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 9(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.

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.

I, David J. LaFlamme
Name of the Holding Company Director and Official
President
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.

Date of Signature
March 6, 2014

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

RQSS ID 2621182
C.I.

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

Reporters' Name, Street, and Mailing Address
North Shore Bancorp
Legal Title of Holding Company
32 Main Street
(Mailing Address of the Holding Company) Street / P.O. Box
Peabody MA 01960
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
George J Sophinos
Name Treasurer
Title

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 6.26 hours per response. Including time to gather and maintain data, compile 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 (7100-0287), Washington, DC 20503.

12/2012
Report Item

1:  
a. North Shore Bancorp is not required to prepare form 10K with the SEC.

1:  
b. North Shore Bancorp does prepare an annual report.

2:  
a. Organizational Chart

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  NORTH SHORE BANCORP
  Peabody, MA
  Incorporated in Massachusetts

       100%          100%
  North Shore Capital Trust A
  Peabody, MA
  Incorporated in Delaware

       100%          100%
  North Shore Bank, a Co-operative Bank
  Peabody, MA
  Incorporated in Massachusetts

       100%          100%
  Compass Rose Security Corp.
  Peabody, MA
  Incorporated in Massachusetts

  North Shore Security Corp.
  Peabody, MA
  Incorporated in Massachusetts
```

NR = Ownership percentage not reportable on the FR Y-10. Percentage of ownership is less than 25% and the companies are not controlled by any other means.

2:  
b. Domestic branch listing provided to the Federal Reserve Bank.
<table>
<thead>
<tr>
<th>State</th>
<th>Branch Service Type</th>
<th>Branch ID_RBSO</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 UNNUMBER</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID_RBSO</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service (Head Office)</td>
<td>1521272</td>
<td>NORTH SHORE BANK, A CO-OPERATIVE BANK</td>
<td>2 MAIN STREET</td>
<td>PEABODY</td>
<td>MA</td>
<td>01960</td>
<td>ESSEX</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>NORTH SHORE BANK, A CO-OPERATIVE BANK</td>
<td>1521272</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>2873561</td>
<td>APPLESEED'S SQUARE BRANCH</td>
<td>50 DOODGE STREET, APPLESEED SQUARE</td>
<td>REVERE</td>
<td>MA</td>
<td>01915</td>
<td>ESSEX</td>
<td>UNITED STATES</td>
<td>259491</td>
<td>11</td>
<td>NORTH SHORE BANK, A CO-OPERATIVE BANK</td>
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</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>532096</td>
<td>DANNERS BRANCH</td>
<td>48 ELM ST</td>
<td>DANNERS</td>
<td>MA</td>
<td>01923</td>
<td>ESSEX</td>
<td>UNITED STATES</td>
<td>259486</td>
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<tr>
<td>OK</td>
<td>Full Service</td>
<td>744406</td>
<td>MIDDLETOWN BRANCH</td>
<td>195 S MAIN STREET</td>
<td>MIDDLETOWN</td>
<td>MA</td>
<td>01949</td>
<td>ESSEX</td>
<td>UNITED STATES</td>
<td>259151</td>
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<td>NORTH SHORE BANK, A CO-OPERATIVE BANK</td>
<td>1521272</td>
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<tr>
<td>OK</td>
<td>Full Service</td>
<td>2652915</td>
<td>ANDOVER STREET BRANCH</td>
<td>248 ANDOVER STREET</td>
<td>PEABODY</td>
<td>MA</td>
<td>01960</td>
<td>ESSEX</td>
<td>UNITED STATES</td>
<td>469992</td>
<td>11</td>
<td>NORTH SHORE BANK, A CO-OPERATIVE BANK</td>
<td>1521272</td>
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</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>2823533</td>
<td>HIGHLAND AVE BRANCH</td>
<td>319 HIGHLAND AVENUE, TRADER'S WAY</td>
<td>SALEM</td>
<td>MA</td>
<td>01970</td>
<td>ESSEX</td>
<td>UNITED STATES</td>
<td>254990</td>
<td>9</td>
<td>NORTH SHORE BANK, A CO-OPERATIVE BANK</td>
<td>1521272</td>
<td></td>
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<tr>
<td>OK</td>
<td>Full Service</td>
<td>4134542</td>
<td>VINNIN SQUARE BRANCH</td>
<td>5 PARADISE ROAD</td>
<td>SALEM</td>
<td>MA</td>
<td>01970</td>
<td>ESSEX</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>NORTH SHORE BANK, A CO-OPERATIVE BANK</td>
<td>1521272</td>
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</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>2988074</td>
<td>HANNAFORD SUPERMARKET BRANCH</td>
<td>537 LOWELL ST</td>
<td>PEABODY</td>
<td>MA</td>
<td>01960</td>
<td>ESSEX</td>
<td>UNITED STATES</td>
<td>334360</td>
<td>14</td>
<td>NORTH SHORE BANK, A CO-OPERATIVE BANK</td>
<td>1521272</td>
<td></td>
</tr>
</tbody>
</table>

3: North Shore Bancorp has not issued shares of stock and therefore does not have any shareholders.
<table>
<thead>
<tr>
<th>Names &amp; Address (City, State, Country)</th>
<th>Principal Occupation if other than with Bank Holding Company</th>
<th>Title &amp; Position with Other Businesses (include names of subsidiaries)</th>
<th>Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>Percentage of Voting Shares in Bank Holding Company (include names of companies and percentage of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>David L. Ankeles Peabody, MA USA</td>
<td>Attorney</td>
<td>Director - North Shore Bank</td>
<td>Ankeles, Vontzalides, Ambeliotis &amp; Delaney, LLP</td>
<td>None</td>
</tr>
<tr>
<td>Luis L. Azevedo Middleton, MA USA</td>
<td>Travel and Insurance Agent</td>
<td>Director - North Shore Bank</td>
<td>Agent-Gomes Travel Service, Inc. and Today's Insurance Agency</td>
<td>None</td>
</tr>
<tr>
<td>Benoit J. Brodeur, Jr. Peabody, MA USA</td>
<td>Funeral Director</td>
<td>Director - North Shore Bank</td>
<td>Funeral Director - Conway, Cahill-Brodeur</td>
<td>None</td>
</tr>
<tr>
<td>Jonathan N. Bursew Newbury, MA USA</td>
<td>Convenience Store Owner</td>
<td>Director - North Shore Bank</td>
<td>President - Bursaw's Pantry, LLC</td>
<td>None</td>
</tr>
<tr>
<td>Gary F. Cowles Beverly, MA USA</td>
<td>Retired</td>
<td>Director &amp; Chairman of the Board - North Shore Bank</td>
<td>N/A</td>
<td>None</td>
</tr>
<tr>
<td>Names &amp; Principal Occupation if other than with Bank Holding Company</td>
<td>(3)(a) Title &amp; Position with Subsidiaries (include names of sub companies)</td>
<td>(3)(b) Title &amp; Position with Subsidiaries (include names of other businesses)</td>
<td>(4)(a) Percentage of Voting Shares in Bank Holding Company</td>
<td>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries held)</td>
</tr>
<tr>
<td>---</td>
<td>---</td>
<td>---</td>
<td>---</td>
<td>---</td>
</tr>
<tr>
<td>Timothy F. Clarke Salem, MA USA</td>
<td>Oil Heating Business</td>
<td>Director</td>
<td>Director - North Shore Bank</td>
<td>Clarke Brothers Fuel Salem, MA</td>
</tr>
<tr>
<td>Bradley R. Gauthier Peabody, MA USA</td>
<td>CPA</td>
<td>Director</td>
<td>Director - North Shore Bank</td>
<td>Gauthier and Boardway, CPAs Peabody, MA</td>
</tr>
<tr>
<td>Charles E. Holden Peabody, MA USA</td>
<td>Oil Heating Business</td>
<td>Director</td>
<td>Director - North Shore Bank</td>
<td>Holden Oil, Inc. Peabody, MA</td>
</tr>
<tr>
<td>David J. LaFlamme Newburyport, MA USA</td>
<td>N/A</td>
<td>Director</td>
<td>Director - President &amp; CEO North Shore Bank President - North Shore Security Corp. President - Compass Rose Security Corporation</td>
<td>None</td>
</tr>
<tr>
<td>Francis J. McCormack Medfield, MA USA</td>
<td>Retired Director</td>
<td>Director - North Shore Bank</td>
<td>N/A</td>
<td>None</td>
</tr>
<tr>
<td>George J. Sophinos Rye, NH USA</td>
<td>N/A</td>
<td>Treasurer</td>
<td>Treasurer - North Shore Bank Treasurer - North Shore Security Corp. Treasurer - Compass Rose Security Corporation</td>
<td>N/A</td>
</tr>
</tbody>
</table>