



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, **John F. Heaps, Jr.**

Reporter's Name, Street, and Mailing Address

Florence Bancorp, MHC

Legal Title of Holding Company

85 Main Street

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

Florence

MA

01062

City

State

Zip Code

Name of the Holding Company Director and Official

President & Trustee

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:

Sarah Darling

Asst. Treasurer

Name

Title

413-587-1722

Area Code / Phone Number / Extension

413-582-9368

Area Code / FAX Number

sarah.darling@florencebank.com

E-mail Address

www.florencesavings.com

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

Signature of Holding Company Director and Official

Date of Signature

2/18/14

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.

3367106 - 279105

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

Florence Bancorp, MHC
FR Y-6 Annual Report of Bank Holding Companies
December 31, 2013

Report Item 1: Annual Report to Shareholders

Florence Bancorp is a mutual holding company, and does not prepare an annual report to shareholders.

Report Item 2a: Organization Chart

An organization chart is enclosed.

Report Item 2b: Branch List

Submitted early via email 2/14/2014. Hard copy enclosed.

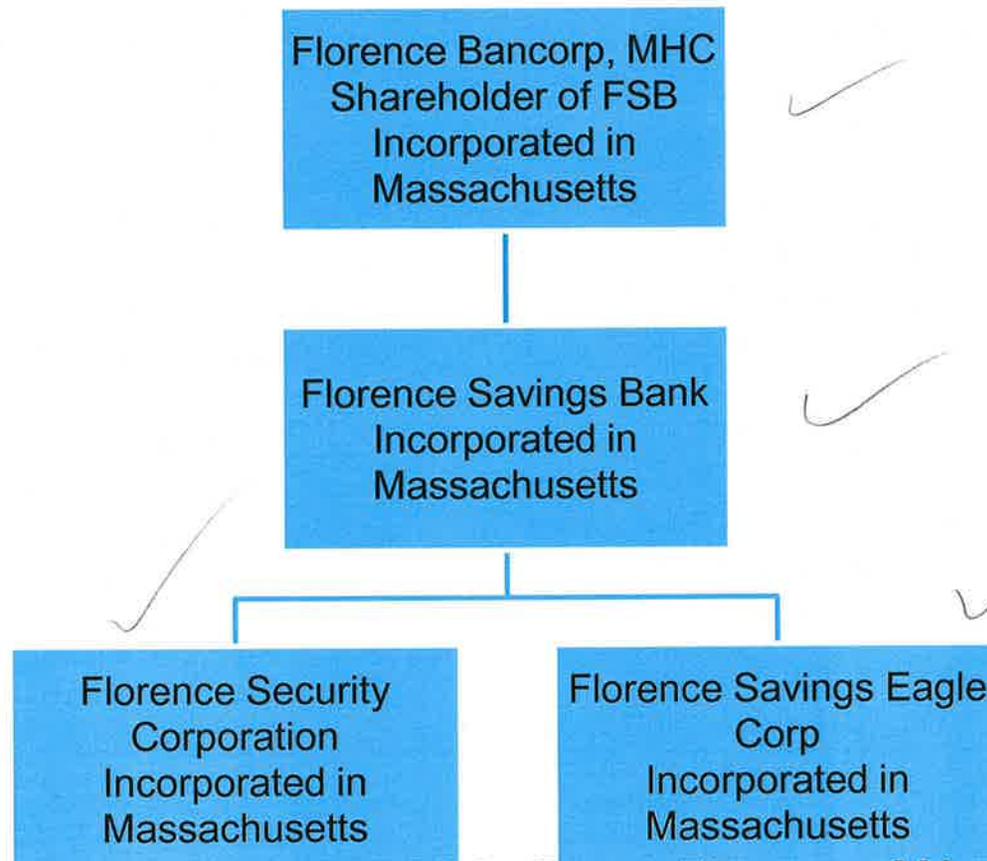
Report Item 3: Securities holders

Florence Bancorp has no shareholders; it is mutually owned.

Report Item 4: Insiders

A chart of Insiders is enclosed.

FLORENCE BANCORP , MHC & Subsidiaries



All Entities are located at 85 Main Street, Florence, MA 01062

Florence Bancorp, MHC
Insiders 12/31/2013

Director/Officer name Town and state of residence	Occupation	Position with Florence Bancorp	Position with Direct Subsidiary	Position with Indirect Subsidiary	Percentage of voting shares owned
David Alvord Plainfield, MA	Account Executive The Daily Hampshire Gazette	Trustee	Director Florence Savings Bank		N/A
Christine Aubrey Northampton, MA	Owner/Broker Real Estate	Trustee	Director Florence Savings Bank		N/A
Robert Borawski Leeds, MA	Owner, Borawski Insurance Agency	Trustee	Director Florence Savings Bank		N/A
Ruth Constantine Florence, MA	CFO, Smith College	Trustee	Director Florence Savings Bank	Director Florence Security Corp Florence Savings Eagle Corp	N/A
Kevin R Day Easthampton, MA	Treasurer Florence Savings Bank	Treasurer	Treasurer Florence Savings Bank	Treasurer Florence Security Corp Florence Savings Eagle Corp	N/A
John Ebbetts Hatfield, MA	Director of Development UMASS Fine Arts Center	Trustee	Director Florence Savings Bank		N/A
Mansour Ghalibaf Worcester, MA	Hotel Owner	Trustee	Director Florence Savings Bank	Director Florence Security Corp Florence Savings Eagle Corp	N/A
John F. Heaps, Jr. Longmeadow, MA	President Florence Savings Bank	Trustee President	President Florence Savings Bank	President Florence Security Corp Florence Savings Eagle Corp	N/A
MaryEllen Niles Howard Florence, MA	Attorney	Trustee	Director Florence Savings Bank	Director Florence Security Corp Florence Savings Eagle Corp	N/A
Thomas McCarthy Westhampton, MA	General Contractor	Trustee	Director Florence Savings Bank	Director Florence Security Corp Florence Savings Eagle Corp	N/A
Willard Plumley South Deerfield, MA	CPA	Trustee	Director Florence Savings Bank		N/A
Maureen Ryan Wise Florence, MA	Attorney	Trustee	Director Florence Savings Bank		N/A

Done

Results: A list of branches for your holding company: FLORENCE BANCORP, MHC (3367106) of FLORENCE, 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.

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)	279105	FLORENCE SAVINGS BANK	85 MAIN STREET	FLORENCE	MA	1062	HAMPSHIRE	UNITED STATES	16326	0	FLORENCE SAVINGS BANK	279105	
OK	✓	Full Service	3160071	COLLEGE STREET BRANCH	385 COLLEGE STREET	AMHERST	MA	1002	HAMPSHIRE	UNITED STATES	365670	7	FLORENCE SAVINGS BANK	279105	
OK	✓	Full Service	3220096	BELCHERTOWN BRANCH	20 GEORGE HANNUM STREET	BELCHERTOWN	MA	1007	HAMPSHIRE	UNITED STATES	425691	8	FLORENCE SAVINGS BANK	279105	
OK	✓	Full Service	999775	BANK OF EASTHAMPTON MAIN OFFICE	5 MAIN STREET	EASTHAMPTON	MA	1027	HAMPSHIRE	UNITED STATES	35342	6	FLORENCE SAVINGS BANK	279105	
OK	✓	Limited Service	278603	FLORENCE DRIVE-UP BRANCH	69 MAIN ST	FLORENCE	MA	1062	HAMPSHIRE	UNITED STATES	256159	1	FLORENCE SAVINGS BANK	279105	
OK	✓	Full Service	3716731	GRANBY BRANCH	68 PLEASANT STREET	GRANBY	MA	1033	HAMPSHIRE	UNITED STATES	463800	9	FLORENCE SAVINGS BANK	279105	
OK	✓	Full Service	2327363	HADLEY BRANCH	355 RUSSELL STREET, ROUTE 9	HADLEY	MA	1035	HAMPSHIRE	UNITED STATES	256163	5	FLORENCE SAVINGS BANK	279105	
OK	✓	Full Service	104300	KING STREET BRANCH	176 KING STREET	NORTHAMPTON	MA	1060	HAMPSHIRE	UNITED STATES	256160	2	FLORENCE SAVINGS BANK	279105	
OK	✓	Full Service	2158325	MAIN STREET BRANCH	58 MAIN STREET	NORTHAMPTON	MA	1060	HAMPSHIRE	UNITED STATES	256162	4	FLORENCE SAVINGS BANK	279105	
OK	✓	Full Service	1392645	WILLIAMSBURG BRANCH	ONE MAIN STREET	WILLIAMSBURG	MA	1096	HAMPSHIRE	UNITED STATES	256161	3	FLORENCE SAVINGS BANK	279105	