

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, **James E. Nye**

Reporter's Name, Street, and Mailing Address

Grand Bank Corporation

Legal Title of Holding Company

91 Pleasant Street

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

Marblehead

MA

01945

City

State

Zip Code

Name of the Holding Company Director and Official

President

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:

Michael R. Spencer

Treasurer

Name

Title

781- 631- 6000-241

Area Code / Phone Number / Extension

7816392505

Area Code / FAX Number

m Spencer@ngbank.com

E-mail Address

ngbank.com

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

Signature of Holding Company Director and Official

03/28/2014

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 **1115406**
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)

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City State Zip Code

Physical location (if different from mailing address)

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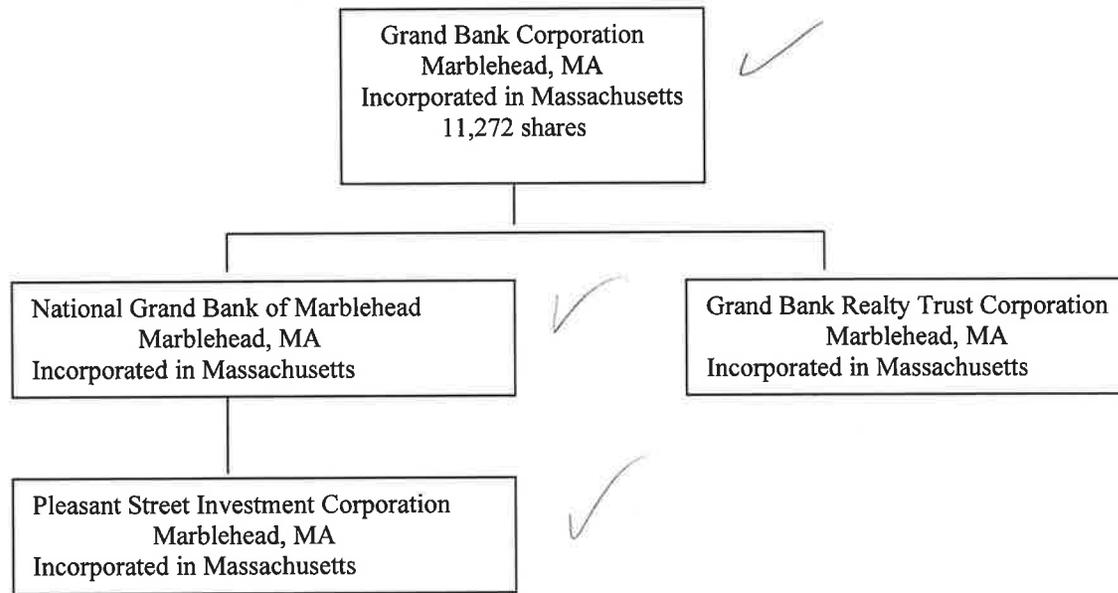
Grand Bank Corporation
Marblehead, Massachusetts
Fiscal Year Ending December 31, 2013

Report Item

1: Annual Report to Shareholders: the bank holding company prepares an annual report for its shareholders. Two copies are enclosed.

2a: Organization Chart

Grand Bank Corporation
Organization Chart



The National Grand Bank of Marblehead and Grand Bank Realty Trust are 100% owned by the Grand Bank Corporation. Pleasant Street Investment Corp is 100% owned by The National Grand Bank of Marblehead. All entities detailed above have the following address: 91 Pleasant Street, Marblehead, MA 01945

Results: A list of branches for your holding company: GRAND BANK CORPORATION (1115406) of MARBLEHEAD, MA.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 04/07/2014.



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
		Full Service (Head Office)	863607	NATIONAL GRAND BANK OF MARBLEHEAD	91 PLEASANT ST	MARBLEHEAD	MA	01945	ESSEX	UNITED STATES	1691	0	NATIONAL GRAND BANK OF MARBLEHEAD	863607	
		Limited Service	3145416	MARBLEHEAD HIGH SCHOOL BRANCH	2 HUMPHREY STREET	MARBLEHEAD	MA	01945	ESSEX	UNITED STATES	419285	1	NATIONAL GRAND BANK OF MARBLEHEAD	863607	

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Grand Bank Corporation
Marblehead, Massachusetts
Fiscal Year Ending December 31, 2013

2b: Domestic Branch Listing – report submitted via email on March 28, 2014.

3: Shareholders

Current Shareholders with ownership, control or holdings of 5% or more power to vote as of fiscal year ending December 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
Cede and Company (DTC)		2,100 shares 18.63%

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Grand Bank Corporation
Fiscal year Ending December 31, 2013

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

(1) Name & Address (City, State, Country)	(2) Principal Occupation other than <u>Holding</u> <u>Co.</u>	(3)(a) Title & Position <u>Holding Co.</u>	(3)(b) Title & Position <u>Subsidiaries</u>	(3)(c) Title & Position <u>other Businesses</u>	(4)(a) Percentage Voting Shares <u>Holding Co.</u>	(4)(b) Percentage Voting Shares <u>Subsidiaries</u>	(4)(c) Names of other Companies if >25% or more of <u>Voting Securities</u>
Ralph C. Anderson Marblehead, MA	Proprietor	Director	Director - National Grand Bank	Owner - Marblehead Trading Co. Owner - Marblehead Marine, Inc.	0.42%	N/A	N/A
Hugh P. Bishop Marblehead, MA	Self Employed	Director	Director - National Grand Bank Director - Pleasant Street Investment Corp. Trustee - Grand Bank Realty Trust	N/A	2.12%	N/A	N/A
Peter C. Brown Marblehead, MA	Proprietor	Director	Director - National Grand Bank Director - Pleasant Street Investment Corp.	Owner - Beacon Hill Import	1.30%	N/A	N/A
Ralph W. Carlton Marblehead, MA	Retired CPA	Director	Director - National Grand Bank Director - Pleasant Street Investment Corp. Trustee - Grand Bank Realty Trust	N/A	3.06%	N/A	N/A
John C. Doub Marblehead, MA	Treasurer	Director	Director - National Grand Bank Director - Pleasant Street Investment Corp.	Chairman - Market Collection Inc. d/b/a Irresistibles	1.56%	N/A	Market Collections Inc. d/b/a Irresistibles
Paul G. Gregory Marblehead, MA	Executive	Director	Director - National Grand Bank Director - Pleasant Street Investment Corp.	Vice President and General Manager - Rocket Software	1.32%	N/A	Doyle Sailmakers, Inc.
James E. Nye Marblehead, MA	President	Chairman/President	President/Director - National Grand Bank President/Director - Pleasant Street Investment Corp. Trustee - Grand Bank Realty Trust	N/A	0.58%	N/A	N/A
Charles T. Ball Marblehead, MA	Senior Vice President	Vice President	Senior Vice President - National Grand Bank	N/A	0.59%	N/A	N/A
Michael R. Spencer Haverhill, MA	Vice President/ CFO	Treasurer	Vice President/ CFO - National Grand Bank Treasurer - Pleasant Street Investment Corp. Treasurer - Grand Bank Realty Trust Treasurer Grand Bank Corporation	N/A	0.24%	N/A	N/A