

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, **Gary W. Gray**

Reporter's Name, Street, and Mailing Address

Connecticut River Bancorp, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Director / President

245 Main Street, PO Box 700

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.

Charlestown

NH

03603

City

State

Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Cindy Paulhus

Controller

Name

Title

603-826-1242

Area Code / Phone Number / Extension

603-826-3261

Area Code / FAX Number

cpaulhus@crbna.com

E-mail Address

www.crbna.com

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

Signature of Holding Company Director and Official

01/28/2014

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

1114502

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

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

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

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

City State Zip Code

Physical location (if different from mailing address)

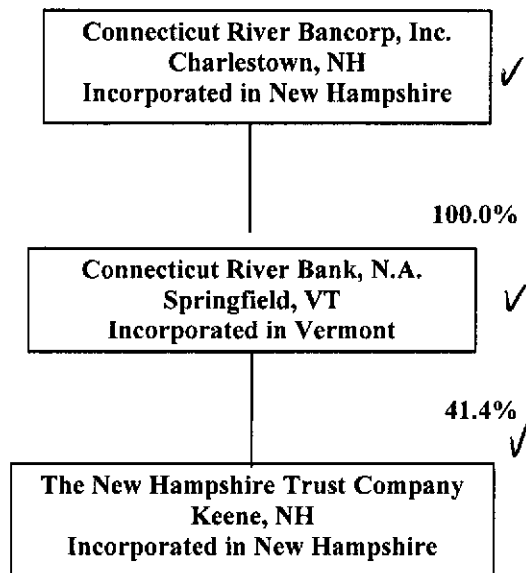
Form FR Y-6

Connecticut River Bancorp, Inc.
Charlestown, New Hampshire
Fiscal Year Ended December 31, 2013

Report Item:

1. The bank holding company prepares an annual report for its shareholders.
The report is currently being prepared, and two copies will be forwarded under separate cover.

2.a. Organizational Chart:



Results: A list of branches for your depository institution: CONNECTICUT RIVER BANK, N.A. (ID_RSSD: 40707). This depository institution is held by CONNECTICUT RIVER BANCORP, INC. (1114502) of CHARLESTOWN, NH. 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.

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)	40707	CONNECTICUT RIVER BANK, N.A.	270 RIVER STREET	SPRINGFIELD	VT	05156	WINDSOR	UNITED STATES			0	CONNECTICUT RIVER BANK, N.A.	40707
OK		Full Service	1411201	BETHLEHEM BRANCH	2212 MAIN STREET	BETHLEHEM	NH	03574	GRAFTON	UNITED STATES	249003	11	11	CONNECTICUT RIVER BANK, N.A.	40707
OK		Full Service	2505349	CHARLESTOWN BRANCH	245 MAIN STREET	CHARLESTOWN	NH	03603	SULLIVAN	UNITED STATES	208977	7	7	CONNECTICUT RIVER BANK, N.A.	40707
OK		Full Service	37305	CLAREMONT BRANCH	137 BROAD STREET	CLAREMONT	NH	03743	SULLIVAN	UNITED STATES	208973	3	3	CONNECTICUT RIVER BANK, N.A.	40707
OK		Full Service	1219443	FRANCONIA BRANCH	347 MAIN STREET	FRANCONIA	NH	03580	GRAFTON	UNITED STATES	362202	14	14	CONNECTICUT RIVER BANK, N.A.	40707
OK		Full Service	43306	KEENE BRANCH	255 WEST STREET	KEENE	NH	03431	CHESHIRE	UNITED STATES	208975	5	5	CONNECTICUT RIVER BANK, N.A.	40707
OK		Full Service	183903	LANCASTER BRANCH	235 MAIN STREET, ROUTES 3	LANCASTER	NH	03584	COOS	UNITED STATES	249001	10	10	CONNECTICUT RIVER BANK, N.A.	40707
OK		Full Service	38900	LANGDON BRANCH	181 RIVER STREET	LANGDON	NH	03602	SULLIVAN	UNITED STATES	208972	2	2	CONNECTICUT RIVER BANK, N.A.	40707
OK		Full Service	275602	LITTLETON BRANCH	8 MAIN STREET	LITTLETON	NH	03561	GRAFTON	UNITED STATES	13423	9	9	CONNECTICUT RIVER BANK, N.A.	40707
OK		Full Service	2921314	MEADOW VIEW BRANCH	618 MEADOW STREET	LITTLETON	NH	03561	GRAFTON	UNITED STATES	249004	12	12	CONNECTICUT RIVER BANK, N.A.	40707
OK		Full Service	1463095	WALPOLE BRANCH	53 MAIN STREET	WALPOLE	NH	03608	CHESHIRE	UNITED STATES	208976	6	6	CONNECTICUT RIVER BANK, N.A.	40707

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Connecticut River Bancorp, Inc.
 Charlestown, New Hampshire
 Fiscal Year Ended December 31, 2013

Report Item 3: Shareholders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2013.		Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% of more with power to vote during the fiscal year ending 12/31/2013.			
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Martha D. Haynes Montpelier, VT USA	USA	135,460 9.21%	None		
John E. Follett Springfield, VT USA	USA	140,000 9.52%			

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Connecticut River Bancorp, Inc.
 Charlestown, New Hampshire
 Fiscal Year Ended December 31, 2013

Report Item 4: Insiders

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & 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)
James Oates [Redacted]	Managing Director Wydown Group	Director Connecticut River Bank, N.A.	Director/Chairman Connecticut River Bank, N.A. Director The New Hampshire Trust Company	Director VIRTUS Mutual Funds Director Stifel Financial Director/Chairman Emerson Investment Management, Inc.	3.34%	N/A	Wydown Group - 100%
Victor St. Pierre [Redacted]	Self Employed - 5 Eagles Design, LLC	Director Connecticut River Bank, N.A.	Director Connecticut River Bank, N.A.	Owner Five Eagles Septic Design, LLC Owner Royal Eagles Development, LLC	0.34%	N/A	Five Eagles Septic Design, LLC - 100% Royal Eagles Development, LLC - 100%
Daniel X. Stannard, Jr. [Redacted]		EVP/Senior Loan Officer Connecticut River Bank, N.A.	EVP/Senior Loan Officer Connecticut River Bank, N.A.		0.07%	N/A	
Donald J. LaFontaine, Jr. [Redacted]		VP/Cashier & CFO Connecticut River Bank, N.A.	VP/Cashier & CFO Connecticut River Bank, N.A.		0.10%	N/A	

Connecticut River Bancorp, Inc.
 Charlestown, New Hampshire
 Fiscal Year Ended December 31, 2013

Report Item 4: Insiders

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & 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)
Joel J. Bedor [Redacted] Littleton NH	Treasurer Mt. Washington Railway Company	Director	Director Connecticut River Bank, N.A. Director The New Hampshire Trust Company	Member Newcombe Development, LLC Member DHB, LLC Member WJB Properties, LLC Member/Director Assist, US	0.99%	N/A	Mt. Washington Railway Company - 48% Newcombe Development, LLC - 25% DHB, LLC - 25% WJB Properties, LLC - 50% BHI, LLC - 100%
John E. Follert [Redacted] Springfield VT	Retired	Director/Chairman	Director Connecticut River Bank, N.A. Director The New Hampshire Trust Company		9.52%	N/A	
Gary W. Gray [Redacted] Westmoreland, NH		Director/President, CEO & Secretary	President/CEO Connecticut River Bank, N.A. Director/Chairman The New Hampshire Trust Company		1.96%	N/A	
Martha D. Haynes [Redacted] E. Montpelier VT	Investor	Director	Director Connecticut River Bank, N.A.		9.21%	N/A	
David Henry [Redacted] Charlestown NH	Pharmacist - Retired	Director	Director Connecticut River Bank, N.A.		0.71%	N/A	