

APR 03 2014



Supervision, Regulation and
Credit Department

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, Thomas S. Leavitt

Reporter's Name, Street, and Mailing Address

MountainOne Financial, MHC

Name of the Holding Company Director and Official

President & CEO

Legal Title of Holding Company

93 Main Street, P.O.Box 997

Title of the Holding Company Director and Official

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

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.

North Adams

MA

01247

City

State

Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Debra Wooley

SVP/Controller

Name

Title

413-663-2126

Area Code / Phone Number / Extension

413-663-2125

Area Code / FAX Number

deb.wooley@mountainone.com

E-mail Address

www.mountainone.com

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

Signature of Holding Company Director and Official

MARCH 31, 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 2634212
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.

MountainOne Financial, Inc.

Legal Title of Subsidiary Holding Company

93 Main Street, P.o.Box 997

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

North Adams

MA

01247

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

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

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

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)

Report Item

1(a): Form 10-K filed with the SEC
None

1(b): Annual Report to Shareholders
None

2: Organization Chart
See Attached

2b: Domestic Branch Listing – Attached (Also e-mailed to Eileen Mahoney -
Eileen.Mahoney@bos.frb.org)

3: Shareholders
None – MountainOne Financial Partners is a mutual holding company.

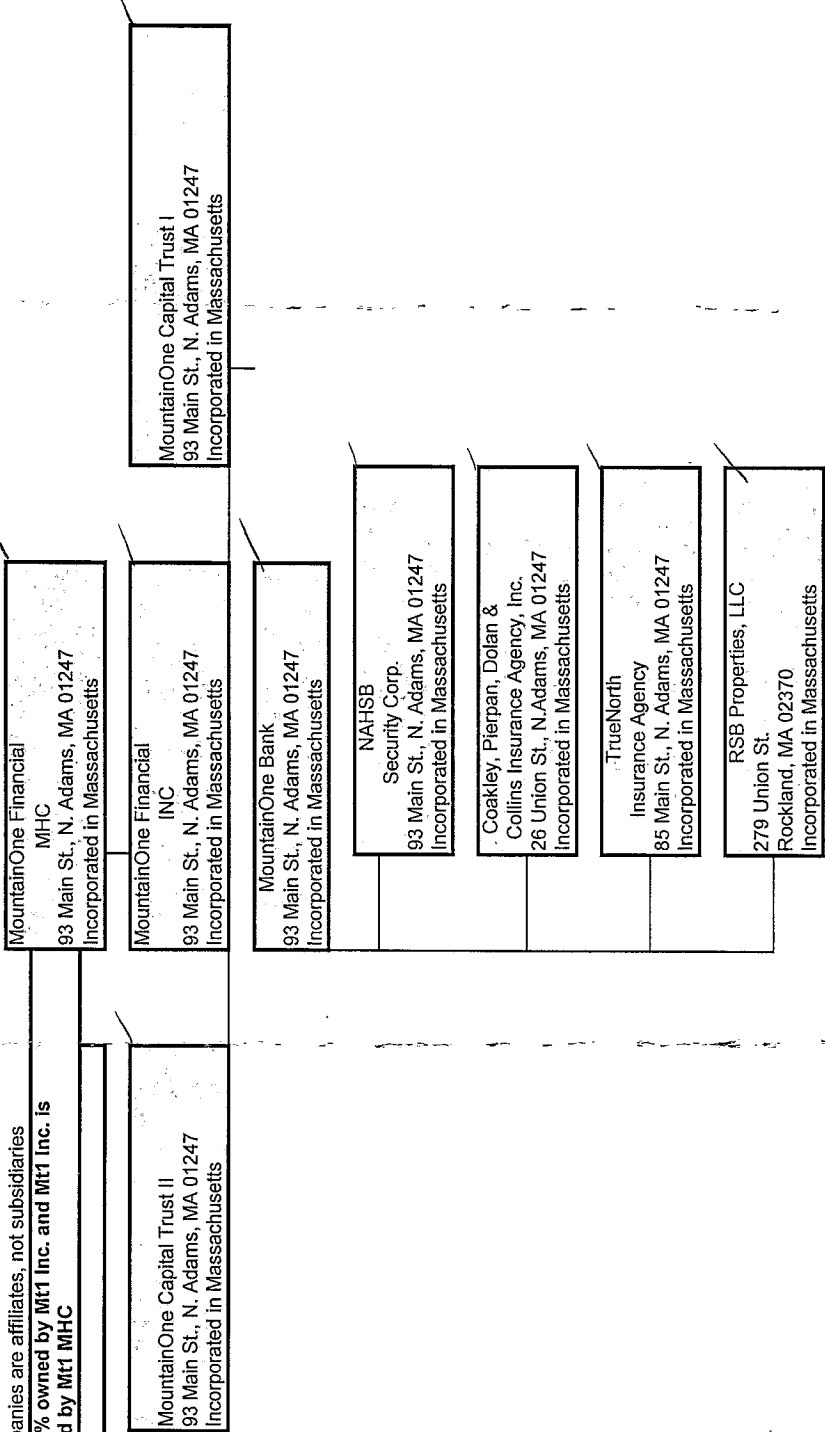
4: Directors and officers
See Attached

8/1/2013

MOUNTAINONE FINANCIAL PARTNERS, MHC

*Trust Companies are affiliates, not subsidiaries

Bank is 100% owned by Mt1 Inc. and Mt1 Inc. is 100% owned by Mt1 MHC



Results: A list of branches for your depository institution: MOUNTAINONE BANK (ID: RSSD: 97804).
 This depository institution is held by MOUNTAINONE FINANCIAL, MHC (2634212) of NORTH ADAMS, 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)	97804	MOUNTAINONE BANK	93 MAIN ST	NORTH ADAMS	MA	1247	BERKSHIRE	UNITED STATES	17843	0	MOUNTAINONE BANK	97804	
OK		Full Service	4511447	BRANCH	111 SILVER LAKE BLVD.	PITTSFIELD	MA	1201	BERKSHIRE	UNITED STATES	Not Required	Not Required	MOUNTAINONE BANK	97804	
OK		Full Service	2983442	HANCOCK STREET BRANCH	77 GRANITE STREET	QUINCY	MA	2169	NORFOLK	UNITED STATES	Not Required	Not Required	MOUNTAINONE BANK	97804	
OK		Full Service	551904	SOUTH COASTAL MAIN OFFICE	275 UNION ST	ROCKLAND	MA	2370	PLYMOUTH	UNITED STATES	Not Required	Not Required	MOUNTAINONE BANK	97804	
Close	6/28/2013	Full Service	355001	SITUATE OFFICE	54 FRONT ST	SITUATE	MA	2066	PLYMOUTH	UNITED STATES	Not Required	Not Required	MOUNTAINONE BANK	97804	
OK		Full Service	2805692	WILLIAMSTOWN BRANCH	296 MAIN STREET	WILLIAMSTOWN	MA	1267	BERKSHIRE	UNITED STATES	291377	1	MOUNTAINONE BANK	97804	
OK		Full Service	774105	WILLIAMSTOWN MAIN OFFICE	795 MAIN STREET	WILLIAMSTOWN	MA	1267	BERKSHIRE	UNITED STATES	16332	2	MOUNTAINONE BANK	97804	

Form FRY-6
 MountainOne Financial Partners - MHC
 Fiscal Year Ending December 31, 2013
 Note: Items 4(a) & 4(b) are not applicable

Name	City, State	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with subsidiaries (include names of subs)	Title & Position with Other businesses (include name of other businesses)
Art, Pamela	Williamstown, MA	Retired Publishing Executive	Trustee	Director - MountainOne Bank	
Bailey, James	Marshfield, MA	Retired / CPA	Vice Chair	Director - MountainOne Bank	Tax Partner - Blum Shapiro
Bosley, Daniel	North Adams, MA	Government Consultant	Trustee	Director - MountainOne Bank	Director - Rockland Educational Foundation Executive Advisor, Government Relations - New England Clean Energy Council President - North Adams SteepleCats Collegiate Baseball Team Government Affairs Executive - Mass Workforce Professional Association
Bullett, Richard	North Adams, MA	Retired / Consultant	Trustee	Director - MountainOne Bank	Human Resources Consultant
Carey-Neville, Noreen	Plymouth, MA	Insurance Agency Owner	Trustee	Director - MountainOne Bank	Director - Williams College Sideline Quarterback Club Owner - Carey-Neville Insurance
Carlotta, Lynne	West Stockbridge, MA	N/A	SVP, Senior Risk Management Officer	SVP, Senior Risk Management & CRA Officer - MountainOne Bank	Broker Partner - Partners Benefit Group
Crane, David	Dalton, MA	Printing Executive	Trustee	Director - MountainOne Bank	Director - Community Health Program Volunteer Case Reviewer - Dept of Children & Families CEO - Excelsior Printing & Excelsior Integrated
Crowe, Stephen	Williamstown, MA	Retired Bank CEO (former MountainOne CEO)	Trustee	Director - MountainOne Bank	Director - Pittsfield boys & girls Club Council Member - Berkshire Creative Corporator - Berkshire Museum
Hogan, Susan	Williamstown, MA	College Administrator	Trustee	Director - MountainOne Bank	Director - SBLI Director - FHLB Boston
Klass, Stephen	Williamstown, MA	College Administrator	Trustee	Director - MountainOne Bank	Trustee - Mass College of Liberal Arts
Leavitt, Thomas	Pittsfield, MA	N/A	Trustee President & CEO	Director & CEO - MountainOne Bank True North Insurance Agency, Inc., Coakley, Pierpan, Dolan & Collins Insurance Agency, Inc.	Comptroller - Williams College Co-Owner - Hogan Properties Vice President, Campus Life - Williams College Director - Berkshire Chamber of Commerce
Maguire, Kevin	Marshfield Hills, MA	CEO, Food Production Company	Trustee	Director - MountainOne Bank	CEO - Brady Enterprises
O'Connell, Thomas	Hingham, MA	Real Estate Development	Trustee	Director - MountainOne Bank	Manager - Marina Bay Management, LLC Manager - Boardwalk Shops Realty Corp. Managing Member - 260 Victory Road LLC Managing Member - Red Rose Inn & Tavern LLC
Owens, Steven	Cohoes, NY	N/A	EVP, CFO, CIO, Treasurer	EVP, CFO, CIO, Treasurer - MountainOne Bank Director & Treasurer - True North Insurance Agency, Inc., Coakley, Pierpan, Dolan & Collins Insurance Agency, Inc.	
Phelps, Richard	Rockland, MA	Retired Insurance Agency Owner	Trustee	Director - MountainOne Bank	Town of Rockland - Capital Planning Committee, Senior Center Building Committee
Spence, William	Norwell, MA	President, Heating Fuel, Storage & Real Estate Development Company	Trustee	Director - MountainOne Bank	President - Albert Culver Co.
Thompson, Joseph	Williamstown, MA	Director, Art Museum	Trustee	Director - MountainOne Bank	Director, Massachusetts Museum of Contemporary Art (MASS MoCA)