

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2

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.

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.

I, Dorothy A. Savarese

Name of the Holding Company Director and Official

Chairman, 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.

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.

Dorothy A. Savarese
Signature of Holding Company Director and Official

05/08/2014

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. _____

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.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Cape Cod Five Mutual Company

Legal Title of Holding Company

PO Box 10, 19 West Road

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

Orleans

MA

02653-0010

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Matthew S. Burke

Director of Acct & Finance

Name

Title

508-247-1813

Area Code / Phone Number / Extension

508-405-1895

Area Code / FAX Number

mburke@capecodfive.com

E-mail Address

www.capecodfive.com

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

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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I, Dorothy A. Savarese

Name of the Holding Company Director and Official

Chairman, President & CEO

Title of the Holding Company Director and Official

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Dorothy A. Savarese
Signature of Holding Company Director and Official

05/08/2014

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
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Legal Title of Holding Company

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

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MA

02653-0010

City

State

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Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Matthew S. Burke

Director of Acct & Finance

Name

Title

508-247-1813

Area Code / Phone Number / Extension

508-405-1895

Area Code / FAX Number

mburke@capecodfive.com

E-mail Address

www.capecodfive.com

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.

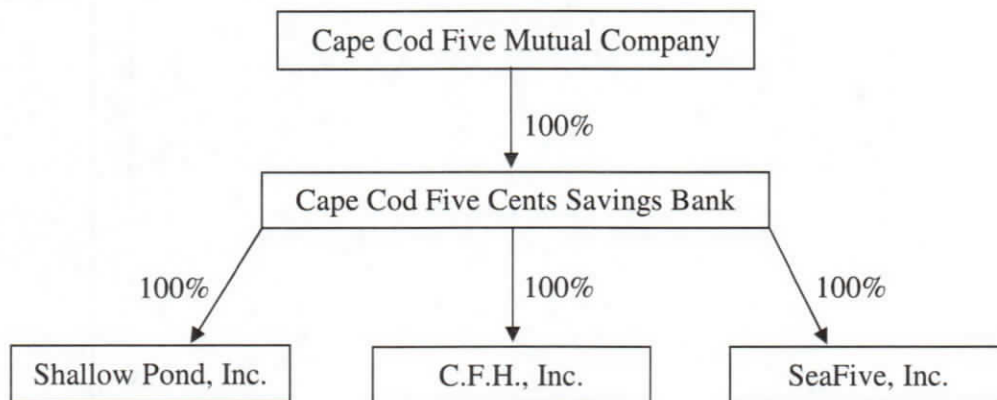
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
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City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

Form FR Y-6
Cape Cod Five Mutual Company
Harwich Port, Massachusetts
Year Ended December 31, 2013

Report Item:

1: N/A – Holding Company is a mutual and does not have any shareholders.

2a: Organizational Chart – All entities incorporated in Massachusetts



2b: See the attached changes to the branch listing downloaded from
<http://structurelists.federalreserve.gov/>

3: Cape Cod Five Mutual Company is a no-stock mutually held holding company

Form FR Y-6
Cape Cod Five Mutual Company
Year Ended December 31, 2013

Report item 4: Insiders

Name	Home City	Position with Cape Cod Five Mutual Company	Position with Cape Cod Five Savings Bank	Principal Occupation
Anne Bailey Berman	Winchester, MA	Trustee	Director	CEO and President, Chadwick Martin, Bailey
William A. Doherty, Jr.	Harwichport, MA	Trustee	Director	Retired Attorney
Thomas M. Evans	Harwich, MA	Trustee	Director	School Administrator
Diane Falla	Hyannis, MA	Trustee	Director	Realtor
Paul E. Grover	Marion, MA	Trustee	Director	Realtor/Co-Owner Robert Paul Properties, Inc.
Chester N. Lay	Brewster, MA	Trustee	Director	Surveyor
Susan P. Lindquist	Brewster, MA	Trustee	Director	Non-profit Administrator
Bruce D. Miller	Nantucket, MA	Trustee	Director	Consultant
Katherine Fulham Parcels	Osterville, MA	Trustee	Director	CPA
James A. Peterson	Orleans, MA	Trustee	Director	Realtor
John C. Sanders	Brewster, MA	Trustee	Director	CPA
Daniel A. Wolf	Harwich, MA	Trustee	Director	CEO, Cape Air
Dorothy A. Savarese	Centerville, MA	Trustee, Chairman, President & Chief Executive Officer	Director, Chairman, President & Chief Executive Officer	N/A
Robert A. Talerman	Centerville, MA	Executive Vice President & Executive Lending Officer	Executive Vice President & Executive Lending Officer	N/A
Phillip W. Wong	Marstons Mills, MA	Executive Vice President, Chief Financial Officer & Treasurer	Executive Vice President, Chief Financial Officer & Treasurer	N/A
Joel J. Brickman	Orleans, MA	Executive Vice President & General Counsel	Executive Vice President & General Counsel	N/A

Results: A list of branches for your depository institution: **CAPE COD FIVE CENTS SAVINGS BANK (ID: RSSD: 664206)**. This depository institution is held by **CAPE COD FIVE MUTUAL COMPANY (4369808)** of **HARWICH PORT, 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.

Notes:

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	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	664206	CAPE COD FIVE CENTS SAVINGS BANK	532 ROUTE 28	HARWICH PORT	MA	02646	BARNSTABLE	UNITED STATES	16320		0 CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	665801	BREWSTER BRANCH	2745 MAIN STREET	BREWSTER	MA	02631	BARNSTABLE	UNITED STATES	291170		3 CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	665409	CENTERVILLE BRANCH	1620 FALMOUTH ROAD	CENTERVILLE	MA	02632	BARNSTABLE	UNITED STATES	291171		5 CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	666303	CHATHAM BRANCH	548 MAIN STREET	CHATHAM	MA	02633	BARNSTABLE	UNITED STATES	291168		1 CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	2312510	EAST HARWICH BRANCH	129 ROUTE 137	EAST HARWICH	MA	02645	BARNSTABLE	UNITED STATES	256140		8 CAPE COD FIVE CENTS SAVINGS BANK	664206	
**CHANGE		Full Service	1908256	NORTH EASTHAM BRANCH	75 BRACKETT ROAD	NORTH EASTHAM	MA	02651	BARNSTABLE	UNITED STATES	266988		15 CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	3620892	FALMOUTH BRANCH	763 MAIN STREET	FALMOUTH	MA	02540	BARNSTABLE	UNITED STATES	432649		14 CAPE COD FIVE CENTS SAVINGS BANK	664206	
**CHANGE		Full Service	140773	HYANNIS BRANCH	171 FALMOUTH ROAD	HYANNIS	MA	02601	BARNSTABLE	UNITED STATES	44302		11 CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	4503672	MARION LPO BRANCH	163 FRONT STREET	MARION	MA	02738	PLYMOUTH	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	2254263	MASHPEE COMMONS BRANCH	10 NORTH MARKET STREET	MASHPEE	MA	02649	BARNSTABLE	UNITED STATES	256142		10 CAPE COD FIVE CENTS SAVINGS BANK	664206	
*DELETE	2/20/2014	Full Service	4503666	NANTUCKET LPO BRANCH	5 BAYBERRY COURT	NANTUCKET	MA	02554	NANTUCKET	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
*CHANGE	2/20/2014	Full Service	4292540	PLEASANT STREET	112 PLEASANT STREET	NANTUCKET	MA	02554	NANTUCKET	UNITED STATES	518083		18 CAPE COD FIVE CENTS SAVINGS BANK	664206	
*CHANGE	2/20/2014	Full Service	4377871	MAIN STREET	ZERO MAIN STREET	NANTUCKET	MA	02554	NANTUCKET	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Limited Service	4443593	OPERATIONS CENTER ORLEANS BRANCH	19 WEST ROAD	ORLEANS	MA	02653	BARNSTABLE	UNITED STATES	291169		2 CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	635206	ORLEANS BRANCH	97 CRANBERRY HIGHWAY	ORLEANS	MA	02653	BARNSTABLE	UNITED STATES	256143		12 CAPE COD FIVE CENTS SAVINGS BANK	664206	
**CHANGE		Full Service	3620904	SANDWICH BRANCH	85 ROUTE 6A	SANDWICH	MA	02563	BARNSTABLE	UNITED STATES	439453		16 CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	3733488	SOUTH DENNIS BRANCH	688 MAIN STREET	SOUTH DENNIS	MA	02660	BARNSTABLE	UNITED STATES	474354		17 CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Limited Service	4503693	YARMOUTH ADMIN OFFICE BRANCH	519 STATION AVENUE	SOUTH YARMOUTH	MA	02664	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	1212042	YARMOUTH BRANCH	514 STATION AVENUE	SOUTH YARMOUTH	MA	02664	BARNSTABLE	UNITED STATES	256138		6 CAPE COD FIVE CENTS SAVINGS BANK	664206	
**CHANGE		Limited Service	4503684	MARTHA'S VINEYARD LPO BRANCH	13 BEACH STREET	VINEYARD HAVEN	MA	02568	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	768108	WELLFLEET BRANCH	345 MAIN STREET	WELLFLEET	MA	02667	BARNSTABLE	UNITED STATES	17887		4 CAPE COD FIVE CENTS SAVINGS BANK	664206	

* FR Y-10 submitted on 2/20/14

** Minor corrections made to address, no FR Y-10 warranted

Results: A list of branches for your depository institution: **CAPE COD FIVE CENTS SAVINGS BANK (ID: RSSD: 664206)**.
This depository institution is held by **CAPE COD FIVE MUTUAL COMPANY (4369080)** of **HARWICH PORT, MA**.
The data are as of **12/31/2013**. Data reflects information that was received and processed through **01/07/2014**.

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OK		Full Service (Head Office)	664206	CAPE COD FIVE CENTS SAVINGS BANK	532 ROUTE 28	HARWICH PORT	MA	02646	BARNSTABLE	UNITED STATES	16320		0	CAPE COD FIVE CENTS SAVINGS BANK	664206
OK		Full Service	665001	BREWSTER BRANCH	2745 MAIN STREET	BREWSTER	MA	02631	BARNSTABLE	UNITED STATES	291170		3	CAPE COD FIVE CENTS SAVINGS BANK	664206
OK		Full Service	665409	CENTREVILLE BRANCH	1620 FALMOUTH ROAD	CENTREVILLE	MA	02632	BARNSTABLE	UNITED STATES	291171		5	CAPE COD FIVE CENTS SAVINGS BANK	664206
OK		Full Service	666303	CHATHAM BRANCH	548 MAIN STREET	CHATHAM	MA	02633	BARNSTABLE	UNITED STATES	291168		1	CAPE COD FIVE CENTS SAVINGS BANK	664206
OK		Full Service	2312510	EAST HARWICH BRANCH	129 ROUTE 137	EAST HARWICH	MA	02645	BARNSTABLE	UNITED STATES	256140		8	CAPE COD FIVE CENTS SAVINGS BANK	664206
**CHANGE		Full Service	1908750	NORTH EASTHAM BRANCH	75 BRACKETT ROAD	NORTH EASTHAM	MA	02651	BARNSTABLE	UNITED STATES	266988		15	CAPE COD FIVE CENTS SAVINGS BANK	664206
OK		Full Service	3620892	FALMOUTH BRANCH	763 MAIN STREET	FALMOUTH	MA	02540	BARNSTABLE	UNITED STATES	432649		14	CAPE COD FIVE CENTS SAVINGS BANK	664206
**CHANGE		Full Service	140771	HYANNIS BRANCH	171 FALMOUTH ROAD	HYANNIS	MA	02601	BARNSTABLE	UNITED STATES	44302		11	CAPE COD FIVE CENTS SAVINGS BANK	664206
OK		Limited Service	4503675	MARION LPO BRANCH	163 FRONT STREET	MARION	MA	02738	PLYMOUTH	UNITED STATES	Not Required	Not Required			664206
OK		Full Service	2254363	MASHPEE COMMONS BRANCH	10 NORTH MARKET STREET	MASHPEE	MA	02649	BARNSTABLE	UNITED STATES	256142		10	CAPE COD FIVE CENTS SAVINGS BANK	664206
*DELETE	2/20/2014	Limited Service	4503666	NANTUCKET LPO BRANCH	5 BAYBERRY COURT	NANTUCKET	MA	02554	BARNSTABLE	UNITED STATES	Not Required	Not Required			664206
*CHANGE	2/20/2014	Full Service	4292540	112 PLEASANT STREET	112 PLEASANT STREET	NANTUCKET	MA	02554	NANTUCKET	UNITED STATES	518083		18	CAPE COD FIVE CENTS SAVINGS BANK	664206
*CHANGE	2/20/2014	Full Service	4372871	MAIN STREET BRANCH	ZERO MAIN STREET	NANTUCKET	MA	02554	NANTUCKET	UNITED STATES	Not Required	Not Required			664206
OK		Limited Service	4443593	OPERATIONS CENTER ORLEANS BRANCH	19 WEST ROAD	ORLEANS	MA	02653	BARNSTABLE	UNITED STATES	291169		2	CAPE COD FIVE CENTS SAVINGS BANK	664206
OK		Full Service	635206	ORLEANS BRANCH	97 CRANBERRY HIGHWAY	ORLEANS	MA	02653	BARNSTABLE	UNITED STATES	256143		12	CAPE COD FIVE CENTS SAVINGS BANK	664206
**CHANGE		Full Service	3620904	SANDWICH BRANCH	85 ROUTE 6A	SANDWICH	MA	02563	BARNSTABLE	UNITED STATES	439453		16	CAPE COD FIVE CENTS SAVINGS BANK	664206
OK		Full Service	3733484	SOUTH DENNIS BRANCH	688 MAIN STREET	SOUTH DENNIS	MA	02560	BARNSTABLE	UNITED STATES	474554		17	CAPE COD FIVE CENTS SAVINGS BANK	664206
OK		Limited Service	4503693	YARMOUTH ADMIN OFFICE BRANCH	519 STATION AVENUE	SOUTH YARMOUTH	MA	02664	BARNSTABLE	UNITED STATES	Not Required	Not Required			664206
OK		Full Service	1212043	YARMOUTH BRANCH	514 STATION AVENUE	SOUTH YARMOUTH	MA	02664	BARNSTABLE	UNITED STATES	256138		6	CAPE COD FIVE CENTS SAVINGS BANK	664206
**CHANGE		Limited Service	4503684	MARTIN'S VINEYARD LPO BRANCH	13 BEACH STREET	VINEYARD HAVEN	MA	02568	BARNSTABLE	UNITED STATES	Not Required	Not Required			664206
OK		Full Service	768104	WELLFLEET BRANCH	345 MAIN STREET	WELLFLEET	MA	02667	BARNSTABLE	UNITED STATES	17887		4	CAPE COD FIVE CENTS SAVINGS BANK	664206

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