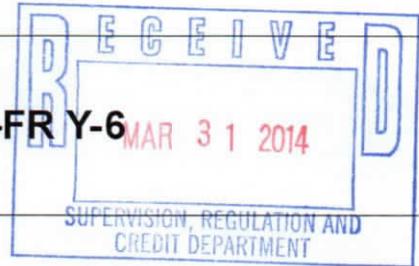


Board of Governors of the Federal Reserve System



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, Mark R. O'Connell

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

Assabet Valley Bancorp

Legal Title of Holding Company

42 Main Street

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

Hudson

MA

01749

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:

Brenda T. Harrington

Vice President-Controller

Name

Title

978-567-3516

Area Code / Phone Number / Extension

978-568-0950

Area Code / FAX Number

b.harrington@avidiabank.com

E-mail Address

Signature of Holding Company Director and Official

3/28/14

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. \_\_\_\_\_

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.*

<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>
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2013 FORM Y-6

ASSABET VALLEY BANCORP  
42 MAIN STREET  
HUDSON, MA 01749  
FISCAL YEAR ENDING DECEMBER 31, 2013

*Report Item 1A*      *Form 10-K*

N/A

*Report Item 1B*      *Annual Reports*

Enclosed

*Report Item 2*      *Organizational Chart*

Enclosed

*Report Item 3*      *Shareholders*

Assabet Valley Bancorp is a mutually owned holding company. There are no shareholders.

*Report Item 4*      *Directors and Officers*

Enclosed report

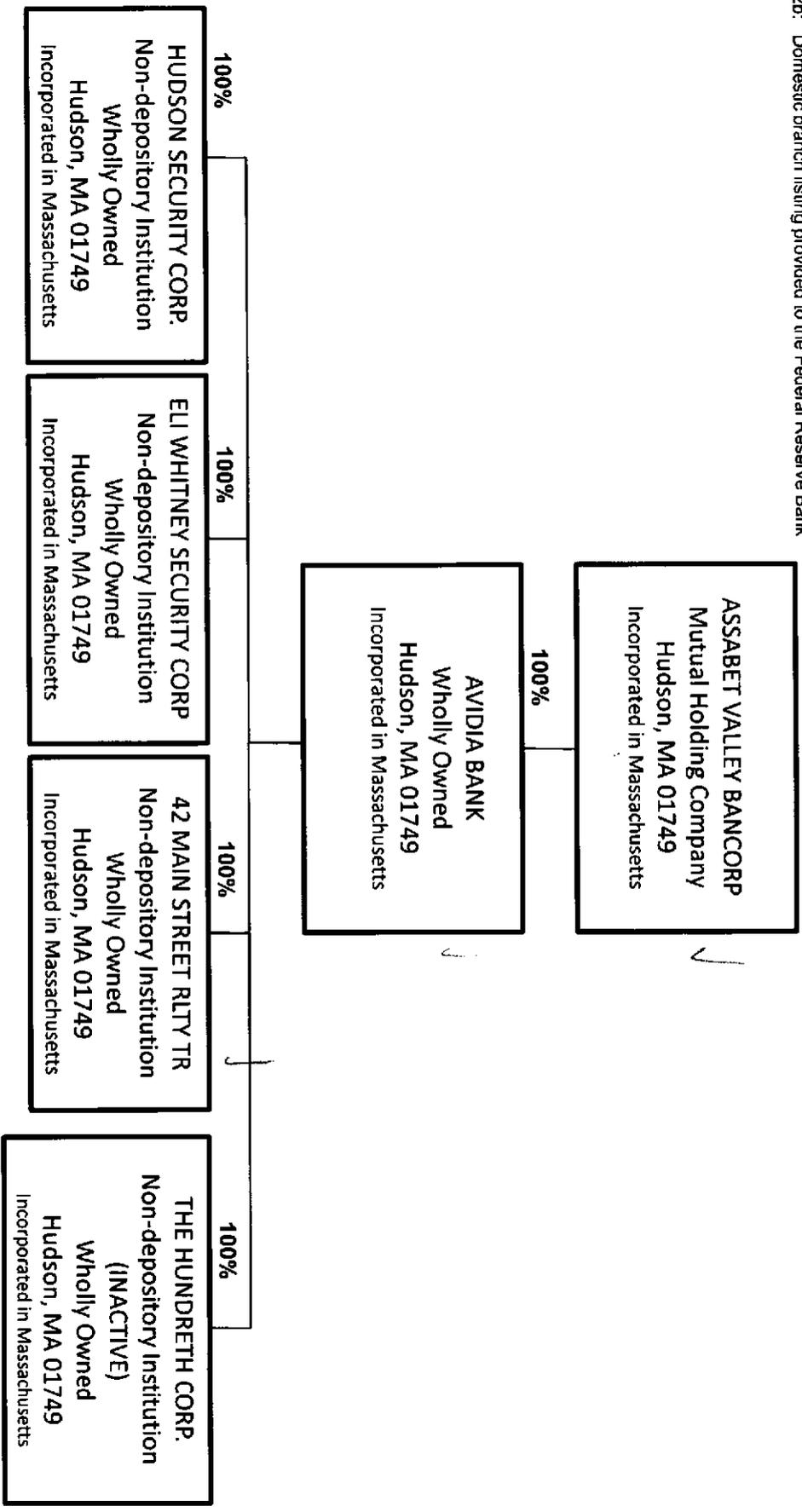


**FORM FR Y-6**  
**ASSABET VALLEY BANCORP**  
**42 MAIN STREET**  
**HUDSON, MA 01749**

- Report Item
- The savings and loan holding company prepares an annual report for its securities holders and is not registered with the SEC. As specified by the responsible Reserve Bank, 2 copies are enclosed.
  - Organizational Chart

**Fiscal Year ending December 31, 2013**

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





Name	Address	Principal Occupation	Title w/BHC (3a)	Title w/subsidiaries (3b)	Title w/other businesses (3c)	Shares	Shares	Shares w/other
Oliver F Nunes, Jr	J. Hudson, MA 01749	Retired	Advisory Council	none	Owner / Meadowbrook Mobile Home Sales	n/a	n/a	100%
Arthur E Lemire	Southboro, MA 01772	Construction	Trustee	Director	none	n/a	n/a	n/a
Benjamin H. Colomero Jr	Northboro, MA 01532	Executive Director	Trustee	Director	Executive Director, The Willows at Westborough	n/a	n/a	n/a
Brian Parker	MA 01752	Retired	Trustee	Director	None	n/a	n/a	n/a
David F Lamson	Bolton, MA 01740	Retired	Advisory Council	none	Chairman / R.S. Lamson & Sons	n/a	n/a	4%
Fred B Williams	Southborough, Ma. 01772	Attorney	Trustee	Director/Chairman of the Board	none	n/a	n/a	n/a
James Tashian	Westboro, MA 01581	Financial Advisor	Trustee	Director	President	n/a	n/a	100%
Jeff Leland	Westboro, MA 01532	Attorney	Trustee	Director	Partner-Tashjian Simeasarian LLP	n/a	n/a	n/a
Joseph Grimaldo	Northboro, MA 01752	CPA	Trustee	Director	Vice President - LeLand Law Assoc.	n/a	n/a	50%
Joseph MacDonough	Westboro, MA 01581	Retired	Trustee	Director	none	n/a	n/a	n/a
Lona Lamson	Westboro, MA 01749	Lumber Dealer / President	Trustee	Director	President / RS Lamson & Sons	n/a	n/a	28%
M Neil Flanagan	Ashland, MA 01721	Certified Public Accountant	Trustee	Director	Partner / Flanagan, Cotillo & Mainzer, LLP	n/a	n/a	n/a
Michael Girard, DC	Hudson, MA 01749	Chiropractor	Trustee	Director	Owner / Hudson Chiropractic	n/a	n/a	100%
Nancy Carlson	Grafton, MA 01519	Business Owner	Trustee	Director	President/ The Suburban Group	n/a	n/a	100%
Nicholas Zayka	Bolton, MA 01740	Business Owner	Trustee	Director	Clerk / Machining for Electronics, Inc	n/a	n/a	45%
Nicholas Zayka	Bolton, MA 01740	Business Owner	Trustee	Director	President / Aero Brazing Corp	n/a	n/a	50%
Michael D. Murphy	Bolton, MA 01740	Business Owner	Trustee	Director	President/Murphy Group	n/a	n/a	10%
Paul W Blazar	Hudson, MA 01749	Retired	Trustee	Director	none	n/a	n/a	n/a
Paul McGrath	Westboro, MA 01581	CPA	Trustee	Director	none	n/a	n/a	n/a
Phyllis Stone	Northboro, MA 01532	Retired	Trustee	Director	none	n/a	n/a	n/a
Roger Leland	Northboro, MA 01532	Attorney	Advisory Council	none	none	n/a	n/a	50%
Walter Kinell	Westboro, MA	Retired	Advisory Council	none	none	n/a	n/a	n/a
Will E Kirkpatrick	Hudson, MA 01749	Arts/Crafts	Trustee	Director	none	n/a	n/a	n/a
Mark R O'Connell	Hudson, MA 01749	President of Avidia Bank	Trustee	Director	none	n/a	n/a	n/a
Margaret Sullivan	Hudson, MA 01749	CFO of Avidia Bank	None	Executive Vice President-CFO	none	n/a	n/a	n/a
Richard O. Schrader	Stow, MA 01775	SVP of Avidia Bank	None	Senior Vice President	none	n/a	n/a	n/a
Kenneth R. Simms	Leominster, MA 01453	SVP of Avidia Bank	None	Senior Vice President-Marketing	none	n/a	n/a	n/a
Thomas J. Alliah	Leominster, MA 01453	SVP of Avidia Bank	None	Senior Vice President	none	n/a	n/a	n/a
Joseph G. Sova	Sterling, MA 01564	SVP of Avidia Bank	None	Senior Vice President	none	n/a	n/a	n/a
Bartholomew H. Murphy	Holden, MA	EVP Avidia Bank	None	EVP Avidia Bank	none	n/a	n/a	n/a
Gerald Curley	Bolton, MA 01740	EVP of Avidia Bank	None	Executive Vice President	none	n/a	n/a	n/a
Michael Allard	Franklin, MA 02038	SVP of Avidia Bank	None	Senior Vice President-Retail Banking	none	n/a	n/a	n/a
Robert Conery	Acton, MA 01720	EVP Avidia Bank	None	Executive Vice President - COO	none	n/a	n/a	n/a
Neil Buckley	Leominster, MA 01453	SVP of Avidia Bank	None	Senior Vice President	none	n/a	n/a	n/a



**Report Item 2.B**

Branch Name	Street Address	City	County	State	Country	Zip Code	Branch Service Type
Main Office	42 Main Street	Hudson	Middlesex	MA	USA	01749	Full Service
Hudson South Branch	221 Washington Street	Hudson	Middlesex	MA	USA	01749	Full Service
Marlborough Branch	256 Maple Street	Marlborough	Middlesex	MA	USA	01752	Full Service
Clinton Branch	1073 Main Street	Clinton	Worcester	MA	USA	01510	Full Service
Leominster Branch	470 Lancaster Street	Leominster	Worcester	MA	USA	01453	Full Service
Westborough West Branch	33 West Main Street	Westborough	Worcester	MA	USA	01581	Full Service
Northborough Branch	53 West Main Street	Northborough	Worcester	MA	USA	01532	Full Service
Westborough East Branch	100 East Main Street	Westborough	Worcester	MA	USA	01581	Full Service
Willows Branch	1 Lyman Street	Westborough	Worcester	MA	USA	01581	Full Service
Shrewsbury Branch	23 Maple Avenue	Shrewsbury	Worcester	MA	USA	01545	Full Service

25724111  
314 8460  
30741104  
950305  
841700  
701800  
4124959  
2416444

West branch is our duplicate of address 2014

