

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):

June 30, 2013

Month / Day / Year

I, **K. Mark Primeau**

Reporter's Name, Street, and Mailing Address

BNH Financial

Legal Title of Holding Company

62 Pleasant Street

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

Laconia

NH

03246

City

State

Zip Code

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:

Marc L. Rayburn

SVP - CAO

Name

Title

603-527-7281

Area Code / Phone Number / Extension

603-527-7283

Area Code / FAX Number

rayburn@banknh.com

E-mail Address

Signature of Holding Company Director and Official

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

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 **2545831 - 265407**
 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

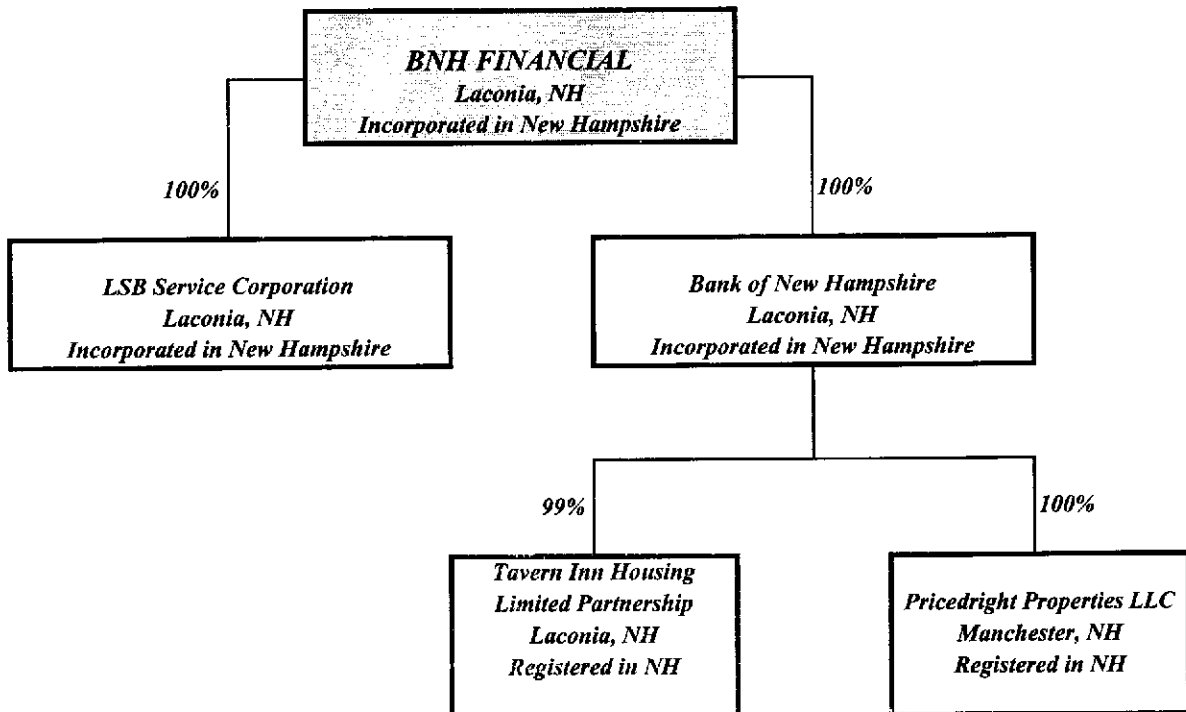
Form FR Y-6

***BNH Financial
Laconia, New Hampshire
Fiscal Year Ending June 30, 2013***

Report Item:

- 1 a.*** BNH Financial is not registered with the Securities and Exchange Commission and is not required to prepare and file Form 10-K.
- 1 b.*** BNH Financial is a mutual holding company, and consequently does not create an annual report for shareholders.

2 a. Organizational Chart



- 2 b.*** Domestic branch listing provided to Federal Reserve Bank August 6, 2013
- 3.*** BNH Financial is a mutual holding company, and therefore does not have any securities holders.

Results: A list of branches for your depository institution: BANK OF NEW HAMPSHIRE (ID_RSSD: 265407). This depository institution is held by BNH FINANCIAL (2545831) of LACONIA, NH. The data are as of 06/30/2013. Data reflects information that was received and processed through 07/08/2013.

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.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code
OK		Full Service (Head Office)	265407	BANK OF NEW HAMPSHIRE	62 PLEASANT STREET	LACONIA	NH	03246
OK		Full Service	586803	ANTRIM BRANCH	77 MAIN STREET	ANTRIM	NH	03440
OK		Full Service	3447370	BEDFORD BRANCH	256 WALLACE ROAD	BEDFORD	NH	03110
OK		Full Service	51404	CLAREMONT BRANCH	14 SULLIVAN STREET	CLAREMONT	NH	03743
OK		Full Service	3447389	CONCORD HEIGHTS BRANCH	11 TRIANGLE PARK DRIVE	CONCORD	NH	03301
OK		Full Service	2735454	CONCORD NORTH MAIN BRANCH	167 NORTH MAIN STREET	CONCORD	NH	03301
OK		Full Service	150709	CONWAY BRANCH	23 MAIN STREET	CONWAY	NH	03818
OK		Full Service	3353583	DOVER BRANCH	845 CENTRAL AVENUE	DOVER	NH	03820
OK		Full Service	2226130	GILFORD LAKESHORE BRANCH	1441 LAKESHORE ROAD	GILFORD	NH	03249
OK		Full Service	251008	GILFORD VILLAGE OFFICE	ONE COUNTRY CLUB ROAD	GILFORD	NH	03249
OK		Full Service	431305	GORHAM BRANCH	583 MAIN STREET	GORHAM	NH	03581
OK		Full Service	1400728	HILLSBOROUGH BRANCH	325 WEST MAIN STREET	HILLSBOROUGH	NH	03244
CLOSE	3/15/2013	Limited Service	4305860	TAYLOR CENTER BRANCH	435 UNION AVENUE	LACONIA	NH	03246

OK	Full Service	565901	LINCOLN BRANCH	76 MAIN STREET, RTE 112	LINCOLN	NH	03251
OK	Full Service	146805	LITTLETON BRANCH	125 MAIN STREET	LITTLETON	NH	03561
OK	Full Service	4373047	MANCHESTER BRANCH	705 HOOKSETT ROAD	MANCHESTER	NH	03104
OK	Full Service	2447878	MOULTONBOROUGH BRANCH	960 WHITTIER HIGHWAY	MOULTONBOROUGH	NH	03254
OK	Full Service	83003	OSSIPEE BRANCH	300 ROUTE 16B	OSSIPEE	NH	03864
OK	Full Service	319506	PLYMOUTH BRANCH	389 TENNEY MOUNTAIN HIGHWAY	PLYMOUTH	NH	03264
OK	Full Service	4368959	ROCHESTER BANKING OFFICE	301 NORTH MAIN STREET	ROCHESTER	NH	03867
OK	Full Service	537403	WHITEFIELD BRANCH	22 KING'S SQUARE	WHITEFIELD	NH	03598
OK	Full Service	126405	WOODSVILLE BRANCH	55 CENTRAL STREET	WOODSVILLE	NH	03785

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June 30, 2013**

Report Item 4: Directors and Officers

(1) Names and Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title and Position with Other Businesses (include names of other businesses)	(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)
Claudette L. Ayotte Laconia, NH, USA	Retired Public Relations Coordinator, Irving Oil	Vice Chairman & Trustee	Vice Chairman & Director, Bank of New Hampshire	Retired Public Relations Coordinator, Irving Oil	None	None	N/A
Robert E. Benoit Exeter, NH, USA	Consultant; Retired Auditor/Manager, Shatswell, MacLeod & Company, P.C.	Trustee	Director, Bank of New Hampshire	Consultant; Retired Auditor/Manager, Shatswell, MacLeod & Company, P.C.	None	None	N/A
Richard W. Burpee, Jr. Concord, NH, USA	President, Redwing Property Maintenance, LLC	Trustee	Director, Bank of New Hampshire	President, Redwing Property Maintenance, LLC	None	None	Redwing Property Maintenance, LLC 100%
Bruce D. Clow Laconia, NH, USA	Past President & CEO, Bank of New Hampshire	Chairman & Trustee	Chairman & Director, Bank of New Hampshire	Past President & CEO, Bank of New Hampshire	None	None	N/A
Gregory M. Dickinson Gilford, NH, USA	Retired President & CEO, Village Bank & Trust	Trustee	Director, Bank of New Hampshire	Retired President & CEO, Village Bank & Trust	None	None	N/A
Gregory A. Goddard Gilford, NH, USA	General Manager, Gunstock Mountain Resort	Trustee	Director, Bank of New Hampshire	General Manager, Gunstock Mountain Resort	None	None	N/A
K. Mark Primeau Laconia, NH, USA	President & CEO, Bank of New Hampshire	Trustee	Director, Bank of New Hampshire	President & CEO, Bank of New Hampshire	None	None	N/A
Kenneth L. Robinson, Jr. Canterbury, NH, USA	Retired General Counsel, Northeast Delta Dental	Trustee	Director, Bank of New Hampshire	Retired General Counsel, Northeast Delta Dental	None	None	Country Rose Properties, LLC 50%
Suzanne L. Stiles Laconia, NH, USA	Senior Vice President, Administrative & Facilities Services, LRGHealthcare	Trustee	Director, Bank of New Hampshire	Senior Vice President, Administrative & Facilities Services, LRGHealthcare	None	None	N/A
Russell W. Thibeault Laconia, NH, USA	President, Applied Economic Research, Inc.	Trustee	Director, Bank of New Hampshire	President, Applied Economic Research, Inc.	None	None	Applied Economic Research, Inc. 100%

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Report Item 4: Directors and Officers

(1) Names and Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title and Position with Other Businesses (include names of other businesses)	(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)
Lynda G. Gattermann Laconia, NH, USA	Senior Executive Assistant, Bank of New Hampshire	Secretary	Secretary and Senior Executive Assistant, Bank of New Hampshire; Secretary, LSB Service Corp.	N/A	None	None	N/A
Marc L. Rayburn Gilford, NH, USA	Senior Vice President, Chief Accounting Officer, Treasurer & Controller, Bank of New Hampshire	Senior Vice President/ Treasurer /Controller	Senior Vice President, Chief Accounting Officer, Treasurer & Controller, Bank of New Hampshire; Senior Vice President, Treasurer & Controller, LSB Service Corp.	N/A	None	None	N/A