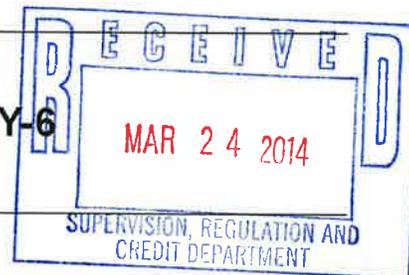


Board of Governors of the Federal Reserve System



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, **Timothy T. Telman**

Reporter's Name, Street, and Mailing Address

**New England Bancorp, Inc.**

Legal Title of Holding Company

**232 Main Street**

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

**Hyannis**

**MA**

**02601**

City

State

Zip Code

Name of the Holding Company Director and Official

**President, 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.

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:

**Timothy T. Telman**

**President, CEO**

Name

Title

**508-568-2301**

Area Code / Phone Number / Extension

**508-420-8858**

Area Code / FAX Number

**ttelman@bankofcapecod.com**

E-mail Address

**www.bankofcapecod.com (bank subsidiary)**

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

Signature of Holding Company Director and Official

*Timothy T. Telman*  
 2/19/14

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 **4128368 / 3464827**  
 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) \_\_\_\_\_

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 \_\_\_\_\_

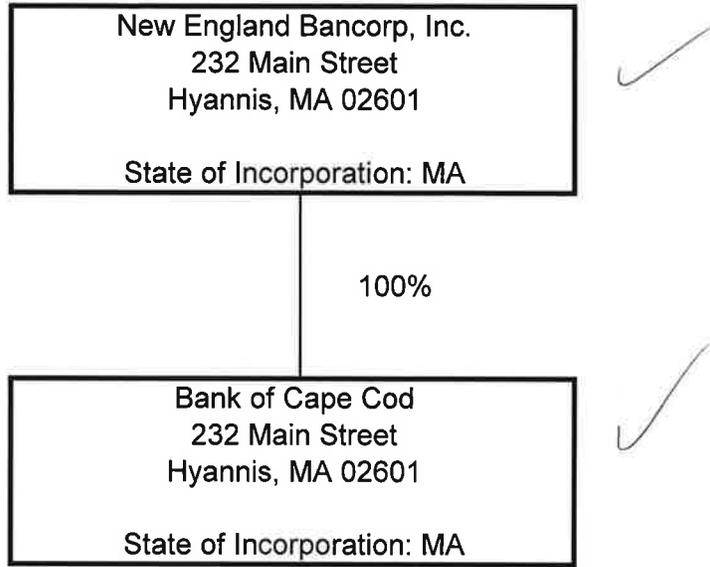
City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

Physical location (if different from mailing address) \_\_\_\_\_

*Done*

**New England Bancorp, Inc.  
Fiscal Year Ended December 31, 2013**

**Report Item 2a: Organization Chart**



**Report Item 2b: Domestic Branch Listing**

Branch Name, Address, County	Date Open	Branch Type	
Bank of Cape Cod - Main Office 232 Main Street Hyannis, MA 02601 Barnstable County	9/13/2006	Full Service	✓
Bank of Cape Cod - Branch Office 57 West Bay Road Osterville, MA 02655 Barnstable County	3/17/2008	Full Service	✓
Bank of Cape Cod - Branch Office 445 Main Street Falmouth, MA 02540 Barnstable County	5/23/2012	Full Service	✓

**New England Bancorp, Inc.**

**As of December 31, 2013**

**Report Item 3: Security Holders**

(1) To our knowledge, as of December 31, 2013, no security holder of record directly or indirectly owns, controls or holds with power to vote 5.0% or more of the outstanding shares of common stock of New England Bancorp, Inc. (the "Company"), which constitutes the only class of voting securities of the Company other than CJA Private Equity Financial Restructuring Master Fund I LP. In addition, to our knowledge, as of December 31, 2013, no person or entity that holds of record directly or indirectly any options, warrants, or other securities or rights that can be converted into or exercised for shares of the Company's common stock, would directly or indirectly own, control or hold with power to vote 5.0% or more of the Company's outstanding shares of common stock on a fully diluted basis (i.e. assuming the conversion or exercise of all such option, warrants, or other securities or rights held of record directly or indirectly by such person or entity.)

(2) To our knowledge, no security holder of record not listed in response it Item 3 (1) above directly or indirectly owned, controlled or held with power to vote 5.0% or more of the outstanding shares of common stock of the Company at any time during the year ended December 31, 2013, other than Robert A. Pemberton, the Company's Chairman. In addition, to our knowledge, no person or entity not listed in response to Item 3 (1) above that held of record directly or indirectly any options, warrants, or other securities or rights that could have been converted into or exercised for shares of the Company's common stock at any time during the year ended December 31, 2013, would have directly or indirectly owned, controlled or held with power to vote 5.0% or more of the Company's outstanding shares of common stock on a fully diluted basis (i.e. assuming the conversion or exercise of all such options, warrants, or other securities or rights by all of the record holders thereof) at any time during the year ended December 31, 2013 upon the conversion or exercise of all such options, warrants, or other securities or rights so held of record directly or indirectly by such person or entity.

**Form FR Y-6**  
**New England Bancorp, Inc.**  
**For the Year Ending December 31, 2013**

**Report Item 3: Securities Holders**  
**(1)(a)(b)(c)**

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/13.			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 12/31/13.		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship of Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship of Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
CJA Private Equity Financial Restructuring Master Fund I LP		244,500 - 8.4% Common Stock	Robert A. Pemberton Osterville, MA, USA	USA	87,000 - 3.0% Common Stock  18,000 - .6% Options on Common Stock  5,000 - .2% Warrants  5,000 - .2% Subordinated debentures

**New England Bancorp.  
As of December 31, 2013**

**Report Item 4: Insiders**

Board of Directors

*Vincent Cremona*

Mr. Cremona is president of Cremona Consulting, a privately held firm that provides management and marketing services. Mr. Cremona has been involved in the radio broadcasting business in various entrepreneurial and investor capacities for over forty years. Mr. Cremona is a resident of Marstons Mills, Massachusetts.

*David M. Dunford*

Mr. Dunford is retired. He is a Chartered Financial Analyst and has previously managed assets primarily for institutional clients, including insurance companies, pension funds, and endowment funds. He also serves on the Board of Selectmen for the Town of Orleans. Mr. Dunford is a resident of South Orleans, Massachusetts.

*John T. Grady, Jr.*

Mr. Grady is a Senior Advisor at Moelis & Company, an investment bank that provides financial management services. Prior to that he was the Director of New Business Development at Athena Capital, and prior to that he was a managing director at Lehman Brothers. Mr. Grady also spent 14 years at State Street Global Advisors in various senior capacities. Earlier in his career, Mr. Grady served as Director of Sales at Bank of New England and Shawmut Bank. Mr. Grady resides in Hingham and Truro, Massachusetts.

*Robert B. Kinlin*

Mr. Kinlin is managing partner and co-founder of Robert Paul Properties. Mr. Kinlin has more than 30 years of experience in the real estate industry and is recognized as a leader in sales of luxury and waterfront properties on Cape Cod. Previously, he co-founded Kinlin Grover Real Estate in 1994. He is a member of the Cape Cod and the Islands Association of Realtors, Massachusetts Association of Realtors, and the National Association of Realtors. Mr. Kinlin resides in Osterville, Massachusetts.

*John H. MacKinnon*

Mr. MacKinnon is a Certified Public Accountant and a retired Partner in the Assurance Practice of PricewaterhouseCoopers LLP in Boston and was a Supervising Auditor at Edwin L. Pride & Company. He is also a member of the boards of directors of LoJack Corporation, Sanken North America, Inc., and Community Service Stations, Inc. and is active with a number of not-for-profit organizations. Mr. MacKinnon is a resident of Hingham and Osterville, Massachusetts.

*John C. Mechem*

Mr. Mechem is Managing Director of Vanderbilt Search Group LLC, an executive recruiting firm. Prior to joining VSG, he was Partner of Executive Resources International LLC, a Boston-based recruiting firm where he headed the firm's financial services practice. Prior to joining ERI, he was a managing partner at Global Atlantic partners LLC, an executive search firm specializing in the community and regional bank sector, and a senior executive at Bank of Boston where he spent over 30 years in various executive management positions in various locations around the world. Mr. Mechem resides in Osterville, Massachusetts.

*Robert A. Pemberton*

Mr. Pemberton serves as the Chairman of the Bank's Board of Directors. He was the founder, CEO, and Chairman of Infinium Software, Inc., an enterprise software vendor based on Cape Cod and listed on NASDAQ. That company was sold in 2002 and since then, he has remained active in private investment activities. Mr. Pemberton is a resident of Wayland, Massachusetts.

*Robert C. Pemberton*

Mr. Pemberton is the founder and Chief Executive Officer of Aptium, LLC, a Cape Cod-based provider of Schoolbrains, a cloud-based enterprise education management system for the K-12 education market in the U.S. Prior to founding Aptium in 2003, he was the Vice President of Research and Development at Infinium Software, Inc. Mr. Pemberton is a resident of Osterville, Massachusetts.

*Alec H. Petro*

In 2002, Mr. Petro founded Fort Hill Capital Management, a quantitative proprietary hedge fund specializing in equity derivatives and based in Duxbury, Massachusetts. In 2007, Mr. Petro co-founded Bay Hill Capital Management LLC, a Volatility Arbitrage Hedge Fund and presently manages Bay Hill's day-to-day operations where he is managing partner. Mr. Petro is presently an adjunct professor in the Finance Department of Boston College where he teaches classes on hedge funds. He resides in Duxbury, Massachusetts.

*Timothy T. Telman*

Mr. Telman serves as the President and Chief Executive Officer of the Company and the Bank. Prior to founding the Bank and organizing the founding group, he was a founder and the Chief Financial Officer of Aptium, LLC, and prior to that, was a co-owner and the Chief Financial Officer of Hyannis Whale Watch Cruises, a Cape Cod tourist attraction. Earlier in his career, Mr. Telman served in various senior banking positions with Bank of New England, Bank of Boston, and Brown Brothers Harriman & Co. Mr. Telman is a resident of Barnstable, Massachusetts.

Executive Officers

*Patricia A. Coffey*

Ms. Coffey serves as Senior Vice President and Senior Credit Officer of the Bank. She has more than 20 years of experience underwriting commercial loans. Prior to joining the Bank, Ms. Coffey was a Senior Analyst at TD Banknorth and a Credit Officer at the former Cape Cod Bank & Trust Company. Ms. Coffey is a life-long resident of Cape Cod and currently resides in South Yarmouth, Massachusetts. She joined the Bank at the time of its opening in 2006 as a Portfolio Manager/Credit Analyst and was promoted to Senior Vice President and Senior Credit Officer in January 2010.

*Charles A. DeSimone*

Mr. DeSimone joined the Bank in February 2010. He serves as Senior Vice President, Commercial Lending. Mr. DeSimone has almost 30 years in commercial banking experience. Prior to joining the Bank, Mr. DeSimone was Vice President at Sovereign Bank, Vice President at Plymouth Savings Bank, Vice President at Rockland Trust, and Vice President of BankBoston. He currently resides in South Yarmouth, Massachusetts.

*Mr. Mark E. Linehan*

Mr. Linehan joined the Company in January 2011. He serves as Senior Vice President and Chief Financial Officer of the Company and the Bank. Mr. Linehan has more than 30 years of banking experience and was the Senior Vice President and Chief Financial Officer of a savings bank serving

Worcester and Norfolk counties. Prior to that, Mr. Linehan was at The First National Bank of Boston for 19 years, includes nine years in Asia. Mr. Linehan also worked at the public accounting firms of Arthur Andersen and Meale, McNamara. Mr. Linehan holds a Bachelors Degree from Harvard University in Economics and a Masters Degree from Northeastern University in Accounting.

*Mark G. Sexton*

Mr. Sexton serves as Executive Vice President and Chief Lending Officer of the Bank. He also serves as the Company's and the Bank's Secretary. Mr. Sexton brings 30 years of banking experience to the Bank, including expertise in originating new commercial loan and lease business. Prior to joining the Bank, Mr. Sexton was Vice President of Lending at the First National Bank of Boston and its successor, Fleet Bank, as well as at Eastern Bank and General Electric Capital Corporation. He joined the Bank as part of the original management team in 2006. Mr. Sexton is a life-long resident of Cape Cod and currently resides in Hyannis, Massachusetts.

*Timothy T. Telman*

Mr. Telman serves as the President and Chief Executive Officer of the Company and the Bank. Prior to founding the Bank and organizing the founding group, he was a founder and the Chief Financial Officer of Aptium, LLC, and prior to that, was a co-owner and the Chief Financial Officer of Hyannis Whale Watch Cruises, a Cape Cod tourist attraction. Earlier in his career, Mr. Telman served in various senior banking positions with Bank of New England, Bank of Boston, and Brown Brothers Harriman & Co. Mr. Telman is a resident of Barnstable, Massachusetts.

**Form FR Y-6**  
**New England Bancorp, Inc.**  
**For the 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 Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiary	(4)(c) List names of other companies if 25% or more of voting securities are held
		New England Bancorp, Inc.	Bank of Cape Cod			Bank of Cape Cod	
Robert A. Pemberton Osterville, MA, USA	N/A	Chairman	Chairman	Retired	4.0%	N/A	N/A
Alec H. Petro	Co-founder,  Bay Hill Capital Management LLC North Peak Asset Management	Director	Director	Bay Hill Capital Management LLC  North Peak Asset Management	3.5%	N/A	70% Bay Hill  Capital Management LLC  30% North Peak Asset Management
Timothy T. Telman ✓ Barnstable, MA, USA	N/A	President, CEO Director	President, CEO Director	N/A	3.4%	N/A	N/A

(1) Name City, State Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiary	(4)(c) List names of other companies if 25% or more of voting securities are held
Robert B. Kinlin Osterville, MA, USA	Managing Partner, Co-founder, Robert Paul Properties	Director	Director	Managing Partner, Robert Paul Properties	2.5%	N/A	50% Robert Paul Properties
Mark E. Linehan Sherborn, MA, USA	N/A	N/A	Senior Vice President Chief Financial Officer	Senior Vice President Chief Financial Officer	2.2%	N/A	N/A
Vincent Cremona Marston Mills, MA, USA	President, Cremona Consulting	Director	Director	President Cremona Consulting	1.6%	N/A	100% Cremona Consulting
Robert C. Pemberton Osterville, MA, USA	Chief Executive Officer, Director Aptium, LLC	Director	Director	Chief Executive Officer, Aptium, LLC	1.0%	N/A	N/A
John T. Grady, Jr. Hingham, MA, USA	Senior Advisor, Moelis & Company	Director	Director	Senior Advisor, Moelis & Company	0.9%	N/A	N/A
Mark G. Sexton Hyannis, MA, USA	N/A	Secretary	Executive Vice President, Chief Lending Officer	N/A	0.9%	N/A	N/A
John H. MacKinnon Hingham, MA, USA	N/A	Director	Director	Retired	0.8%	N/A	N/A
Charles A. DeSimone South Yarmouth, MA, USA	N/A	N/A	Senior Vice President Commercial Lending	N/A	0.7%	N/A	N/A

(1) Name City, State Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiary	(4)(c) List names of other companies if 25% or more of voting securities are held
David D. Dunford South Orleans, MA, USA	N/A	Director	Director	Retired	0.7%	N/A	N/A
Patricia A. Coffey South Yarmouth, MA, USA	N/A	N/A	Senior Vice President Senior Credit Officer	N/A	0.5%	N/A	N/A
John C. Mechem Boston, MA, USA	Self-employed	Director	Director		0.3%	N/A	N/A