

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):

October 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Middlesex Bancorp, MHC

Legal Title of Holding Company

6 Main Street

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

Natick

MA

01760

City

State

Zip Code

Physical location (if different from mailing address)

I, John R. Heerwagen

Name of the Holding Company Director and Official

Chairman, 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.

Person to whom questions about this report should be directed:

Gina Mazzarò

AVP

Name

Title

508-315-5313

Area Code / Phone Number / Extension

508-651-3359

Area Code / FAX Number

gmazzaro@middlesexbank.com

E-mail Address

www.middlesexbank.com

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

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

01/29/2014

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

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

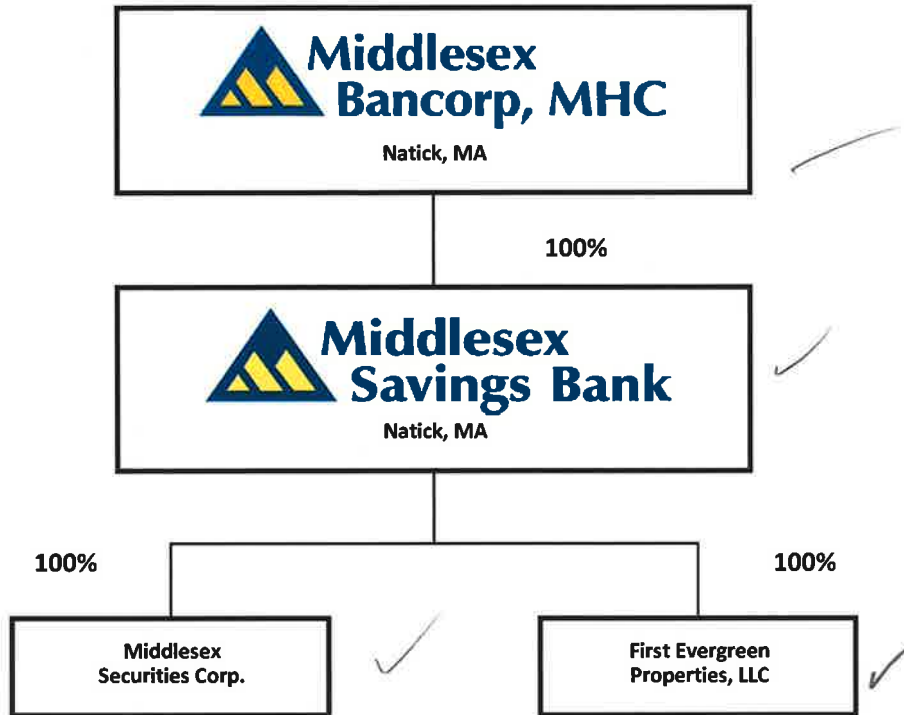
Form FR Y-6

Middlesex Bancorp, MHC  
Natick, Massachusetts  
Fiscal Year Ending October 31, 2013

Report Item

1. The Bank Holding Company annual Report.
- 2.a. Organization Chart is included.
- 2.b. Domestic Branch Listing is included.
3. Securities Holders - N/A
4. Insider report is included.

Form FR Y-6  
Middlesex Bancorp, MHC  
Natick, Massachusetts  
Fiscal Year Ending October 31, 2013



**Form FR Y-6**  
**Middlesex Bancorp, MHC**  
**Fiscal Year Ending October 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 (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank 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)
Peter M. Burke Natick, Ma	Developer Real Estate Broker	Trustee	Director Middlesex Savings Bank	President B&B Land Corp Wainut Hill Management Corp	N/A	N/A	B&B Land Corp 50% Wainut Hill Management Corp 50%
Robert E. Carr Concord, MA	Retired	Trustee	Director Middlesex Savings Bank	N/A	N/A	N/A	
Arthur J. Chaves Natick, MA	Accountant	Trustee	Director Middlesex Savings Bank	Treasurer/COO Coan, Inc.	N/A	N/A	N/A
Joan M. Craig West Chatham, MA	Retired	Trustee	Director Middlesex Savings Bank	N/A	N/A	N/A	N/A
Arthur B. Fair III Natick, MA	Insurance Agent	Trustee	Director Middlesex Savings Bank	President Fair & Yeager Insurance Agency, Inc.	N/A	N/A	Fair & Yeager Insurance Agency 100%
George F. Fiske, Jr. Sherborn, MA	Financial Services	Trustee	Director Middlesex Savings Bank	President Fiske Capital Mgmt.	N/A	N/A	Boggastow Farm LLC 100% George Clark House, Inc 100% Fiske Investment Co 100% Fiske Capital Management, Inc 100%
Carolyn Hatch Flood Concord, MA	Managing Director	Trustee	Director Middlesex Savings Bank	Emerson Umbrella	N/A	N/A	N/A
Paul J. Gerry, Jr. Natick, MA	CPA	Trustee	Director Middlesex Savings Bank	Partner Patterson & Gerry, CPAs LLC.	N/A	N/A	276 Union Ave LLC 50%
Anisia Gifford Medfield, MA	Interior Designer Real Estate Sales	Trustee	Director Middlesex Savings Bank	Owner Anisia Gifford Interiors Realtor Hammond Real Estate	N/A	N/A	Anisia Gifford Interiors 100%
Janice P. Guy Foxborough, MA	Software Engineering	Trustee	Director Middlesex Savings Bank	President & CEO P31, Inc.	N/A	N/A	N/A
John R. Heerwagen Sudbury, MA	N/A	Chairman, President & CEO	Chairman, President & CEO Middlesex Savings Bank	N/A	N/A	N/A	N/A
Kenneth C. A. Isaacs Lincoln, MA	Investment Advisor	Trustee	N/A	Investment Advisor Massachusetts Finance Group	N/A	N/A	N/A
William W. Jackson Lexington, MA	Real Estate & Property Management	Trustee	Director Middlesex Savings Bank	President William Jackson Associates	N/A	N/A	N/A
A. James Lavoie * Ft. Myers, FL	Retired	Trustee	Director Middlesex Savings Bank	N/A	N/A	N/A	N/A
Eugene R. Liscombe Medway, MA	CPA	Trustee	N/A	CPA Liscombe & Parrella, LLC	N/A	N/A	Liscombe & Parrella, LLC 50%

(1) Name, City, State, Country	(2) Principal Occupation if other than with Bank Holding Company Manufacturing	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses) Owner	(4)(a) Percentage of Voting Shares in Bank 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)
Richard J. Napoli Acton, MA	Specialty Foods & Farmers Market	Trustee	Director	Dean of Admissions Bentley College	N/A	N/A	N/A
Raymond L. Page Stirling, MA	CPA Business Consultant	Trustee	Director	Owner/CFO Idylwild Farm, Inc	N/A	N/A	N/A
Richard M. Presti Sturbury, MA	Real Estate Advisor	Trustee	Director	Self-employed	N/A	N/A	N/A
Lauren Stiller Rikleen Wayland, MA	Attorney	Trustee	Director	President Chapel Partners, Inc	N/A	N/A	Dornus, LLC 100% 160 Lincoln Road LLC 100% 66 Commonwealth Ave LLC 100%
Carl W. Schnapp Holliston, MA	Retired	Trustee	Director	Executive Director - Rikleen Institute for Strategic Leadership Visiting Scholar at Boston College Center for Work and Family	N/A	N/A	Rikleen Institute 100%
Betty C. Scott Natick, MA	Certified Picture Framer	Trustee	Director	Owner The Frame Shop & Gallery	N/A	N/A	The Frame Shop & Gallery 100%
Kelly A. Verdolino Medway, MA	Food Broker	Trustee	Director	Mgr Customer Svc & Administration Old Colony Foods, Inc.	N/A	N/A	N/A
William G. Wilkinson Townsend, MA	Retired	Trustee	Director/Clerk of the Corporation	N/A	N/A	N/A	N/A
Brian D. Lanigan Acton, MA	N/A	1st Executive Vice President & Chief Operating Officer	1st Executive Vice President & Chief Operating Officer	N/A	N/A	N/A	N/A
Charles R. Bauer Cummaguid, MA	N/A	Executive Vice President Chief Technology Officer	Executive Vice President Chief Technology Officer	N/A	N/A	N/A	N/A
Karen M. Curtis Frammingham, MA	N/A	Executive Vice President & Chief Human Resources Officer	Executive Vice President & Chief Human Resources Officer	N/A	N/A	N/A	N/A
David G. Falwell Natick, MA	N/A	Executive Vice President Chief Lending Officer	Middlesex Savings Bank Executive Vice President Chief Lending Officer	N/A	N/A	N/A	N/A
Brian D. Stewart Walpole, MA	N/A	Executive Vice President Chief Investment Officer	Executive Vice President Chief Investment Officer	N/A	N/A	N/A	N/A
Ian D. Hecker Wayland, MA	N/A	Senior Vice President & Bank Counsel	Senior Vice President & Bank Counsel	N/A	N/A	N/A	N/A

(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 (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank 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)
David R. Keller Wilmington, MA	N/A	Senior Vice President Credit Administration	Senior Vice President Credit Administration Middlesex Savings Bank	N/A	N/A	N/A	N/A
Antonio Battista Easton, MA	N/A	Senior Vice President & Director of Internal Audit	Senior Vice President & Director of Internal Audit Middlesex Savings Bank	N/A	N/A	N/A	N/A

\* A. James Laviole resigned effective 12/31/13

Results: A list of branches for your depository institution: MIDDLESEX SAVINGS BANK (ID\_RSSD: 888002). This depository institution is held by MIDDLESEX BANKCORP MHC (9932072) of NANTUCKET, MA. The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

**Reconciliation and Verification Status**

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 date of 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)	888002	MIDDLESEX SAVINGS BANK	6 MAIN ST	NANTUCKET	MA	01760	MIDDLESEX	UNITED STATES	127724				
		Full Service	680701	ACTION BRANCH	577 MASSACHUSETTS AVE	ACTION	MA	01720	MIDDLESEX	UNITED STATES	293312		01 MIDDLESEX SAVINGS BANK	888002	
		Full Service	180304	SHOPPING CENTER BRANCH	291 MAIN STREET	ACTION	MA	01720	MIDDLESEX	UNITED STATES	291072		1 MIDDLESEX SAVINGS BANK	888002	
		Full Service	701506	ASHLAND BRANCH	2 W UNION ST	ASHLAND	MA	01721	MIDDLESEX	UNITED STATES	291344		7 MIDDLESEX SAVINGS BANK	888002	
		Full Service	3483761	GREAT ROAD BRANCH	186 GREAT ROAD	BELFORD	MA	01730	MIDDLESEX	UNITED STATES	454325		28 MIDDLESEX SAVINGS BANK	888002	
		Full Service	2822943	BELINGHAM BRANCH	267 HARTFORD AVENUE	BELINGHAM	MA	02019	NORFOLK	UNITED STATES	291310		36 MIDDLESEX SAVINGS BANK	888002	
		Full Service	3431025	BOXBOROUGH BRANCH	629 MASSACHUSETTS AVENUE	BOXBOROUGH	MA	01719	MIDDLESEX	UNITED STATES	451216		27 MIDDLESEX SAVINGS BANK	888002	
		Full Service	7490001	CONCORD BRANCH	64 MAIN ST	CONCORD	MA	01742	MIDDLESEX	UNITED STATES	291075		4 MIDDLESEX SAVINGS BANK	888002	
		Full Service	856805	W CONCORD BRANCH	1208 MAIN ST	CONCORD	MA	01742	MIDDLESEX	UNITED STATES	291073		2 MIDDLESEX SAVINGS BANK	888002	
		Full Service	3435818	CONNECTICUT PATH BRANCH	235 OLD CONNECTICUT PATH	FRAMMINGHAM	MA	01701	MIDDLESEX	UNITED STATES	449892		26 MIDDLESEX SAVINGS BANK	888002	
		Full Service	1891670	FRAMMINGHAM BRANCH	899 EDGELL	FRAMMINGHAM	MA	01701	MIDDLESEX	UNITED STATES	275084		15 MIDDLESEX SAVINGS BANK	888002	
		Full Service	4124968	ROUTE 9 BRANCH	598 WORCESTER ROAD	FRAMMINGHAM	MA	01702	MIDDLESEX	UNITED STATES	468989		29 MIDDLESEX SAVINGS BANK	888002	
		Full Service	1933580	FRANKLIN VILLAGE SHOPPING CENTER	1000 FRANKLIN VILLAGE DRIVE	FRANKLIN	MA	02038	NORFOLK	UNITED STATES	291326		33 MIDDLESEX SAVINGS BANK	888002	
		Full Service	2869715	GROTON BRANCH	112 BOSTON ROAD	GROTON	MA	01450	MIDDLESEX	UNITED STATES	291082		21 MIDDLESEX SAVINGS BANK	888002	
		Full Service	617504	HOLLISTON OFFICE	830 WASHINGTON STR	HOLLISTON	MA	01246	MIDDLESEX	UNITED STATES	291215		17 MIDDLESEX SAVINGS BANK	888002	
		Full Service	651402	HOPKINTON BRANCH	10 MAIN ST	HOPKINTON	MA	01748	MIDDLESEX	UNITED STATES	27808		16 MIDDLESEX SAVINGS BANK	888002	
		Full Service	2947529	LITTLETON BRANCH	308 GREAT ROAD	LITTLETON	MA	01460	MIDDLESEX	UNITED STATES	358234		24 MIDDLESEX SAVINGS BANK	888002	
		Full Service	6841203	MAYNARD BRANCH	17 NASON ST	MAYNARD	MA	01754	MIDDLESEX	UNITED STATES	17826		8 MIDDLESEX SAVINGS BANK	888002	
		Full Service	1003400	POWDER MILL BRANCH	72 POWDER MILL ROAD	MAYNARD	MA	01754	MIDDLESEX	UNITED STATES	291318		11 MIDDLESEX SAVINGS BANK	888002	
		Full Service	3431034	MEDFIELD BRANCH	495 MAIN STREET	MEDFIELD	MA	02052	NORFOLK	UNITED STATES	291083		22 MIDDLESEX SAVINGS BANK	888002	
		Full Service	760108	MEDWAY MAIN STREET BRANCH	81 MAIN ST	MEDWAY	MA	02053	NORFOLK	UNITED STATES	17826		30 MIDDLESEX SAVINGS BANK	888002	
		Full Service	1223909	MILLISTON BRANCH	364 MILLISTON ROAD	MILLIS	MA	02054	NORFOLK	UNITED STATES	291076		14 MIDDLESEX SAVINGS BANK	888002	
		Full Service	3160259	CHESTNUT STREET BRANCH	50 CHESTNUT STREET	MEDFORD	MA	02492	NORFOLK	UNITED STATES	365298		29 MIDDLESEX SAVINGS BANK	888002	
		Full Service	2701150	SOUTHBOROUGH BRANCH	162 COMBATTLE ROAD	SOUTHBOROUGH	MA	01772	WORCESTER	UNITED STATES	291081		18 MIDDLESEX SAVINGS BANK	888002	
		Full Service	3820450	SUDBURY BRANCH	454 BOSTON POST ROAD	SUDBURY	MA	01776	MIDDLESEX	UNITED STATES	291079		20 MIDDLESEX SAVINGS BANK	888002	
		Full Service	952707	WAYLAND BRANCH	150 COMMONWEALTH ROAD	WAYLAND	MA	01778	MIDDLESEX	UNITED STATES	291077		13 MIDDLESEX SAVINGS BANK	888002	
		Full Service	4516929	WAYLAND CENTER BRANCH	1 ANDREW AVENUE	WAYLAND	MA	01778	MIDDLESEX	UNITED STATES	Not Required	Not Required		38 MIDDLESEX SAVINGS BANK	888002
		Full Service	2331487	WESTLEY BRANCH	278 WASHINGTON STREET	WESTLEY	MA	02481	NORFOLK	UNITED STATES	531354		3 MIDDLESEX SAVINGS BANK	888002	
		Full Service	764704	WESTFORD BRANCH	160 LITTLETON RD	WESTFORD	MA	01886	MIDDLESEX	UNITED STATES	291074		3 MIDDLESEX SAVINGS BANK	888002	