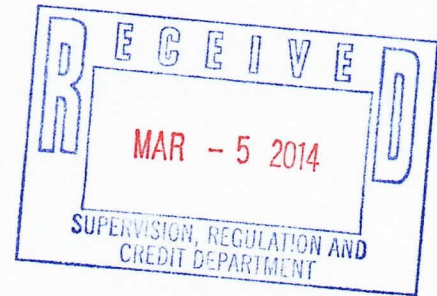




Lowell Five Bancorp, MHC
One Merrimack Plaza
Lowell, MA 01852

March 4, 2014

Federal Reserve Bank of Boston
Attention: SSI Unit, Floor H-3
P.O. Box 5582
Boston, MA 02205



RE: Y-6 Annual report of Bank Holding Companies, Lowell Five Bancorp, MHC

Lowell Five Bancorp, MHC ("MHC") and Lowell Five Bancorp, Inc. ("SHC") received The Federal Reserve Bank's approval of application to become a mutual holding company and stock bank holding company, respectively, by acquiring The Lowell Five Cent Savings Bank ("Bank") on June 9, 2011. The reorganization was successfully completed on September 1, 2011. The enclosed FR Y-6 Annual Report of Bank Holding Companies and response to report items, below, have been prepared following the Instructions for Preparation of Annual Report of Bank Holding Companies FR Y-6 General and Report Item Instructions December 2007, 2008, 2009, and 2010 ("Instructions").

The fiscal year end of Lowell Five Bancorp, MHC is December 31st. Lowell Five Bancorp, MHC reported consolidated assets of \$919,368,000 as of December 31, 2013. Lowell Five Bancorp, MHC meets all audit requirements under the FDIC's Part 363 – Annual Independent Audits and Reporting Requirements. Currently, the independent public accountant firm of McGladery and Pullen, LLP is engaged to audit the consolidated financial statements on an annual basis and prepares and presents the independent auditors' report within the stated deadline date to the Audit Committee of The Lowell Five Cent Savings Bank.

In accordance with the requirements set forth in the Instructions, we are providing the following information on behalf of the MHC, the SHC and the Bank:

Report Item 1: Lowell Five Bancorp, MHC is not registered with the SEC and does not prepare an Annual Report to Shareholders.

Report Item 2a: Please see Organization Chart

Report Item 2b: Please see Branch Report

Report Item 3(1)(2): Please see Securities Holder Report

Report Item 4: Please see Insiders Report

If you have any questions about the FR Y-6 or need additional information, please do not hesitate to contact me at 978-441-6404 or akalman@lowellfive.com.

Sincerely,

A handwritten signature in black ink, appearing to read "Alison E. Kalman", with a long horizontal flourish extending to the right.

Alison E. Kalman

Secretary, Lowell Five Bancorp, Inc.

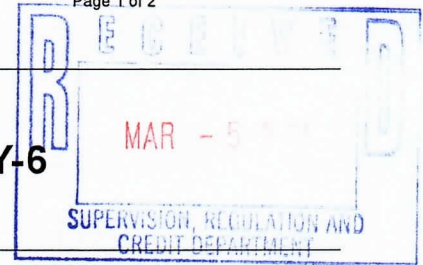
Senior Vice President, The Lowell Five Cent Savings Bank

Encl.

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.

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.

David E. Wallace

Name of the Holding Company Director and Official

President and 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.

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.

David E. Wallace

Signature of Holding Company Director and Official

03/04/2014

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 4268349
C.I. _____

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.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Lowell Five Bancorp, MHC

Legal Title of Holding Company

One Merrimack Plaza

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

Lowell

MA

01852

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Alison E. Kalman

Senior Vice President

Name

Title

978-441-6404

Area Code / Phone Number / Extension

978-441-6457

Area Code / FAX Number

akalman@lowellfive.com

E-mail Address

lowellfive.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:

- ☐ 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.

Lowell Five Bancorp, Inc.

Legal Title of Subsidiary Holding Company

One Merrimack Plaza

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

Lowell MA 01852

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)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

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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)

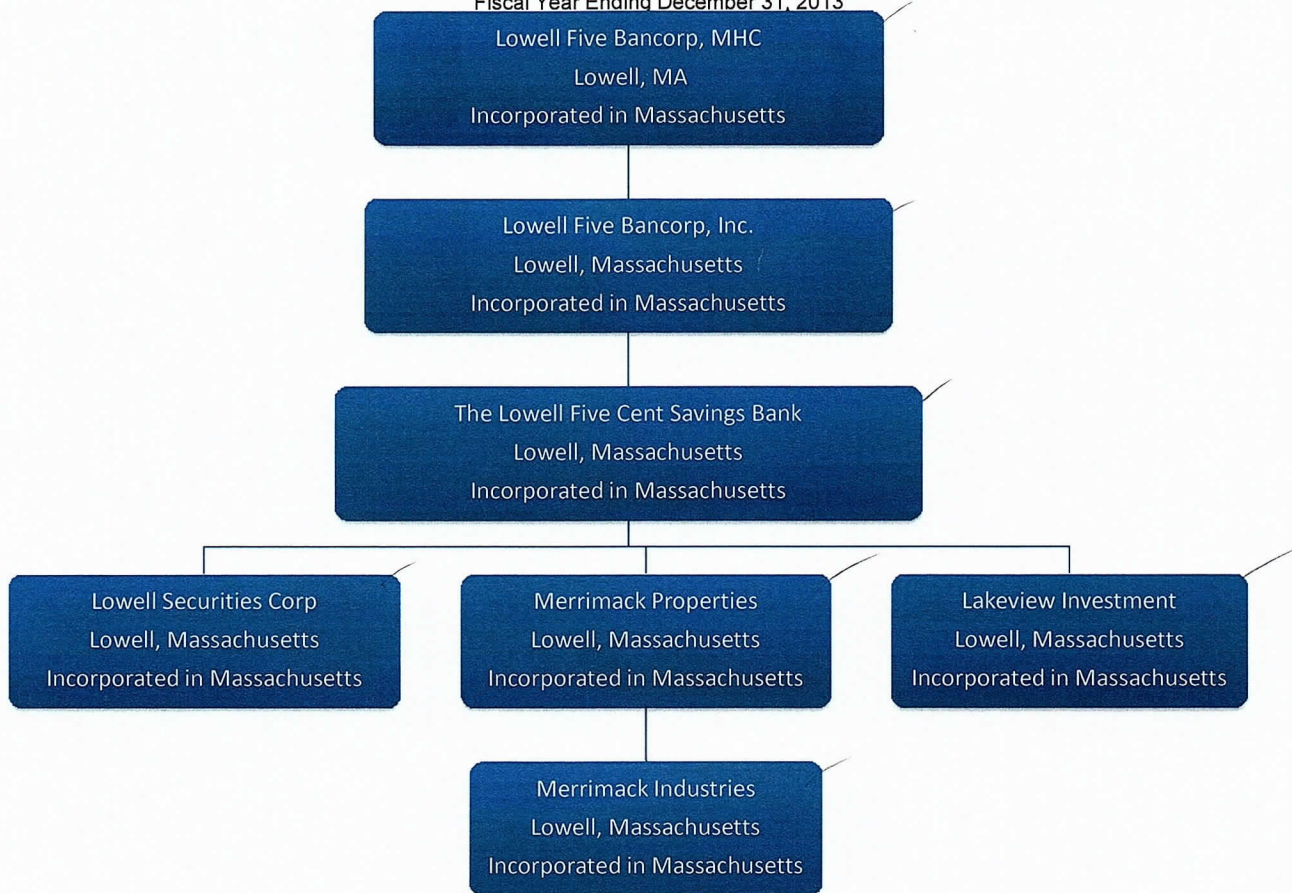
Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Form FR Y-6
Report Item 2a: Organization Chart
Lowell Five Bancorp, MHC
Lowell, Massachusetts
Fiscal Year Ending December 31, 2013



Lowell Five Bancorp, MHC

A Mutual Holding Company, owns 100% of the stock of Lowell Five Bancorp, Inc.

Lowell Five Bancorp, Inc

A mid-tier, wholly-owned Stock Corporation, owns 100% of the stock of The Lowell Five Cent Savings Bank

The Lowell Five Cent Savings Bank

A wholly-owned Savings Bank in Stock Form.

Lowell Securities Corporation

A wholly-owned subsidiary of The Lowell Five Cent Savings Bank operating as a Massachusetts securities corporation.
There is no direct or indirect extensions of credit to this affiliate.
There are no loans to third parties.

Merrimack Properties

A wholly-owned subsidiary of The Lowell Five Cent Savings Bank holding certain real property under lease.
There is no direct or indirect extensions of credit to this affiliate.
There are no loans to third parties.

Merrimack Industries

A wholly-owned subsidiary of Merrimack Properties holding an investment in Northeast Retirement Association.
There is no direct or indirect extensions of credit to this affiliate.
There are no loans to third parties.

Lakeview Investment

A wholly-owned subsidiary of The Lowell Five Cent Savings Bank holding certain real property under lease.
There is no direct or indirect extensions of credit to this affiliate.
There are no loans to third parties.

Results: A list of branches for your depository institution: **LOWELL FIVE CENT SAVINGS BANK, THE (ID_RSSD: 923707)**.
This depository institution is held by **LOWELL FIVE BANCORP INC (4268358) of LOWELL, 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
CHANGE		Full Service (Head Office)	923707	LOWELL FIVE CENT SAVINGS BANK, THE ✓	34 JOHN STREET	LOWELL	MA	1852	MIDDLESEX	UNITED STATES	17817		0 LOWELL FIVE CENT SAVINGS BANK, THE		
OK		Full Service	739506	BILLERICA BRANCH ✓	700 BOSTON ROAD	BILLERICA	MA	1821	MIDDLESEX	UNITED STATES	291264		1 LOWELL FIVE CENT SAVINGS BANK, THE	923707	
OK		Full Service	799603	CHELMSFORD BRANCH ✓	23 FLETCHER STREET	CHELMSFORD	MA	1824	MIDDLESEX	UNITED STATES	291265		2 LOWELL FIVE CENT SAVINGS BANK, THE	923707	
OK		Full Service	801403	DRA CUT BRANCH ✓	2021 LAKEVIEW AVENUE	DRA CUT	MA	1826	MIDDLESEX	UNITED STATES	291269		6 LOWELL FIVE CENT SAVINGS BANK, THE	923707	
OK		Full Service	4390941	HAVERHILL BRANCH ✓	750 MAIN STREET	HAVERHILL	MA	1830	ESSEX	UNITED STATES	Not Required	Not Required	LOWELL FIVE CENT SAVINGS BANK, THE	923707	
OK		Full Service	647807	WOOD STREET BRANCH ✓	13 WOOD STREET	LOWELL	MA	1851	MIDDLESEX	UNITED STATES	291271		8 LOWELL FIVE CENT SAVINGS BANK, THE	923707	
OK		Full Service	4480833	NORTH ANDOVER BRANCH ✓	498 CHICKERING ROAD	NORTH ANDOVER	MA	1845	ESSEX	UNITED STATES	Not Required	Not Required	LOWELL FIVE CENT SAVINGS BANK, THE	923707	
OK		Full Service	740801	NORTH CHELMSFORD OFFICE ✓	20 GROTON ROAD	NORTH CHELMSFORD	MA	1863	MIDDLESEX	UNITED STATES	291266		3 LOWELL FIVE CENT SAVINGS BANK, THE	923707	
OK		Full Service	3167520	PEPPERELL BRANCH ✓	65 GROTON STREET	PEPPERELL	MA	1463	MIDDLESEX	UNITED STATES	366328		11 LOWELL FIVE CENT SAVINGS BANK, THE	923707	
OK		Full Service	4390950	STADIUM PLAZA BRANCH ✓	10 MAIN STREET	TEWKSBURY	MA	1876	MIDDLESEX	UNITED STATES	442253		12 LOWELL FIVE CENT SAVINGS BANK, THE	923707	
OK		Full Service	985901	TEWKSBURY BRANCH ✓	1725 MAIN STREET	TEWKSBORO	MA	1879	MIDDLESEX	UNITED STATES	291268		5 LOWELL FIVE CENT SAVINGS BANK, THE	923707	
CHANGE		Limited Service	1464029	GREATER LOWELL TECH HIGH BRANCH ✓	250 PAWTUCKET BOULEVARD	WYOMING	MA	1887	MIDDLESEX	UNITED STATES	291273		10 LOWELL FIVE CENT SAVINGS BANK, THE	923707	
OK		Full Service	4439381	NASHOBA BRANCH ✓	100 LITTLETON ROAD	WESTFORD	MA	1886	MIDDLESEX	UNITED STATES	Not Required	Not Required	LOWELL FIVE CENT SAVINGS BANK, THE	923707	
OK		Full Service	1219210	WESTFORD BRANCH ✓	499 GROTON ROAD	WESTFORD	MA	1887	MIDDLESEX	UNITED STATES	291270		9 LOWELL FIVE CENT SAVINGS BANK, THE	923707	
OK		Full Service	924209	WILMINGTON BRANCH ✓	270 MAIN STREET	WILMINGTON	MA	1887	MIDDLESEX	UNITED STATES	291270		7 LOWELL FIVE CENT SAVINGS BANK, THE	923707	
OK		Full Service	4404996	NASHUA BRANCH ✓	125 E. DUNSTABLE ROAD	NASHUA	NH	3062	HILLSBOROUGH	UNITED STATES	531007		16 LOWELL FIVE CENT SAVINGS BANK, THE	923707	
ADD	8/29/2012	Limited Service		NASHOBA BRANCH	100 LITTLETON ROAD	WESTFORD	MA	1886	MIDDLESEX	UNITED STATES			LOWELL FIVE CENT SAVINGS BANK, THE	923707	

The Lowell Five Cent Savings Bank

Fiscal Year Ending December 31, 2013

Report Item 3: Securities holders

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

Current securities holders 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% or more with power to vote during the fiscal year ending 12-31-2013.
<div>(1)(b) Country of</div> <div>(1)(a) Name, City, State, Country</div> <div>Citizenship or Incorporation</div> <div>(1)(c) Number and Percentage of Each Class of Voting Securities</div>	<div>(1)(b) Country of</div> <div>(1)(a) Name, City, State, Country</div> <div>Citizenship or Incorporation</div> <div>(1)(c) Number and Percentage of Each Class of Voting Securities</div>
No shares outstanding - 100% wholly owned by Lowell Five Bancorp, Inc.	

Report Item 3: Securities holders

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

Current securities holders 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% or more with power to vote during the fiscal year ending 12-31-2013.
<div>(1)(b) Country of</div> <div>(1)(a) Name, City, State, Country</div> <div>Citizenship or Incorporation</div> <div>(1)(c) Number and Percentage of Each Class of Voting Securities</div>	<div>(1)(b) Country of</div> <div>(1)(a) Name, City, State, Country</div> <div>Citizenship or Incorporation</div> <div>(1)(c) Number and Percentage of Each Class of Voting Securities</div>
No shares outstanding - 100% wholly owned by Lowell Five Bancorp, MHC.	

Form FR Y-6
Lowell Five Bancorp, Inc.
Fiscal Year Ending 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 Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position w/other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities are held
Robert A. Caruso							
North Hampton, NH, USA		Chairman & Chief Executive Officer	Chairman, Chief Executive Officer & Director TLFCBSB*	n/a	n/a	n/a	n/a
James A. Cassin							
Lowell, MA, USA		Retired school superintendent	Director	Director, TLFCBSB*	n/a	n/a	n/a
Tracey W. Cody							
N. Chelmsford, MA, USA		School teacher	Director	School teacher - Town of Chelmsford	n/a	n/a	n/a
James G. Cullen							
N. Chelmsford, MA, USA		Accountant	Director	Director, TLFCBSB*	Owner - James G. Cullen, CPA	n/a	n/a
Robert A. Donovan							
New London, NH		Retired hospital CEO	Director	Director, TLFCBSB*	n/a	n/a	n/a
James W. Flood							
Lowell, MA, USA		Attorney	Director	Owner- Flood Law Office, P.C.	n/a	n/a	n/a
William Gilet							
N. Chelmsford, MA, USA		Insurance broker	Director	Partner -- Gilet Bro.'s, The Mill and Roger Welch Ins. Agency	Director TLFCBSB*	n/a	n/a
Paul F. Gleason							
Chelmsford, MA, USA		Insurance broker	Director	Owner -- Gleason Insurance Agency	Director TLFCBSB*	n/a	n/a

Form FR Y-6

Lowell Five Bancorp, Inc.

Fiscal Year Ending December 31, 2013

James A. Hall Lowell, MA, USA	Attorney	Director	Director and Corporate Counsel TLFCSB*	Owner -- Qua, Hall, Harvey & Walsh	n/a	n/a	n/a
Alison E. Kalman Nashua, NH, USA	Secretary	Secretary	Secretary, Lowell five Bancorp, Inc. and SVP, TLFCSB*	n/a	n/a	n/a	n/a
George B. Leahey Tewksbury, MA, USA	Attorney	Director	Director TLFCSB*	Owner -- The Law Office of George B. Leahey	n/a	n/a	n/a
A. Justin McCarthy Westford, MA, USA	Attorney	Director	Director, TLFCSB*	Owner -- The Law Office of A. Justin McCarthy, P.C.	n/a	n/a	n/a
Dennis McHugh Chelmsford, MA, USA	Attorney	Director	Director, TLFCSB*	Owner - Law Office of Dennis E. McHugh	n/a	n/a	n/a
Thomas F. McKay Salisbury, MA, USA	Retired	Director	Director, TLFCSB*	Retired Executive Director -- Lowell Memorial Auditorium	n/a	n/a	n/a
Louis F. Perriello Andover, MA, USA	Retired education coordinator	Director	Director, TLFCSB*	n/a	n/a	n/a	n/a
Michael S. Reilly Andover, MA, USA	Insurance sales	Director	Director, TLFCSB*	EVP -- Fred C. Church	n/a	n/a	n/a
Peter B. Robinson Bedford, MA, USA	Retired attorney	Director	Director, TLFCSB*	n/a	n/a	n/a	n/a
James C. Shannon, III N. Chelmsford, MA, USA	Accountant	Director	Director, TLFCSB*	Owner -- Shannon & Associates, CPAs	n/a	n/a	n/a

Form FR Y-6
Lowell Five Bancorp, Inc.
Fiscal Year Ending December 31, 2013

Maura D. Sweeney Reading, MA, USA	Director	Director, and SVP TLFCSB*	n/a	n/a	n/a	n/a
David E. Wallace Dunstable, MA, USA	Director & President	Director, President, TLFCSB*	n/a	n/a	n/a	n/a
Jay R. Wallace Danvers, MA, USA	Mechanical designer	Director	Director, TLFCSB* VSEA	Mechanical designer -- n/a	n/a	n/a
Kendall M. Wallace Lowell, MA, USA	Newspaper publication	Director	Director, TLFCSB*	Chairman -- The Lowell Sun n/a	n/a	n/a
Diane L. Walker Reading, MA, USA	CFO & Treasurer	Chief Financial Officer & Treasurer, TLFCSB*	n/a	n/a	n/a	n/a

*The Lowell Five Cent Savings Bank