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 officer of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior officer and is also a director, the chairman of the board must sign the report.

I, John F. Heaps, Jr.,
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.

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.

Signature of Holding Company Director and Official

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

R SSD ID: 33 67106 - 279105
C.I.: 33

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2013
Month / Day / Year

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

Physical location (if different from mailing address)

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.florence savings.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:
☒ No

☐ 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.”

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 52 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2012
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


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

Florence Bancorp, MHC Shareholder of FSB Incorporated in Massachusetts

Florence Savings Bank Incorporated in Massachusetts

Florence Security Corporation Incorporated in Massachusetts
Florence Savings Eagle Corp Incorporated in Massachusetts

All Entities are located at 85 Main Street, Florence, MA 01062
<table>
<thead>
<tr>
<th>Director/Officer name</th>
<th>Town and state of residence</th>
<th>Occupation</th>
<th>Position with Florence Bancorp</th>
<th>Position with Direct Subsidiary</th>
<th>Position with Indirect Subsidiary</th>
<th>Percentage of voting shares owned</th>
</tr>
</thead>
<tbody>
<tr>
<td>David Avord</td>
<td>Plainfield, MA</td>
<td>Account Executive</td>
<td>Trustee</td>
<td>Trustee</td>
<td>Director</td>
<td>N/A</td>
</tr>
<tr>
<td>Christine Aubrey</td>
<td>Northampton, MA</td>
<td>Owner/Broker Real Estate</td>
<td>Trustee</td>
<td>Trustee</td>
<td>Director</td>
<td>N/A</td>
</tr>
<tr>
<td>Robert Borawski</td>
<td>Leeds, MA</td>
<td>Owner, Borawski Insurance Agency</td>
<td>Trustee</td>
<td>Trustee</td>
<td>Director</td>
<td>N/A</td>
</tr>
<tr>
<td>Ruth Constantine</td>
<td>Florence, MA</td>
<td>CFO, Smith College</td>
<td>Trustee</td>
<td>Trustee</td>
<td>Director</td>
<td>N/A</td>
</tr>
<tr>
<td>Kevin R Day</td>
<td>Easthampton, MA</td>
<td>Treasurer</td>
<td>Treasurer</td>
<td>Treasurer</td>
<td>Treasurer</td>
<td>N/A</td>
</tr>
<tr>
<td>John Ebbets</td>
<td>Hatfield, MA</td>
<td>Director of Development</td>
<td>Trustee</td>
<td>Trustee</td>
<td>Director</td>
<td>N/A</td>
</tr>
<tr>
<td>Mansour Ghallab</td>
<td>Worcester, MA</td>
<td>Hotel Owner</td>
<td>Trustee</td>
<td>Trustee</td>
<td>Director</td>
<td>N/A</td>
</tr>
<tr>
<td>John F. Heaps, Jr.</td>
<td>Longmeadow, MA</td>
<td>President</td>
<td>Trustee</td>
<td>Trustee</td>
<td>President</td>
<td>N/A</td>
</tr>
<tr>
<td>MaryEllen Niles Howard</td>
<td>Florence, MA</td>
<td>Attorney</td>
<td>Trustee</td>
<td>Trustee</td>
<td>Director</td>
<td>N/A</td>
</tr>
<tr>
<td>Thomas McCarthy</td>
<td>Westhampton, MA</td>
<td>General Contractor</td>
<td>Trustee</td>
<td>Trustee</td>
<td>Director</td>
<td>N/A</td>
</tr>
<tr>
<td>Willard Plume</td>
<td>South Deerfield, MA</td>
<td>CPA</td>
<td>Trustee</td>
<td>Trustee</td>
<td>Director</td>
<td>N/A</td>
</tr>
<tr>
<td>Maureen Ryan Wise</td>
<td>Florence, MA</td>
<td>Attorney</td>
<td>Trustee</td>
<td>Trustee</td>
<td>Director</td>
<td>N/A</td>
</tr>
<tr>
<td>Data Action</td>
<td>Effective Date</td>
<td>Branch Service Type</td>
<td>Branch ID_RID</td>
<td>Popular Name</td>
<td>Street Address</td>
<td>City</td>
</tr>
<tr>
<td>-------------</td>
<td>----------------</td>
<td>---------------------</td>
<td>-------------</td>
<td>-------------</td>
<td>----------------</td>
<td>------</td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>279105</td>
<td>FLORENC SAVINGS BANK</td>
<td>85 MAIN STREET</td>
<td>FLORENC</td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3160071</td>
<td>COLLEGE STREET BRANCH</td>
<td>285 COLLEGE STREET</td>
<td>AMHERST</td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3220096</td>
<td>BELCHERTOWN BRANCH</td>
<td>20 GEORGE HANNUM STREET</td>
<td>BELCHERTOWN</td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>9999757</td>
<td>BANK OF EASTHAMPTON MAIN OFFICE</td>
<td>5 MAIN STREET</td>
<td>EASTHAMPTON</td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Limited Service</td>
<td>2738603</td>
<td>FLORENC DRIVE-UP BRANCH</td>
<td>65 MAIN ST</td>
<td>FLORENC</td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3174673</td>
<td>GRANBY BRANCH</td>
<td>68 PLEASANT STREET</td>
<td>GRANBY</td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>2327893</td>
<td>HADLEY BRANCH</td>
<td>655 RUSSELL STREET, ROUTE 9</td>
<td>HADLEY</td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>1043000</td>
<td>KING STREET BRANCH</td>
<td>29 KING STREET</td>
<td>NORTHAMPTON</td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>2158321</td>
<td>MAIN STREET BRANCH</td>
<td>58 MAIN STREET</td>
<td>NORTHAMPTON</td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>1392641</td>
<td>WILLIAMSBRG BRANCH</td>
<td>ONE MAIN STREET</td>
<td>WILLIAMSBRG</td>
</tr>
</tbody>
</table>