

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, **William R Eccles Jr.**

Reporter's Name, Street, and Mailing Address

BankFive MHC

Legal Title of Holding Company

79 North Main Street

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

Fall River

MA

02720

City

State

Zip Code

Name of the Holding Company Director and Official

Director, 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.

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 the individual.

Person to whom questions about this report should be directed:

Michael W. Berube

SVP, CFO & Treasurer

Name

Title

774-888-6144

Area Code / Phone Number / Extension

774-888-6580

Area Code / FAX Number

michael.berube@bankfive.com

E-mail Address

Signature of Holding Company Director and Official

03/21/2014

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 **3320978**

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



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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.

BankFive Corporation
Legal Title of Subsidiary Holding Company

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

Fall River	MA	02720
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
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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
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City	State	Zip Code
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Physical location (if different from mailing address)

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City	State	Zip Code
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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
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Physical location (if different from mailing address)

FR Y-6 Report Items BankFive, MHC

Report Item 1: Annual Report to Shareholder - BankFive, MHC is not registered with the Securities and Exchange Commission and provides no reports to shareholders. Enclosed is the annual audited financials as of December 31, 2012 for BankFive, MHC. These financial statements are to be treated confidentially.

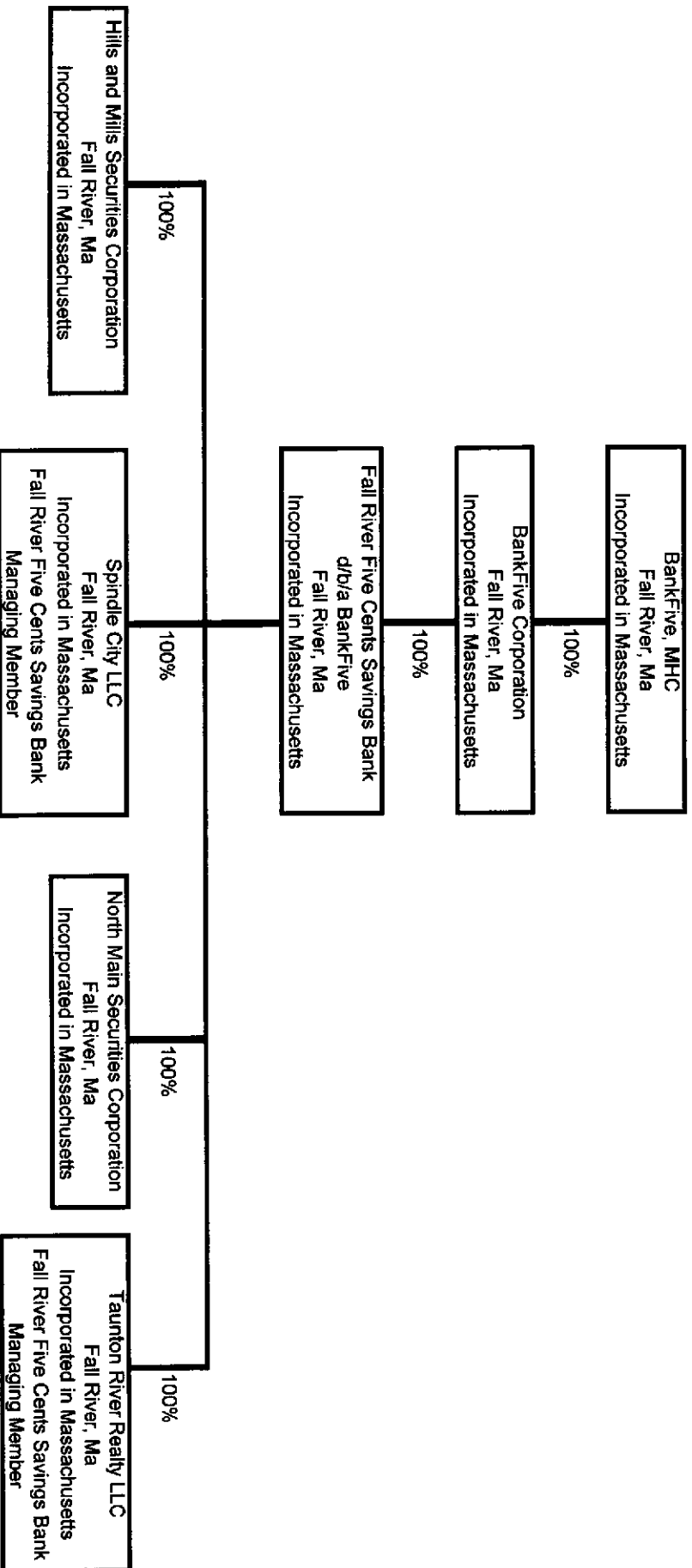
Report Item 2a: Organizational Chart - Enclosed is an organizational chart for BankFive, MHC and its affiliates.

Report Item 2b: Domestic Branch Listing - Enclosed is the listing for branches of BankFive, banking subsidiary of BankFive, MHC.

Report Item 3: Securities Holders - BankFive, MHC as a mutual holding company has no security holders that met the requirements of this report item

Report Item 4: Insiders - Enclosed is a report detailing the information for individuals qualifying as insiders.

Organizational Chart:



Report Item (Insiders):		Principal Occupation if other than Bank Holding Company	Title & Position with Bank Holding Company	Title and Position with Subsidiaries*	Title & Position with Other Businesses	Percentage of Voting Shares in Bank H.C.	Percentage of Voting Shares in Subsidiaries	List names of Other Companies (including Partnerships) if 25% or more voting securities are held. Name & %
William R. Eccles, Jr.	MA	n/a	Trustee, President & CEO	Director, President & CEO - 2 & 3	n/a	n/a	n/a	n/a
Michael W. Barnde	RI	n/a	Senior Vice President, CFO & Treasurer	SVP, CFO & Treasurer - 2 & 3	n/a	n/a	n/a	n/a
Robert F. Collins	MA	n/a	Senior Vice President	SVP - 2 & 3	n/a	n/a	n/a	n/a
Marla C. McCoy	MA	n/a	Senior Vice President	SVP - 2 & 3	n/a	n/a	n/a	n/a
Paul S. Medeiros	RI	n/a	Senior Vice President	SVP - 2 & 3	n/a	n/a	n/a	n/a
Gary J. Verra	RI	n/a	Senior Vice President	SVP - 2 & 3	n/a	n/a	n/a	n/a
Steven P. Aguilar	MA	n/a	First Vice President	FVP - 2 & 3	n/a	n/a	n/a	n/a
Mary Costa	MA	n/a	First Vice President	FVP - 2 & 3	n/a	n/a	n/a	n/a
Jennifer A. LaFrance	RI	n/a	First Vice President	FVP - 2 & 3	n/a	n/a	n/a	n/a
Dawn A. Young	MA	n/a	First Vice President	FVP - 2 & 3	n/a	n/a	n/a	n/a
Gary P. Fealy	MA	n/a	First Vice President	FVP - 2 & 3	n/a	n/a	n/a	n/a
Peter C. Boyle	MA	Attorney	Trustee	Director - 2 & 3	Managing Attorney Bogle & DeAscentis, PC	n/a	n/a	Bogle & DeAscentis, PC - 50+%
St. Kathleen Hemington	MA	RSM, Director/Administrator	Trustee	Director - 2 & 3	Director / Administrator John E. Boyd Center for Child Care & Development	n/a	n/a	n/a
Richard LaFrance	MA	Restaurateur	Trustee, Chairman	Director - 2 & 3	President LaFrance Enterprises & LaFrance Hospitality Corp.	n/a	n/a	LaFrance Hospitality Company - 80% LaFrance Bros. Inc. - 60% Bittersweet Restaurant, Inc. - 60% Dartmouth Hospitality Co. - 60%
William H. Lapointe	MA	Insurance Agent	Trustee	Director - 2 & 3	President Herman W. Lapointe, Jr. Insurance Agency, Inc.	n/a	n/a	Herman W. Lapointe, Jr. Insurance Agency Inc. - 50% Lapointe Insurance Services, Inc. - 50%

Report Item 4 (Individuals):

Names & Addresses (City and State)	Principal Occupation if other than Bank Holding Company	Title & Position with Bank Holding Company	Title and Position with Subsidiaries*	Title & Position with Other Businesses	Percentage of Voting Shares in Bank H.C.	Percentage of Voting Shares in Subsidiaries	List names of Other Companies (including Partnerships) if 25% or more voting securities are held. Name & %
Dorane A. Menezes Westport, MA	Real Estate Broker	Trustee	Director - 2 & 3	Sales Associate ReMax Right Choice	n/a	n/a	
M. Paula Raposa Somerset, MA	Executive Director	Trustee	Director - 2 & 3	Executive Director - SER Jobs for Progress, Inc.	n/a	n/a	n/a
Edward G. Siegal South Dartmouth, MA	Certified Public Accountant	Trustee	Director - 2 & 3	Partner Meyer, Regan & Wilner, LLP	n/a	n/a	GE Supply, LLC - 25%
Sumner J. Weirng, III Fall River, MA	Funeral Director	Trustee	Director - 2 & 3	Senior Vice President Major Markets Service Corporation International	n/a	n/a	n/a
Thomas F. Lyons Middletown, RI	Retired	Trustee	Director - 2 & 3	n/a	n/a	n/a	n/a
M. Helena Amarel New Bedford, MA	Certified Public Accountant	Trustee	Director - 2 & 3	Partner Karne & Karne Inc.	n/a	n/a	n/a
Peter T. Kavanagh Dartmouth, MA	Furniture Sales	Trustee	Director - 2 & 3	President La-Z-Boy Furniture Gallery	n/a	n/a	n/a

* 2 is BankFive Corporation
 3 is Fall River Five Cents Savings Bank d/b/a as BankFive.

Results: A list of branches for your holding company: BANKFIVE, MHC (3320978) of FALL RIVER, MA.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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 date 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.

	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*	Comments
OK	Full Service (Head Office)	833404	BANKFIVE	79 NORTH MAIN STREET	FALL RIVER	MA	02720	BRISTOL	UNITED STATES	16319	0	BANKFIVE	833404	
OK	Full Service	2753609	DARTMOUTH BRANCH	136 FAUNCE CORNER ROAD	DARTMOUTH	MA	02747	BRISTOL	UNITED STATES	256137	9	BANKFIVE	833404	
OK	Full Service	3782549	FAIRHAVEN BRANCH	105 HUTTLESTON AVENUE	FAIRHAVEN	MA	02719	BRISTOL	UNITED STATES	462792	12	BANKFIVE	833404	
OK	Full Service	3782521	EXPRESS BRANCH	55 THIRTEENTH STREET	FALL RIVER	MA	02720	BRISTOL	UNITED STATES	461454	11	BANKFIVE	833404	
OK	Full Service	204509	MAIN STREET BRANCH	1501 SOUTH MAIN STREET	FALL RIVER	MA	02724	BRISTOL	UNITED STATES	291112	1	BANKFIVE	833404	
OK	Full Service	205403	NORTH BRANCH	4171 NORTH MAIN STREET	FALL RIVER	MA	02720	BRISTOL	UNITED STATES	291114	3	BANKFIVE	833404	
OK	Full Service	187107	PLEASANT STREET BRANCH	1301 PLEASANT STREET	FALL RIVER	MA	02723	BRISTOL	UNITED STATES	291113	2	BANKFIVE	833404	
OK	Full Service	802709	PRESIDENT AVENUE BRANCH	1604 PRESIDENT AVENUE	FALL RIVER	MA	02720	BRISTOL	UNITED STATES	291116	5	BANKFIVE	833404	
OK	Full Service	230508	COUNTY STREET BRANCH	160 COUNTY STREET	NEW BEDFORD	MA	02740	BRISTOL	UNITED STATES	16002	13	BANKFIVE	833404	
OK	Full Service	1160228	NEW BEDFORD BRANCH	1724 ACUSHNET AVE	NEW BEDFORD	MA	02746	BRISTOL	UNITED STATES	255556	14	BANKFIVE	833404	
OK	Full Service	1357756	SOMERSET BRANCH	54 COUNTY STREET	SOMERSET	MA	02726	BRISTOL	UNITED STATES	256135	7	BANKFIVE	833404	
OK	Full Service	204901	SWANSEA BRANCH	497 MILFORD ROAD	SWANSEA	MA	02777	BRISTOL	UNITED STATES	291115	4	BANKFIVE	833404	

