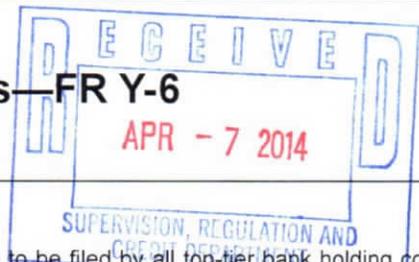


Board of Governors of the Federal Reserve System



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, Narragansett Financial Corp.

Reporter's Name, Street, and Mailing Address

Narragansett Financial Corp.

Name of the Holding Company Director and Official

Nicholas M. Christ, President, CEO and Trsutee

Legal Title of Holding Company

30 Bedford Street, PO Bos 1311

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.

Fall River

MA

02722-1311

City

State

Zip Code

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:

Jim Wallace

Sr Vice President & CFO

Name

Title

508-675-4482

Area Code / Phone Number / Extension

508-675-4343

Area Code / FAX Number

jwallace@baycoastbank.com

E-mail Address

www.baycoastbank.com

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

Signature of Holding Company Director and Official

04/01/2014

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 2623430

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.

BayCoast Bank

Legal Title of Subsidiary Holding Company
30 Bedford Street, PO Box 1311
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
Fall River MA 02722-1311
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
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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)

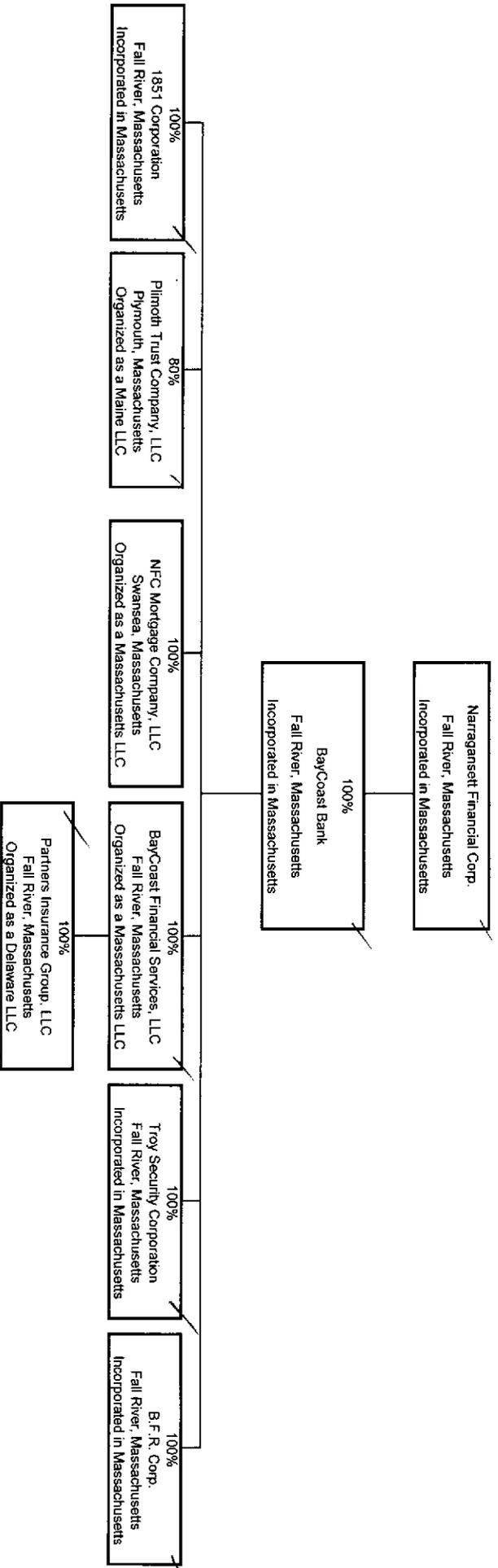
Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code

Physical location (if different from mailing address)

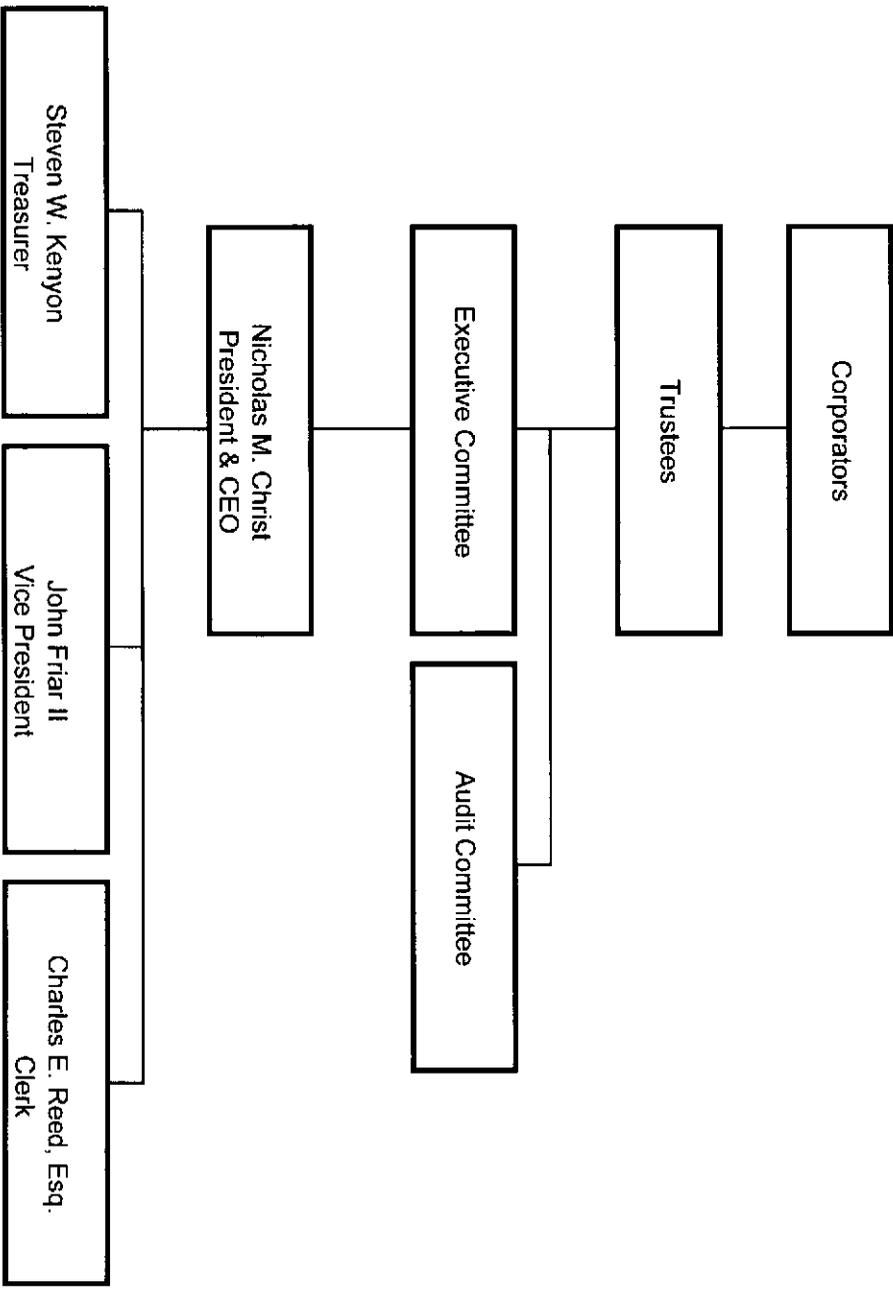
Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code

Physical location (if different from mailing address)

Narragansett Financial Corp.
Corporate Structure Chart
December 31, 2013



**Narragansett Financial Corp.
Organizational Chart
December 31, 2013**



Trustees

- | | |
|-------------------------------|-------------------------|
| Richard K. Gunther - Chairman | David N Kelley, II |
| Nicholas M. Christ | Steven W. Kenyon |
| Maria Aguiar | Donald F. LeSage |
| Charles E. Reed, Esq. | Ronald J. Lowenstein |
| Lawrence R. Walsh | Christopher J. Rezendes |
| John Friar, II | |
| Kenneth D. Furtado | |
| Anne P. Tangen | |

Executive Committee

- | |
|-------------------------------|
| Richard K. Gunther - Chairman |
| Nicholas M. Christ |
| John Friar, II |
| Ronald J. Lowenstein |
| Charles E. Reed, Esq. |
| Lawrence R. Walsh |

Audit Committee

- | |
|-----------------------------|
| Steven W. Kenyon - Chairman |
| David N Kelley, II |
| Maria Aguiar |

Results: A list of branches for your depository institution. BAYCOAST BANK (ID: RSSD: 771609)
 This depository institution is held by NARRAGANSETT FINANCIAL CORP (2623430) of FALL RIVER, 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	ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	ID_RSSD*	Comments
OK		Full Service (Head Office)	771609	BAYCOAST BANK	90 BEDFORD STREET	FALL RIVER	MA	02720	BRISTOL	UNITED STATES	17787	0	BAYCOAST BANK	771609	
OK		Full Service	2536370	FAIRHAVEN BRANCH	75 ALDEN ROAD	FAIRHAVEN	MA	02719	BRISTOL	UNITED STATES	259673	15	BAYCOAST BANK	771609	
OK		Full Service	4458627	AIRPORT BRANCH	31D AIRPORT ROAD	FALL RIVER	MA	02720	BRISTOL	UNITED STATES	Not Required	Not Required	BAYCOAST BANK	771609	
OK		Full Service	2298780	FALL RIVER BRANCH	1485 PLEASANT STREET	FALL RIVER	MA	02723	BRISTOL	UNITED STATES	259672	14	BAYCOAST BANK	771609	
OK		Full Service	802307	FALL RIVER BRANCH	335 STAFFORD ROAD	FALL RIVER	MA	02721	BRISTOL	UNITED STATES	291109	4	BAYCOAST BANK	771609	
OK		Full Service	894405	ROBESON STREET BRANCH	490 ROBESON STREET	FALL RIVER	MA	02720	BRISTOL	UNITED STATES	291111	6	BAYCOAST BANK	771609	
OK		Full Service	209205	TROY STREET BRANCH	81 TROY STREET	FALL RIVER	MA	02721	BRISTOL	UNITED STATES	291122	1	BAYCOAST BANK	771609	
OK		Full Service	4220244	ASHLEY BOULEVARD BRANCH	1000 ASHLEY BOULEVARD	NEW BEDFORD	MA	02745	BRISTOL	UNITED STATES	512580	11	BAYCOAST BANK	771609	
OK		Full Service	3390739	NEW BEDFORD BRANCH	95 WILLIAM STREET	NEW BEDFORD	MA	02740	BRISTOL	UNITED STATES	433033	9	BAYCOAST BANK	771609	
OK		Full Service	772802	NORTH DIGHTON BRANCH	438 SPRING STREET	NORTH DIGHTON	MA	02764	BRISTOL	UNITED STATES	259671	13	BAYCOAST BANK	771609	
OK		Full Service	2726582	SEEKONK BRANCH	174 TAUNTON AVENUE	SEEKONK	MA	02771	BRISTOL	UNITED STATES	291125	8	BAYCOAST BANK	771609	
OK		Full Service	832902	SOMERSET BRANCH	921 G R HIGHWAY, SOMERSET PLAZA, ROUTE 6	SOMERSET	MA	02725	BRISTOL	UNITED STATES	291110	5	BAYCOAST BANK	771609	
OK		Full Service	4420482	BAYCOAST PLACE BRANCH	330 SWANSEA MALL DRIVE	SWANSEA	MA	02777	BRISTOL	UNITED STATES	531588	17	BAYCOAST BANK	771609	
OK		Full Service	897004	SWANSEA BRANCH	554 WILBUR AVENUE	SWANSEA	MA	02777	BRISTOL	UNITED STATES	291123	2	BAYCOAST BANK	771609	
OK		Full Service	4420464	WESTPORT MAIN ROAD BRANCH	787 MAIN ROAD	WESTPORT	MA	02790	BRISTOL	UNITED STATES	531482	16	BAYCOAST BANK	771609	
OK		Full Service	335A106	CRANDALL ROAD BRANCH	ONE CRANDALL ROAD	TIVERTON	RI	02878	NEWPORT	UNITED STATES	440535	10	BAYCOAST BANK	771609	

Report Item 4: Directors and Officers

(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)	(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
	Name & Address (City, State, Country)	Principal Occupation If Other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (Include names of subsidiaries)	Title & Position with Other Businesses (Include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	List names of other companies (includes partnerships) if 25% or more of voting securities are held
	Nicholas M. Christ Fall River, MA 02722	See attached organizational charts	President, CEO & Trustee	See attached organizational charts	N/A	N/A	N/A	N/A
	Maria Aguiar Somerset, MA 02726	CPA and Partner, Meyer, Regan & Wilner LLP	Trustee	See attached organizational charts	General Manager, Meyer, Regan & Wilner LLP General Manager, Eastern Advisors, LLC	N/A	N/A	25% interest in Meyer, Regan & Wilner LLP 25% interest in Eastern Advisors, LLC
	John Friar, II Fall River, MA 02720	City of Fall River Water Department	Trustee	See attached organizational charts	John Friar, Sole Proprietor	N/A	N/A	100% owner John Friar, Sole Proprietor
	Kenneth D. Furtado Swansea, MA 02777	Chief Executive of software design, development and sales firm	Trustee	See attached organizational charts	President and CEO of Octerrion Consultants, Inc. President and CEO of Cedar Ledge Solutions, Inc.	N/A	N/A	100% owner OCI Software 100% owner Cedar Ledge Solutions, Inc.
	Richard K. Gunther Swansea, MA 02777	Retired Account Vice President, UBS	Trustee	See attached organizational charts	N/A	N/A	N/A	N/A
	David N Kelley, II Marion, MA 02738	Former owner, D. N. Kelley & Sons	Trustee	See attached organizational charts	N/A	N/A	N/A	N/A
	Steven W. Kenyon Swansea, MA 02777	Vice President of Administration and Finance Bristol Community College	Trustee	See attached organizational charts	N/A	N/A	N/A	N/A
	Donald F. LeSage Swansea, MA 02777	Retired store manager, Bridgestone Firestone, Inc.	Trustee	See attached organizational charts	N/A	N/A	N/A	N/A

Report Item 4: Directors and Officers

(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name & Address (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 (includes partnerships) if 25% or more of voting securities are held
Ronald J. Lowenstein [REDACTED] Newport, RI 02840	Retired Attorney and Former Owner of Law Offices of Ronald J. Lowenstein	Trustee	See attached organizational charts	N/A	N/A	N/A	N/A
Charles E. Reed, Esq. [REDACTED] Swansea, MA 02777	Retired attorney, Reed, Boyce, & Travis, PC	Trustee & Clerk	See attached organizational charts	N/A	N/A	N/A	N/A
Christopher J. Rezendes [REDACTED] So Dartmouth, MA 02748	Strategy advisor to startup investors in companies developing or deploying Internet of Things	Trustee	See attached organizational charts	Founder, President and Owner of INEX Advisors, LLC	N/A	N/A	100% owner INEX Advisors, LLC 100% interest in ZED Wireless Inc. 77.5% interest in TRUERoad Corporation 33.0% interest LooseChange Inc.
Anne P. Tangen [REDACTED] South Dartmouth, MA 02748	Retired Executive Vice President, State Street Corporation	(Re Trustee	See attached organizational charts	N/A	N/A	N/A	N/A
Lawrence R. Walsh [REDACTED] Bristol, RI 02809	Chief Operating Officer, Riverdale Mills Corp	Trustee	See attached organizational charts	N/A	N/A	N/A	N/A