

Board of Governors of the Federal Reserve System

MAR 31 2014



Annual Report of Holding Companies—FR Y-6
Supervision, Regulation and
Federal Reserve Department

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, Stephen R. Theroux

Name of the Holding Company Director and Official

Vice Chairman

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.

Reporter's Name, Street, and Mailing Address

New Hampshire Thrift Bancshares, Inc.

Legal Title of Holding Company

PO Box 9

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

Newport NH 03773

City State Zip Code

9 Main Street

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:

Martha A. McLeod Controller

Name Title

603-865-6087

Area Code / Phone Number / Extension

603-863-9857

Area Code / FAX Number

mmcleod@lakesunbank.com

E-mail Address

www.nhthrift.com

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

Stephen R. Theroux
Signature of Holding Company Director and Official

03/18/2014

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 3575750
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

Item 1 – Annual Report to Shareholders

New Hampshire Thrift Bancshares, Inc. is registered with the SEC and files a 10-K which was submitted along with FDICIA 112 report of management to the FRB.

Item 2(a) – Organizational Chart

Attached

Item 2(b) – Domestic Branch Listing

Attached

Item 3 – Securities Holders

This item is not applicable, as New Hampshire Thrift Bancshares, Inc. does not have any security holders, of record, that directly or indirectly own, control or hold with power to vote, 5% or more of any class of voting securities

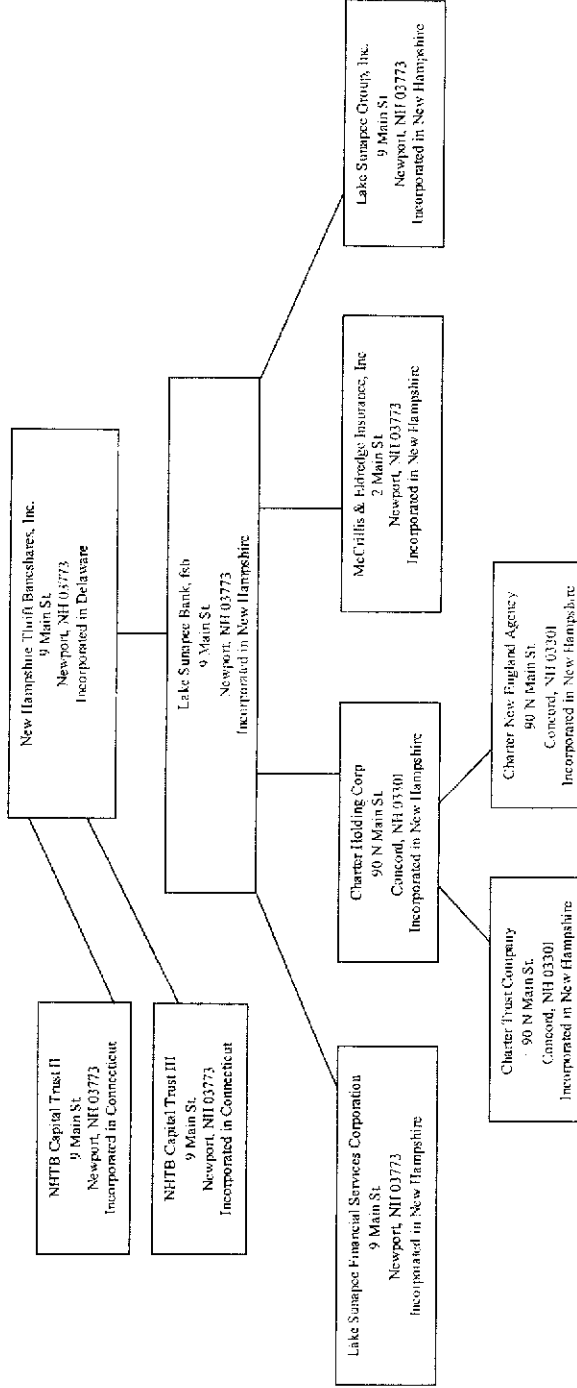
Item 4 – Insiders

Attached

New Hampshire Thrift Bancshares, Inc.

Corporate Organizational Chart

Note: All Subsidiaries are 100% owned



Results: A list of branches for your depository institution: LAKE SUNAPEE BANK, FSB (ID: RSSD: 91101)
 This depository institution is held by NEW HAMPSHIRE THRIFT BANKSHARES, INC. (9579250) of NEWPORT, NH.
 The data is 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://fdonline.federalreserve.gov>.

* FDIC UNIFORM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

| Data Action | Effective Date | Branch ID | RSSD* | Popular Name | Street Address | City | State | Zip Code | County | Country | FDIC UNIFORM* | Office Number* | Head Office | Comments |
|-------------|----------------|-----------|--------------------------------|------------------------------------|----------------|------|-------|--------------|---------------|---------------|---------------|----------------|------------------------|----------|
| OK | | 91101 | LAKE SUNAPEE BANK, FSB | 9 MAIN STREET, BOX 29 | NEWPORT | NH | 03773 | SULLIVAN | UNITED STATES | UNITED STATES | 48792 | 0 | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 4150248 | ANDOVER BRANCH | 71 LAURENCE ST | ANDOVER | NH | 03756 | MERRIMACK | UNITED STATES | UNITED STATES | 49508 | 33 | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 583101 | BRADFORD BRANCH | 115 EAST MAIN STREET | BRADFORD | NH | 03313 | MERRIMACK | UNITED STATES | UNITED STATES | 74950 | 109 | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 4150230 | CLAREMONT BRANCH | 345 WASHINGTON STREET | CLAREMONT | NH | 03743 | SULLIVAN | UNITED STATES | UNITED STATES | 495811 | 134 | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 4150426 | ENFIELD BRANCH | 468 US ROUTE 4 | ENFIELD | NH | 03748 | GRAFTON | UNITED STATES | UNITED STATES | 495810 | 133 | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 39201 | GRANTHAM BRANCH | 185 ROUTE 107A | GRANTHAM | NH | 03753 | SULLIVAN | UNITED STATES | UNITED STATES | 243552 | 104 | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 3596738 | HANOVER BRANCH | 12 SOUTH ST | HANOVER | NH | 03755 | GRAFTON | UNITED STATES | UNITED STATES | 495813 | 136 | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 4150238 | HILLSBORO BRANCH | 19 ARTWIN RD | HILLSBOROUGH | NH | 03755 | GRAFTON | UNITED STATES | UNITED STATES | 286311 | 109 | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 185123 | HANOVER STREET BRANCH | 106 HANOVER STREET | HILLSBOROUGH | NH | 03755 | GRAFTON | UNITED STATES | UNITED STATES | 46977 | 111 | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 4150444 | LEBANON HEATER ROAD BRANCH | 200 HEATER ROAD | LEBANON | NH | 03786 | GRAFTON | UNITED STATES | UNITED STATES | 286308 | 106 | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 4150257 | LEBANON CENTER BRANCH | 32 CENTRA PKWY, STE 10 | LEBANON | NH | 03786 | GRAFTON | UNITED STATES | UNITED STATES | 286313 | 113 | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 3849715 | MILFORD BRANCH | 52 ELM STREET | MILFORD | NH | 03055 | HILLSBOROUGH | UNITED STATES | UNITED STATES | 495812 | 35 | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 3627993 | NASHUA BRANCH | 188 MAIN STREET | NASHUA | NH | 03060 | HILLSBOROUGH | UNITED STATES | UNITED STATES | Not Required | Not Required | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 4150378 | NEW LONDON MAIN STREET BRANCH | 321 MAIN STREET | NEW LONDON | NH | 03257 | MERRIMACK | UNITED STATES | UNITED STATES | 17796 | 119 | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 4150387 | NEW LONDON NEWPORT ROAD BRANCH | 136 NEWPORT ROAD | NEW LONDON | NH | 03257 | MERRIMACK | UNITED STATES | UNITED STATES | 286307 | 107 | LAKE SUNAPEE BANK, FSB | 91101 |
| Change | 12/31/2013 | 4150279 | NEWBURY BRANCH | 679 ROUTE 103 | NEWBURY | NH | 03255 | MERRIMACK | UNITED STATES | UNITED STATES | 243012 | 115 | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 4503200 | GUILD DRIVE UP BRANCH | 2 MAIN STREET | NEWPORT | NH | 03773 | SULLIVAN | UNITED STATES | UNITED STATES | Not Required | Not Required | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 4150181 | PETERBOROUGH BRANCH | 565 ROUTE 13 | PETERBOROUGH | NH | 03458 | HILLSBOROUGH | UNITED STATES | UNITED STATES | 495809 | 132 | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 90609 | SUNAPEE BRANCH | 83 MAIN STREET | SUNAPEE | NH | 03784 | SULLIVAN | UNITED STATES | UNITED STATES | 286312 | 107 | LAKE SUNAPEE BANK, FSB | 91101 |
| Change | 12/31/2013 | 4176695 | WEST LEBANON BRANCH | 1583 VT HIGHWAY 107 | WEST LEBANON | NH | 03784 | GRAFTON | UNITED STATES | UNITED STATES | Not Required | Not Required | LAKE SUNAPEE BANK, FSB | 91101 |
| Change | 12/31/2013 | 399801 | BETHEL BRANCH | 1347 FRANKLIN STREET | ROYALTON | VT | 05032 | WINDSOR | UNITED STATES | UNITED STATES | 495814 | 137 | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 2786951 | FRANKLIN STREET BRANDON BRANCH | 1340 FRANKLIN STREET | BRANDON | VT | 05733 | RUTLAND | UNITED STATES | UNITED STATES | 4230 | Not Required | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 261804 | PARK STREET BRANDON BRANCH | 2 PARK STREET | BRANDON | VT | 05733 | RUTLAND | UNITED STATES | UNITED STATES | Not Required | Not Required | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 2245805 | PITTSFORD BRANCH | ROUTE 7 & UPTON HILL ROAD, ROUTE 7 | BRANDON | VT | 05763 | RUTLAND | UNITED STATES | UNITED STATES | 209135 | 123 | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 3488391 | QUECHEE BRANCH | 6931 RTE 4 | QUECHEE | VT | 05079 | WINDSOR | UNITED STATES | UNITED STATES | 4230 | Not Required | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 2618977 | JUSTIN MORGAN PLAZA BRANCH | 185 VT ROUTE 12 SOUTH | QUECHEE | VT | 05060 | ORANGE | UNITED STATES | UNITED STATES | Not Required | Not Required | LAKE SUNAPEE BANK, FSB | 91101 |
| Change | 10/26/2013 | 261764 | PLEASANT STREET RANDOLPH | 34 PLEASANT STREET | RANDOLPH | VT | 05060 | ORANGE | UNITED STATES | UNITED STATES | Not Required | Not Required | LAKE SUNAPEE BANK, FSB | 91101 |
| Change | 10/26/2013 | 521608 | MAIN STREET RANDOLPH | 21 N MAIN STREET | RANDOLPH | VT | 05060 | ORANGE | UNITED STATES | UNITED STATES | Not Required | Not Required | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 286004 | ROCHESTER BRANCH | 85 NORTH MAIN STREET | ROCHESTER | VT | 05767 | WINDSOR | UNITED STATES | UNITED STATES | Not Required | Not Required | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 3177646 | MERCHANTS ROW BRANCH | 104 MERCHANTS ROW | RUTLAND | VT | 05702 | RUTLAND | UNITED STATES | UNITED STATES | Not Required | Not Required | LAKE SUNAPEE BANK, FSB | 91101 |
| Change | 12/31/2013 | 3449661 | WOODSTOCK AVENUE BRANCH | 100 WOODSTOCK AVENUE | RUTLAND | VT | 05702 | RUTLAND | UNITED STATES | UNITED STATES | 366325 | 128 | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 582007 | SOUTH ROYALTON BRANCH | 52 RAILROAD STREET | RUTLAND | VT | 05701 | RUTLAND | UNITED STATES | UNITED STATES | 451977 | 129 | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 3291779 | WEST RUTLAND BRANCH | 484 MAIN STREET | SOUTH ROYALTON | VT | 05068 | WINDSOR | UNITED STATES | UNITED STATES | Not Required | Not Required | LAKE SUNAPEE BANK, FSB | 91101 |
| OK | | 289609 | WILLIAMSTOWN OFFICE | 20 ME THURST LANE | WEST RUTLAND | VT | 05777 | ORANGE | UNITED STATES | UNITED STATES | 430095 | 125 | LAKE SUNAPEE BANK, FSB | 91101 |
| Change | 12/31/2013 | 1431330 | WOODSTOCK BOND STREET | ONE BOND STREET | WILLIAMSTOWN | VT | 05679 | ORANGE | UNITED STATES | UNITED STATES | Not Required | Not Required | LAKE SUNAPEE BANK, FSB | 91101 |
| Change | 12/31/2013 | 3621853 | WEST WOODSTOCK DRIVE UP BRANCH | 99A W WOODSTOCK RD | WOODSTOCK | VT | 05091 | WINDSOR | UNITED STATES | UNITED STATES | 45556 | 126 | LAKE SUNAPEE BANK, FSB | 91101 |
| Change | 12/31/2013 | 3621853 | WEST WOODSTOCK DRIVE UP BRANCH | 99A W WOODSTOCK RD | WOODSTOCK | VT | 05091 | WINDSOR | UNITED STATES | UNITED STATES | 364166 | 127 | LAKE SUNAPEE BANK, FSB | 91101 |

New Hampshire Thrift Bancshares, Inc.
12/31/2013
Y-6 Item 4(a)

| (1) Name, City, State, Country | (2) Principal Occupation if other than with Holding Company | (3)(a) Title or Position with 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 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 |
|---|---|--|--|--|---|--|---|
| Stephen J. Frasca, Nashua, NH, USA | Frasca & Frasca, P.A.- Partner | Director | Director- Lake Sunapee Bank, f/sb | N/A | 0.59% | N/A | N/A |
| Peter R. Lovely, Newport, NH, USA | N/A | Director | Director- Lake Sunapee Bank, f/sb | N/A | 0.96% | N/A | N/A |
| John P. Stabile II, Nashua, NH, USA | Stabile Companies- Chairman | Director | Director- Lake Sunapee Bank, f/sb | Chairman - Stabile Companies, Board of Trustees of Rivier University and Hesser College. | 0.00% | N/A | N/A |
| Stephen R. Theroux, New London, NH, USA | N/A | Vice Chairman, President and Chief Executive Officer | Vice Chairman, President and Chief Executive Officer - Lake Sunapee Bank | N/A | 1.24% | N/A | N/A |
| Joseph B. Willey, Etna, NH, USA | Pro-Cut International- Owner, Partner, CEO | Director | Director- Lake Sunapee Bank, f/sb | N/A | 1.25% | N/A | N/A |
| Leonard R. Cashman, Grantham, NH, USA | C.O.H. Properties- Owner and Partner | Director | Director- Lake Sunapee Bank, f/sb | N/A | 0.52% | N/A | N/A |
| Stephen W. Ensign, New London, NH, USA | N/A | Director, Executive Chairman | Director, Executive Chairman- Lake Sunapee Bank, f/sb | Director - Charter Holding Company | 2.27% | N/A | N/A |
| Catherine A. Feeney, Newbury, NH, USA | Attorney- Adjunct Professor at Vermont Law School | Director | Director- Lake Sunapee Bank, f/sb | Director and Nominating Committee member - private organization | 0.04% | N/A | N/A |
| William C. Horn, New London, NH, USA | N/A | Director | Director- Lake Sunapee Bank, f/sb | Director - Charter Trust Company | 0.21% | N/A | N/A |
| Jack H. Nelson, Hanover, NH, USA | N/A | Director | Director- Lake Sunapee Bank, f/sb | N/A | 0.25% | N/A | N/A |
| Steven H. Dimick, Randolph, VT, USA | N/A | Director | Director- Lake Sunapee Bank, f/sb | N/A | 0.05% | N/A | N/A |
| Laura Jacobi, Springfield, NH, USA | N/A | Senior Vice President, Chief Financial Officer, Chief Accounting Officer and Secretary | Senior Vice President, Chief Financial Officer, Chief Accounting Officer and Secretary - Lake Sunapee Bank, f/sb | N/A | 0.00% | N/A | N/A |
| William J. McIver, Warner, NH, USA | N/A | Executive Vice President and Chief Operating Officer | Executive Vice President and Chief Operating Officer- Lake Sunapee Bank, f/sb | N/A | 0.13% | N/A | N/A |

New Hampshire Thrift Bancshares, Inc.
12/31/2013
Y-6 Item 4(a)

| (1) Name, City, State, Country | (2) Principal Occupation if other than with Holding Company | (3)(a) Title or Position with 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 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 |
|---|---|--|--|---|---|--|---|
| Stephen J. Frasca, Nashua, NH, USA | Frasca & Frasca, P.A., Partner | Director | Director- Lake Sunapee Bank, fsb | N/A | 0.59% | N/A | N/A |
| Peter R. Lovely, Newport, NH, USA | N/A | Director | Director- Lake Sunapee Bank, fsb | N/A | 0.96% | N/A | N/A |
| John P. Stable II, Nashua, NH, USA | Stable Companies- Chairman | Director | Director- Lake Sunapee Bank, fsb | Chairman - Stable Companies, Board of Trustees of Rivier University and Hesser College. | 0.00% | N/A | N/A |
| Stephen R. Theroux, New London, NH, USA | N/A | Vice Chairman, President and Chief Executive Officer | Vice Chairman, President and Chief Executive Officer - Lake Sunapee Bank | N/A | 1.24% | N/A | N/A |
| Joseph B. Willey, Etna, NH, USA | Pro-Cut International- Owner, Partner, CEO | Director | Director- Lake Sunapee Bank, fsb | N/A | 1.25% | N/A | N/A |
| Leonard R. Cashman, Grantham, NH, USA | C.O.H. Properties- Owner and Partner | Director | Director- Lake Sunapee Bank, fsb | N/A | 0.52% | N/A | N/A |
| Stephen W. Ensign, New London, NH, USA | N/A | Director, Executive Chairman | Director, Executive Chairman- Lake Sunapee Bank, fsb | Director - Charter Holding Company | 2.27% | N/A | N/A |
| Catherine A. Feeney, Newbury, NH, USA | Attorney- Adjunct Professor at Vermont Law School | Director | Director- Lake Sunapee Bank, fsb | Director and Nominating Committee member - private organization | 0.04% | N/A | N/A |
| William C. Horn, New London, NH, USA | N/A | Director | Director- Lake Sunapee Bank, fsb | Director - Charter Trust Company | 0.21% | N/A | N/A |
| Jack H. Nelson, Hanover, NH, USA | N/A | Director | Director- Lake Sunapee Bank, fsb | N/A | 0.25% | N/A | N/A |
| Steven H. Dimick, Randolph, VT, USA | N/A | Director | Director- Lake Sunapee Bank, fsb | N/A | 0.05% | N/A | N/A |
| Laura Jacobi, Springfield, NH, USA | N/A | Senior Vice President, Chief Financial Officer, Chief Accounting Officer and Secretary | Senior Vice President, Chief Financial Officer, Chief Accounting Officer and Secretary- Lake Sunapee Bank, fsb | N/A | 0.00% | N/A | N/A |
| William J. McIver, Warner, NH, USA | N/A | Executive Vice President and Chief Operating Officer | Executive Vice President and Chief Operating Officer- Lake Sunapee Bank, fsb | N/A | 0.13% | N/A | N/A |