual holding company and a subsidiary stock bank.

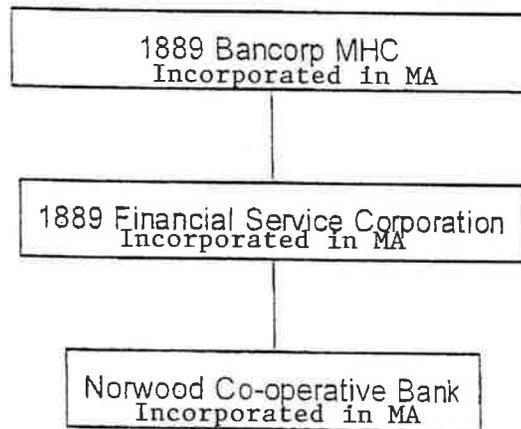
As a result of a 1996 change in Federal tax law and a related Internal Revenue Service tax determination, the procedures by which a co-operative bank may reorganize into a mutual holding company form of organization have become considerably more complex. Now, the existing co-operative bank forms a new (*de novo*) co-operative bank. Second, the newly formed *de novo* co-operative bank reorganizes itself as a non-bank mutual holding company and establishes a subsidiary stock bank. Finally, the existing co-operative bank merges with and into the newly-formed subsidiary stock bank

ORGANIZATIONAL CHART

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Form FR Y-6
1889 Bancorp Mutual Holding Company
List of Directors and Officers
Fiscal Year Ending April 30, 2013

Name	City & State	Position with Bank Holding Company
Christopher B. Dixon	Norwood, MA	Director, President, CEO, Secretary
William G. Crowley, Jr.	Hyannisport, MA	Director and Chairman
Robert A. Dempsey	Norwood, MA	Director
Robert J. Donahue	Norwood, MA	Director
Matthew D. Smith	Norfolk, MA	Director
Robert M. Thornton	Norwood, MA	Director
Paul G. Keady	Norwood, MA	Director
William P. O'Donnell	Norwood, MA	Director
Karen Goggin	Walpole, MA	Treasurer

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1889 Bancorp Mutual Holding Company
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Fiscal Year Ending April 30, 2013

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William G. Crowley, Jr.	Hyannisport, MA	Director and Chairman
Robert A. Dempsey	Norwood, MA	Director
Robert J. Donahue	Norwood, MA	Director
Matthew D. Smith	Norfolk, MA	Director
Robert M. Thornton	Norwood, MA	Director
Paul G. Keady	Norwood, MA	Director
William P. O'Donnell	Norwood, MA	Director
Karen Goggin	Walpole, MA	Treasurer

Form FR Y-6
1889 Bancorp Mutual Holding Company
List of Branches
Fiscal Year Ending April 30, 2013

Bank
Norwood Bank

Location
11 Central Street, Norwood MA

Form FR Y-6
1889 Bancorp Mutual Holding Company
List of Branches
Fiscal Year Ending April 30, 2013

Bank
Norwood Bank

Location
11 Central Street, Norwood MA