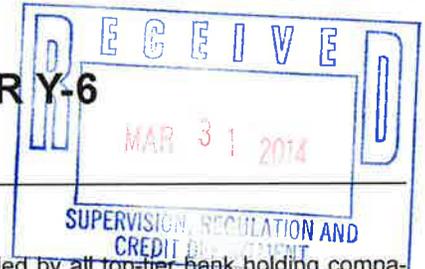


Board of Governors of the Federal Reserve System



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, Robert E. Balletto

Reporter's Name, Street, and Mailing Address

Georgetown Bancorp, Inc.

Legal Title of Holding Company

2 East Main Street

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

Georgetown MA 01833

City State Zip Code

Name of the Holding Company Director and Official

Director/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.

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:

Sharon E. Plante VP/Controller

Name Title

978-352-8600 1211

Area Code / Phone Number / Extension

978-352-4831

Area Code / FAX Number

splante@georgetownbank.com

E-mail Address

georgetownbank.com

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

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

RSSD ID 3919756 - 904201  
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:  
Item 4 (4)(c)

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

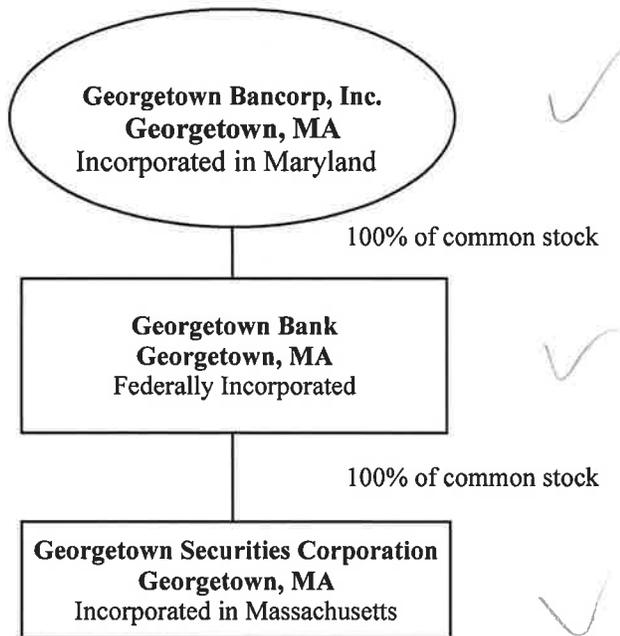
**Form FR Y-6**

**Georgetown Bancorp, Inc.**  
Georgetown, MA  
Fiscal Year Ended December 31, 2013

**Report Item**

**1:** The savings and loan holding company prepares an annual report for its shareholders and is registered with the SEC.

**2a:** Organizational Chart



**2b:** Domestic branch listing submitted to the Federal Reserve Bank via email on March 20, 2014.

**Results:** A list of branches for your depository institution: GEORGETOWN BANK (ID\_RSSD: 904201).  
 This depository institution is held by GEORGETOWN BANCORP, INC. (3919756) of GEORGETOWN, 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)	904201	GEORGETOWN BANK	2 EAST MAIN STREET	GEORGETOWN	MA	01833	ESSEX	UNITED STATES	17793				
OK	✓	Full Service	4176435	NORTH ANDOVER BRANCH	75 TURNPIKE STREET	NORTH ANDOVER	MA	01845	ESSEX	UNITED STATES	464403	0	GEORGETOWN BANK	904201	
OK	✓	Full Service	2757607	ROWLEY BRANCH	303 HAVERHILL STREET	ROWLEY	MA	01969	ESSEX	UNITED STATES	291157	2	GEORGETOWN BANK	904201	
												1	GEORGETOWN BANK	904201	

## Form FR Y-6

### Georgetown Bancorp, Inc. Fiscal Year Ended December 31, 2013

#### Report Item 3: Securities Holders

(1)(a)(b)(c) and (2)(a)(b)(c)

<b>Current securities holders with ownership, control or holdings of 5% or more with powers to vote as of fiscal year ended December 31, 2013</b>		
<b>(1)(a) Name, City, State, Country</b>	<b>(1)(b) Country of Citizenship or Incorporation</b>	<b>(1)(c) Number and percentage of Each Class of Voting Securities</b>
Georgetown Bank Employee Stock Ownership Plan Georgetown, MA, USA	USA	143,498 – 7.8% Common Stock
Stillwell Value Partners V, L.P. Stillwell Activist Fund, L.P. Stillwell Activist Investments, L.P. Stillwell Partners, L.P. Stillwell Value LLC Joseph Stillwell New York, NY, USA	USA	140,000 – 7.5% Common Stock
Sandler O'Neill Asset Management LLC Terry Maltese New York, NY, USA	USA	124,287 – 6.7% Common Stock

<b>Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ended December 31, 2013</b>		
<b>(2)(a) Name, City, State, Country</b>	<b>(2)(b) Country of Citizenship or Incorporation</b>	<b>(2)(c) Number and percentage of Each Class of Voting Securities</b>
N/A	N/A	N/A

**Form FR Y-6**

**Georgetown Bancorp, Inc.**  
Fiscal Year Ended December 31, 2013

**Report Item 4: Insiders**  
**(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)**

(1) Name City, State Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with 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 Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Robert E. Balleto Georgetown, MA USA	N/A	Director, President and Chief Executive Officer	Director, President and Chief Executive Officer, Georgetown Bank	N/A	3.1%	None	(1)
Philip J. Bryan Georgetown, MA USA	N/A	N/A	Executive Vice President, Chief Operating Officer, Georgetown Bank	N/A	0.5%	None	(1)
Keith N. Congdon Georgetown, MA USA	Certified Public Accountant	Director	Director, Georgetown Bank	President & Owner, Ambrosi Donahue Congdon & Co., P.C.	0.8%	None	(1)
Anthony S. Conte, Jr. Georgetown, MA USA.	Funeral Home Director	Director	Director, Georgetown Bank	Owner, Conte Funeral Homes, Inc.	0.1%	None	(1)
Stephen L. Flynn Georgetown, MA USA	Florist & Greenhouse	Director	Director, Georgetown Bank	President & Owner, Nunan's Florist & Greenhouse, Inc.	0.3%	None	(1)
Thomas L Hamelin Georgetown, MA USA	Mechanical Engineer	Director	Director, Georgetown Bank	N/A	0.6%	None	(1)
Joseph W. Kennedy Georgetown, MA USA	N/A	Senior Vice President, Chief Financial Officer & Treasurer	Senior Vice President, Chief Financial Officer & Treasurer, Georgetown Bank	N/A	1.5%	None	(1)

**(1) Responses to Item 4 (4)(c) can be found in the confidential volume.**

**Form FR Y-6**

**Georgetown Bancorp, Inc.**  
Fiscal Year Ended December 31, 2013

**Report Item 4: Insiders**  
**(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)**  
**(Continued)**

<b>(1) Name City, State Country</b>	<b>(2) Principal Occupation if other than with Holding Company</b>	<b>(3)(a) Title &amp; Position with Holding Company</b>	<b>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</b>	<b>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</b>	<b>(4)(a) Percentage of Voting Shares in Holding Company</b>	<b>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</b>	<b>(4)(c) List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)</b>
Marybeth McInnis, Esquire Georgetown, MA USA	Attorney	Director	Director, Georgetown Bank	Owner, McInnis Law Offices	0.6%	None	(1)
J. Richard Murphy Georgetown, MA USA	Corporate Advisory Service	Director	Director, Georgetown Bank	President & Managing Director, Grey Rock Partners, LLC	0.6%	None	(1)
Kathleen R. Sachs Georgetown, MA USA	Certified Financial Planner	Director	Director, Georgetown Bank	Founder & Principal, Sachs Financial Planning	0.3%	None	(1)
David A. Splaine Georgetown, MA USA	Insurance Agent, Consultant	Director	Director, Georgetown Bank	Partner, Ellis Insurance Agency President, Spinnaker Associates	2.1%	None	(1)
Mary L. Williams Georgetown, MA USA	College Administrator	Director	Director, Georgetown Bank	N/A	0.3%	None	(1)
Robert T/ Wyman, Esquire Georgetown, MA USA	Attorney	Director	Director, Georgetown Bank	Partner, Wyman & Barton, LLC	0.2%	None	(1)
John H. Yeaton Georgetown, MA USA	Financial Controller	Director	Director, Georgetown Bank	N/A	0.1%	None	(1)

**(1) Responses to Item 4 (4)(c) can be found in the confidential volume.**