

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. Nancy Pope

Name of the Holding Company Director and Official

Chairman of the Board

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

Northfield Mutual Holding Company

Legal Title of Holding Company

PO Box 347

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

Northfield

VT

05663

City

State

Zip Code

33 South 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:

Ed Sulva

Controller

Name

Title

802-485-5224

Area Code / Phone Number / Extension

802-485-5330

Area Code / FAX Number

eds@nsbvt.com

E-mail Address

https://nsbvt.com

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

Signature of Holding Company Director and Official

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 **2934365-2934314-52003**
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.

Northfield Bancorp, Inc.

Legal Title of Subsidiary Holding Company

PO Box 347

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

Northfield

VT

05663

City

State

Zip Code

33 South Main Street

Physical location (if different from mailing address)

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State

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Physical location (if different from mailing address)

NORTHFIELD MUTUAL HOLDING COMPANY AND SUBSIDIARIES

Fiscal Year Ending December 31, 2013

Report Item

- 1.a. The MHC is not required to prepare form 10K with the SEC.
- 1.b. The MHC does not prepare an annual report for its shareholders.
- 2.a. Organizational Chart

Northfield MHC
(mutual holding company – parent company)
33 South Main Street, Northfield, VT 05663
Incorporated in Vermont

100% ownership

Northfield Bancorp, Inc.
(stock holding company)
33 South Main Street, Northfield, VT 05663
Incorporated in Vermont

100% ownership

Northfield Savings Bank
(stock savings bank)
33 South Main Street, Northfield, VT 05663
Incorporated in Vermont

- 2.b. Domestic Branch Listing. This data was emailed to statistics@bos.frb.org on March 17, 2014.
- 3. No 5% Holders
- 4. Insider List Attached

Results: A list of branches for your depository institution: NORTHFIELD SAVINGS BANK (ID_RSSD: 520003).
 This depository institution is held by NORTHFIELD MHC (2934305) of NORTHFIELD, VT.
 The data are 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://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
		Full Service (Head Office)	520003	NORTHFIELD SAVINGS BANK	33 SOUTH MAIN STREET	NORTHFIELD	VT	05663	WASHINGTON	UNITED STATES	8830	0	NORTHFIELD SAVINGS BANK	520003	
		Full Service	335300	BARRE BRANCH	289 NORTH MAIN STREET	BARRE	VT	05641	WASHINGTON	UNITED STATES	231023	1	NORTHFIELD SAVINGS BANK	520003	
		Full Service	519801	WALL STREET COMPLEX BRANCH	137 SOUTH MAIN STREET	BARRE	VT	05641	WASHINGTON	UNITED STATES	231027	5	NORTHFIELD SAVINGS BANK	520003	
		Full Service	2622901	BETHEL BRANCH	1875 ROUTE 107	BETHEL	VT	05032	WINDSOR	UNITED STATES	231028	6	NORTHFIELD SAVINGS BANK	520003	
		Full Service	3716629	COLLEGE STREET BRANCH	160 COLLEGE STREET	BURLINGTON	VT	05401	CHITTENDEN	UNITED STATES	441411	11	NORTHFIELD SAVINGS BANK	520003	
		Full Service	3716638	ESSEX BRANCH	71 PEARL STREET	ESSEX JUNCTION	VT	05452	CHITTENDEN	UNITED STATES	423092	8	NORTHFIELD SAVINGS BANK	520003	
		Full Service	285405	MONTPELIER BRANCH	100 STATE ST	MONTPELIER	VT	05602	WASHINGTON	UNITED STATES	231026	4	NORTHFIELD SAVINGS BANK	520003	
		Full Service	581705	RANDOLPH BRANCH	2 N MAIN ST	RANDOLPH	VT	05060	ORANGE	UNITED STATES	231025	3	NORTHFIELD SAVINGS BANK	520003	
		Full Service	3716647	SHELBURNE ROAD BRANCH	1120 SHELBURNE ROAD	SOUTH BURLINGTON	VT	05403	CHITTENDEN	UNITED STATES	424736	9	NORTHFIELD SAVINGS BANK	520003	
		Full Service	3716656	WILLISTON ROAD BRANCH	1143 WILLISTON ROAD	SOUTH BURLINGTON	VT	05403	CHITTENDEN	UNITED STATES	454491	12	NORTHFIELD SAVINGS BANK	520003	
		Full Service	3716601	WAITSFIELD BRANCH	200 MAD RIVER GREEN SHOPPING CENTER	WAITSFIELD	VT	05673	WASHINGTON	UNITED STATES	231029	7	NORTHFIELD SAVINGS BANK	520003	
		Full Service	334808	WATERBURY BRANCH	29 S MAIN ST	WATERBURY	VT	05676	WASHINGTON	UNITED STATES	231024	2	NORTHFIELD SAVINGS BANK	520003	
		Full Service	3716665	WILLISTON BRANCH	60 WRIGHT AVENUE	WILLISTON	VT	05495	CHITTENDEN	UNITED STATES	428158	10	NORTHFIELD SAVINGS BANK	520003	

NORTHFIELD MUTUAL HOLDING COMPANY
FR Y-6 INFORMATION

2013

Name & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries	List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Directors:							
J. Timothy Burke Shelburne, VT	White & Burke Real Estate Investment Advisors	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	Real Estate Investment Advisor	0	0	N/A
Brian C. Eagan Grand Isle, VT	Vermont Mutual Insurance Group	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	Chief Financial Officer	0	0	N/A
Anne L. Gould Northfield, VT	Wall-Goldfinger	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	Director of Special Projects	0	0	N/A
Brian C. Harwood Waterbury, VT	Retired	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	Chair Emeritus - HMC Advertising; Classic Vermont, Inc (WCVT)	0	0	1250 Waterbury Road, LLC 58%
Charles E. Haynes Montpelier, VT	Haynes Property Management	Director and Chairman	Director - Northfield Bancorp, Inc.; Trustee & Chairman - Northfield Savings Bank	Managing Partner - Haynes Property Management	0	0	Haynes Property Management 50%

Directors:							
Jonathan M. Jamieson Waitsfield, VT	Jamieson Insurance	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	President	0	0	Jamieson Family Partnership 90% Jamieson Insurance Agency, Inc. 100%
John W. Lyon Barre, VT	Wilkins Harley- Davidson Lyon-Wilkins Enterprises, Inc.	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	General Manager Wilkins H-D Co-Owner Lyon-Wilkins Enterprises, Inc.	0	0	Wilkins Enterprises, Inc. 38% Lyon-Wilkins Enterprises, Inc. 33% East Street Holding Co., Inc. 100%
Mary Alice McKenzie Burlington, VT	Boys & Girls Club of Burlington	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	Executive Director	0	0	N/A
Robin C. Nicholson Barre, VT	Nicom Coatings Corp.	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	President/Owner - Nicom Coatings Corp.	0	0	Nicom Coatings Corporation, Inc. 64% Red Barn Storage, LLC 25% Nicholson Holdings, LLC 50% Granite City Developers, LLC 25%
Nancy F. Pope Barre, VT	At Home	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	N/A	0	0	N/A
Lauren D. Wobby Northfield, VT	Norwich University	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	Treasurer - Norwich University	0	0	N/A

Officers:							
Nancy F. Pope ✓	Northfield Savings Bank	Chair	Director - Northfield Bancorp, Inc.; Trustee & Chair - Northfield Savings Bank	N/A	0	0	N/A
Thomas N. Pelletier ✓	Northfield Savings Bank	President and Chief Executive Officer	President and Chief Executive Officer - Northfield Bancorp, Inc.; President and Chief Executive Officer - Northfield Savings Bank	N/A	0	0	N/A
Cheryl A. LaFrance	Northfield Savings Bank		Senior VP – Marketing and Technology Northfield Savings Bank	N/A	0	0	N/A
Cory B. Richardson	Northfield Savings Bank		Senior VP - Commercial and Retail Banking Northfield Savings Bank	N/A	0	0	N/A
Timothy M. Ross	Northfield Savings Bank	Treasurer	Senior VP/Treasurer - Northfield Bancorp, Inc.; Senior VP/Treasurer - Northfield Savings Bank	N/A	0	0	N/A
Melissa A. Neun	Northfield Savings Bank		Compliance/Bank Secrecy/Privacy Officer	N/A	0	0	N/A
Eileen W. Bradley	Northfield Savings Bank	Corporate Secretary	Corporate Secretary – Northfield Bancorp, Inc.; Corporate Secretary, Administrative Assistant to CEO and Senior Vice Presidents – Northfield Savings Bank	N/A	0	0	N/A
Kimberly S. Chapin	Northfield Savings Bank	Assistant Corporate Secretary	Assistant Corporate Secretary – Northfield Bancorp, Inc.; Assistant Corporate Secretary, Human Resources Manager – Northfield Savings Bank	N/A	0	0	N/A