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FR Y-6
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Approval expires December 31, 2015
Page 1 of 2
MAR 28

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Supervision, Regulation and
Credit 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, **Janice C. Morse**

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.

Reporter's Name, Street, and Mailing Address

Newburyport Five Cents Bancorp, MHC

Legal Title of Holding Company

63 State Street

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

Newburyport

MA

01950

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:

Sandra Licciardo

Vice President & Controller

Name

Title

978-225-8717

Area Code / Phone Number / Extension

978-462-9672

Area Code / FAX Number

slicciardo@newburyportbank.com

E-mail Address

www.newburyportbank.com

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

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 **4267472**
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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

2nd review 729-14 ESM 12/2012

Form FR Y-6
Newburyport Five Cents Bancorp, MHC
Newburyport, MA 01950
Fiscal Year Ending December 31, 2013

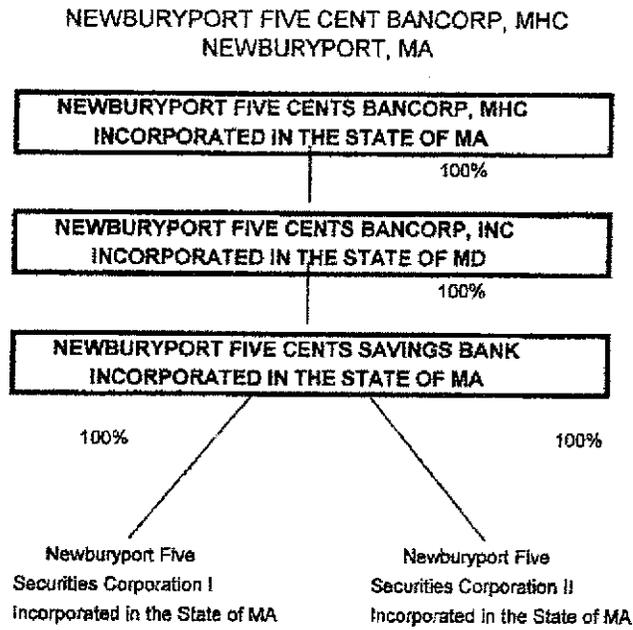
<u>Report Item</u>	<u>Response</u>
1:	A copy of the Newburyport Five Cents Bancorp, MHC annual report will be submitted under separate cover.
2a:	Organizational Chart - See Exhibit 2 attached.
2b:	Submitted via email 3/18/2014
3:	N/A
4:	Insider Information - See Exhibit 4 attached.

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.

<p>Newburyport Five Cents Bancorp, Inc Legal Title of Subsidiary Holding Company</p> <p>63 State Street (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>Newburyport MA 01950 City State Zip Code</p> <p>Physical location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>
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Exhibit 2



Results: A list of branches for your depository institution: **NEWBURYPORT FIVE CENTS SAVINGS BANK (ID_RSSD: 67209)**. This depository institution is held by **NEWBURYPORT FIVE CENTS BANCORP MHC (4267472) of NEWBURYPORT, MA**. The data are as of **12/31/2013**. Data reflects information that was received and processed through **07/06/2014**.

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
	67209	Full Service (Head Office)	67209	NEWBURYPORT FIVE CENTS SAVINGS BANK	63 STATE STREET	NEWBURYPORT	MA	01950	ESSEX	UNITED STATES	17841	0	NEWBURYPORT FIVE CENTS SAVINGS BANK	67209	
	4443182	Full Service	4443182	AMESBURY MAIN STREET BRANCH	43 MAIN STREET	AMESBURY	MA	01913	ESSEX	UNITED STATES	476949	6	NEWBURYPORT FIVE CENTS SAVINGS BANK	67209	
	3620847	Full Service	3620847	FRIEND STREET BRANCH	40 FRIEND STREET	AMESBURY	MA	01913	ESSEX	UNITED STATES	465266	5	NEWBURYPORT FIVE CENTS SAVINGS BANK	67209	
	65102	Full Service	65102	NEWBURY BRANCH	27 HIGH RD	NEWBURY	MA	01951	ESSEX	UNITED STATES	291364	2	NEWBURYPORT FIVE CENTS SAVINGS BANK	67209	
	64600	Full Service	64600	NEWBURYPORT BRANCH	21 STOREY AVE	NEWBURYPORT	MA	01950	ESSEX	UNITED STATES	291365	3	NEWBURYPORT FIVE CENTS SAVINGS BANK	67209	
	2918350	Full Service	2918350	STOREY AVENUE BRANCH	21 STOREY AVENUE, MERRIMACK PLACE	NEWBURYPORT	MA	01950	ESSEX	UNITED STATES	291366	4	NEWBURYPORT FIVE CENTS SAVINGS BANK	67209	
	66707	Full Service	66707	SALISBURY BRANCH	5 MERRILL STREET, CROSSROADS PLAZA	SALISBURY	MA	01952	ESSEX	UNITED STATES	291363	1	NEWBURYPORT FIVE CENTS SAVINGS BANK	67209	
	4573717	Full Service	4573717	PORTSMOUTH - LAFAYETTE RD BRANCH	1390B LAFAYETTE RD	PORTSMOUTH	NH	03801	ROCKINGHAM	UNITED STATES	Not Required	Not Required	NEWBURYPORT FIVE CENTS SAVINGS BANK	67209	
	4558830	Full Service	4558830	PORTSMOUTH BRANCH	254 STATE STREET	PORTSMOUTH	NH	03802	ROCKINGHAM	UNITED STATES	540028	7	NEWBURYPORT FIVE CENTS SAVINGS BANK	67209	

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(3)(d)	(3)(e)	(3)(f)	(3)(g)	(4)(a)(i)	(4)(c)
Name, City, State, Country	Occupation if other than with Bank Holding Company	Title & Position	Title & Position with Subsidiaries	Title & Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Other Businesses				
John A. Allison Newburyport, MA, USA	Retail Store Owner	Trustee	Director	Director	N/A	N/A	N/A	Owner	N/A	John Farley Clothing (100%)
Patricia Johnson Bascom Salsbury, MA, USA	Lumber Company Owner	Trustee	Director	Director	N/A	N/A	N/A	VP & Treasurer- Johnson Lumber Co. Inc.	N/A	N/A
								Manager-Bascom Wealth Management LLC		Bascom Wealth Management LLC (100%)
								Manager-Timnik LLC		Timnik LLC (100%)
								Manager-90 High Street LLC		90 High Street LLC (100%)
								Manager-Albert Johnson Family Realty LLC		N/A
								Manager- Somersworth Tax Service LLC		Somersworth Tax Service LLC (100%)
James T. Connolly, Jr. Newburyport, MA, USA	Attorney	Trustee	Director	Director	N/A	N/A	N/A	Partner-Connolly & Connolly	N/A	N/A
Richard A. Eaton Newburyport, MA, USA		Trustee & Chairman	Director & Chairman	Director & Chairman	N/A	N/A	N/A	N/A	N/A	N/A

Report Item 4: Insiders
 (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

[1]	[2]	[3](a)	[3](b)	[3](b)	[3](b)	[3](b)	[3](b)	[3](c)	[4](a)(b)	[4](c)
Name, City, State, Country	Occupation & other Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries with Subsidiaries with Subsidiaries	Title & Position with Subsidiaries with Subsidiaries with Subsidiaries	Title & Position with Subsidiaries with Subsidiaries with Subsidiaries	Title & Position with Subsidiaries with Subsidiaries with Subsidiaries	Title & Position with Subsidiaries with Subsidiaries with Subsidiaries	Title & Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Other Businesses
Timothy L. Foller Andover, MA, USA		Senior Vice President & Treasurer	Senior Vice President & Treasurer	Senior Vice President/CFO & Treasurer	Treasurer	Treasurer	N/A	N/A	N/A	N/A
Lucien Lacroix Newburyport, MA, USA	Accountant	Trustee	Director	Director	N/A	N/A	N/A	N/A	N/A	N/A
Dorothy R. LaFrance Newburyport, MA, USA	Reinrad Librarian	Trustee	Director	Director	N/A	N/A	N/A	N/A	N/A	N/A
Jerry C. Laschke Newburyport, MA, USA	Realtor	Trustee	Director	Director	N/A	N/A	President-Harbor Realty, Inc	N/A	N/A	Harbor Realty Inc (100%)
Charles W. Morse, III Barnick, ME, USA	Pharmaceutical Courier	Trustee	Director	Director	Director	Director	N/A	N/A	N/A	N/A
Janice C. Morse Barnick, ME, USA		Trustee President & CEO	Director	Director	President	President	Trustee-Frank L. Currier Charitable Foundation	N/A	N/A	Frank L Currier Charitable Foundation (100%)
			Trustee-Anna Jaques Hospital							N/A
			Trustee-Norham Essex Community College Foundation							N/A

Report Item 4: Insiders
 (1), (2), (3)(a)(b)(c); and (4)(a)(b)(c)

[1]	[2]	[3](a)	[3](b)	[3](b)	[3](b)	[3](b)	[3](b)	[3](c)	[4](a)(b)	[4](c)
		Title & Position	Title & Position with Subsidiaries		Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Other Businesses				
Edmund S. Shepard Newburyport, MA, USA	Realtor	Trustee	Director	Director	Director	Director	Director	Trustee- 46 State Street Realty Trust	N/A	46 State Street Realty Trust (100%)
Stephen J. DeGuglielmo Danvers, MA, USA	Accountant	Trustee	Director	Director	N/A	N/A	N/A	Owner-Fritz DeGuglielmo LLC Owner-Fritz Payroll Solutions Inc	N/A	Fritz DeGuglielmo LLC (100%) Fritz Payroll Solutions Inc (50%)
Michael A. Webber Amesbury, MA, USA	Realtor	Trustee	Director	Director	Director	Director	Director	Owner- Stoneridge Properties, Inc Owner- Stoneridge Properties, LLC Owner- Stoneridge Properties Charitable Foundation	N/A	N/A

Report Item 4: Insiders
 (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

[1]	[2]	[3](a)	[3](b)	[3](b)	[3](b)	[3](b)	[3](b)	[3](c)	[4](a)(b)	[4](c)
	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (Newburyport Five Cents Bancorp. Inc)	Title & Position with Subsidiaries (Newburyport Five Cents Savings Bank)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation I) (i)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation II)	Title & Position with Other Businesses		Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Other Businesses
Mark L. Audette Newburyport, MA, USA	Marina Owner	Trustee	Director	Director	N/A	N/A	President - Audette Property Management Corporation Trustee - Audette Family Living Trust Trustee - 148 High Street Realty Trust Manager-Rings Island Marina LLC Manager-Rings Island LLC Manager-21 First Street, LLC Manager- Benjamin Charnehain Realty LLC Manager- 3 Orange Street LLC Manager- BM LLC Manager-The Deck LLC Manager- Coffin Brewster House LLC Manager- The Whale LLC Manager- Epenetzer Shillaber Realty LLC	N/A	Audette Property Management Co (100%) N/A N/A N/A Rings Island Marina LLC (100%) Rings Island LLC (100%) 21 First Street LLC (100%) Benjamin Charnehain LLC (100%) N/A N/A The Deck LLC Coffin Brewster House LLC (100%) The Whale LLC (100%) N/A	