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), 802, 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.

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.

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.

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.

[Signature of Holding Company Director and Official]

Date of Report (top-tier holding company's fiscal year-end): December 31, 2013

Reporters' Name, Street, and Mailing Address
Newburyport Five Cents Bancorp, MHC
63 State Street
Newburyport MA 01950
City State Zip Code

Physical location (different from mailing address)

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
978-462-8572
Area Code / Fax Number
slicciardo@newburyportbank.com
E-mail Address
www.newburyportbank.com
Address (URL) for the Holding Company's web page

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 for 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.

[Signature] 12/2012

2nd review 7/29/14
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<tr>
<th>Report Item</th>
<th>Response</th>
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<tr>
<td>1:</td>
<td>A copy of the Newburyport Five Cents Bancorp, MHC annual report will be submitted under separate cover.</td>
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<td>2a:</td>
<td>Organizational Chart - See Exhibit 2 attached.</td>
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<td>2b:</td>
<td>Submitted via email 3/18/2014</td>
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<td>3:</td>
<td>N/A</td>
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<td>4:</td>
<td>Insider Information - See Exhibit 4 attached.</td>
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For Use By Tiered Holding Companies

Top-tier holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Mailing Address of the Subsidiary Holding Company</th>
<th>Street / P.O. Box</th>
</tr>
</thead>
<tbody>
<tr>
<td>Newburyport Five Cents Bancorp, Inc</td>
<td>(Mailing Address of the Subsidiary Holding Company)</td>
<td>Street / P.O. Box</td>
</tr>
<tr>
<td>63 State Street</td>
<td>City: Newburyport</td>
<td>MA, 01950</td>
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<tr>
<td>City: Newburyport</td>
<td>State: MA</td>
<td>Zip Code: 01950</td>
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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: __________

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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)

12/30/12
Exhibit 2

NEWBURYPORT FIVE CENT BANCORP, MHC
NEWBURYPORT, MA

NEWBURYPORT FIVE CENTS BANCORP, MHC
INCORPORATED IN THE STATE OF MA

NEWBURYPORT FIVE CENTS BANCORP, INC
INCORPORATED IN THE STATE OF MD

NEWBURYPORT FIVE CENTS SAVINGS BANK
INCORPORATED IN THE STATE OF MA

Newburyport Five Securities Corporation I
Incorporated in the State of MA

Newburyport Five Securities Corporation II
Incorporated in the State of MA
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<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID, RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC #/INNUNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID, RSSD*</th>
<th>Comments</th>
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<td>65 State Street</td>
<td>Newburyport</td>
<td>MA</td>
<td>01950</td>
<td>Essex</td>
<td>United States</td>
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<td>Full Service</td>
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<td>Essex</td>
<td>United States</td>
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<td>5 Merriket Street, Crossroads Plaza</td>
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* FDIC #/INNUNUM, Office Number, and ID, RSSD are for reference only. Verification of these values is not required.