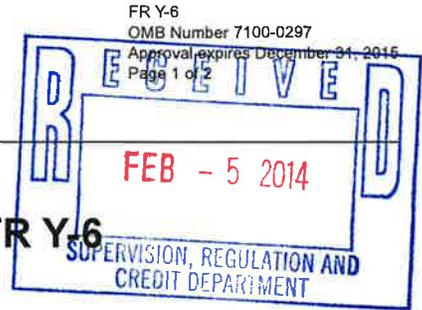




Annual Report of Holding Companies—FR Y-6



FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2

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.

I, **Sandra J Pattie**

Name of the Holding Company Director and Official
President and 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.

Sandra J Pattie
Signature of Holding Company Director and Official

2/2/14
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 3297481-3298134-546003
C.I. _____

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

OceanPoint Financial Partners, MHC

Legal Title of Holding Company

PO Box 450,

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

Newport

RI

02840

City

State

Zip Code

184 John Clarke Road, Middletown RI 02842

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Patricia Carlin

VP & Assistant Controller

Name

Title

401-845-8654

Area Code / Phone Number / Extension

401-847-2366

Area Code / FAX Number

patricia.carlin@banknewport.com

E-mail Address

www.banknewport.com

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

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.

OceanPoint Financial Partners, LLC

Legal Title of Subsidiary Holding Company

PO Box 450

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

Newport

RI

02840

City

State

Zip Code

184 John Clarke Road, Middletown RI 02840

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

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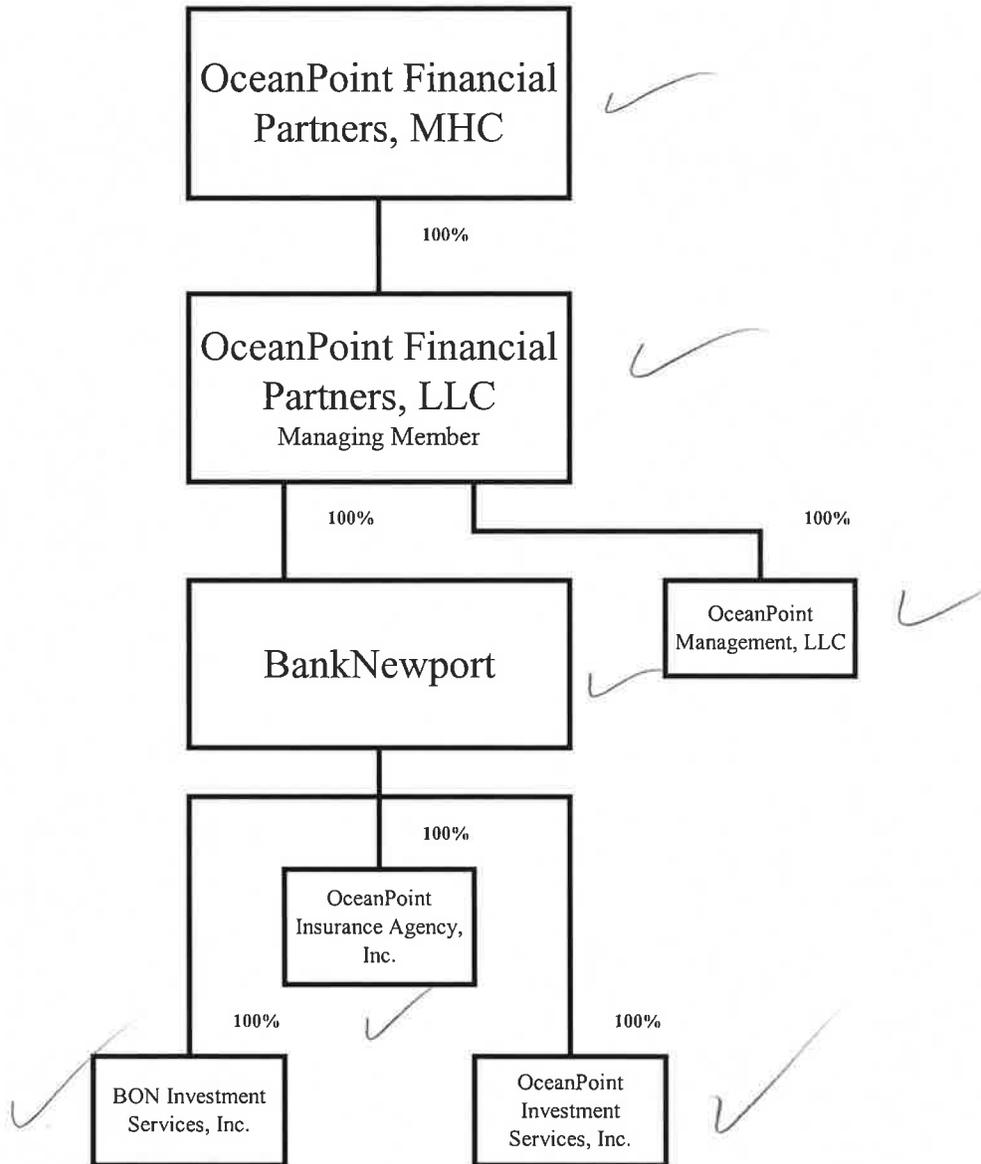
City

State

Zip Code

Physical location (if different from mailing address)

Form FRY-6
OceanPoint Financial Partners, MHC
Fiscal Year Ending December 31, 2013
Report Item 2: Organization Chart



Legal Address of all entities: 10 Washington Square, Newport, Rhode Island, 02840

****All entities are incorporated in the State of Rhode Island****

None

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
OK ✓	12/31/2013	Full Service (Head Office)	546003	BANKNEWPORT	10 WASHINGTON SQ	NEWPORT	RI	02840	NEWPORT	UNITED STATES	12050	0	BANKNEWPORT	546003	
OK ✓	12/31/2013	Full Service	672902	BARRINGTON BRANCH	330 COUNTY ROAD	BARRINGTON	RI	02806	BRISTOL	UNITED STATES	249312	17	BANKNEWPORT	546003	
OK ✓	12/31/2013	Full Service	4183817	BRISTOL BRANCH	6 GOODING AVENUE	BRISTOL	RI	02809	BRISTOL	UNITED STATES	243983	18	BANKNEWPORT	546003	
OK ✓	12/31/2013	Full Service	4356068	BANKNEWPORT - EAST GREENWICH	1000 DIVISION STREET	EAST GREENWICH	RI	02818	KENT	UNITED STATES	Not Required	Not Required	BANKNEWPORT	546003	
OK ✓	12/31/2013	Full Service	362605	JAMESTOWN BRANCH	31 CANANICUS AVE	JAMESTOWN	RI	02835	NEWPORT	UNITED STATES	243979	5	BANKNEWPORT	546003	
OK ✓	12/31/2013	Full Service	423207	WEST MAIN ROAD BRANCH	528 W MAIN RD	MIDDLETOWN	RI	02842	NEWPORT	UNITED STATES	243975	1	BANKNEWPORT	546003	
OK ✓	12/31/2013	Full Service	3798960	NARRAGANSETT BRANCH	90 POINT JUDITH ROAD	NARRAGANSETT	RI	02882	WASHINGTON	UNITED STATES	477932	20	BANKNEWPORT	546003	
OK ✓	12/31/2013	Full Service	4183808	NORTH KINGSTOWN BRANCH	1350 TEN ROD ROAD	NORTH KINGSTOWN	RI	02852	WASHINGTON	UNITED STATES	480438	21	BANKNEWPORT	546003	
OK ✓	12/31/2013	Full Service	142601	PORTSMOUTH BRANCH	2628 EAST MAIN ROAD	PORTSMOUTH	RI	02871	NEWPORT	UNITED STATES	243977	3	BANKNEWPORT	546003	
OK ✓	12/31/2013	Full Service	485401	STONE BRIDGE BRANCH	1740 MAIN RD	TIVERTON	RI	02878	NEWPORT	UNITED STATES	243978	4	BANKNEWPORT	546003	
OK ✓	12/31/2013	Full Service	226202	TIVERTON BRANCH	614 MAIN RD	TIVERTON	RI	02878	NEWPORT	UNITED STATES	243976	2	BANKNEWPORT	546003	
OK ✓	12/31/2013	Full Service	4183826	WARREN BRANCH	323 MARKET STREET	WARREN	RI	02885	BRISTOL	UNITED STATES	243984	19	BANKNEWPORT	546003	

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OceanPoint Financial Partners, MHC
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

Name, City, State	Principal Occupation if Other Than With Bank Holding Company	Title & Position with Bank Holding Company	Title & Position With Subsidiaries	Title & Position with Other Business	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries	List Names of Other Companies if 25% or More of Voting Securities are Held
Peter Capodilupo, Bristol, RI	President	Trustee	Director, BankNewport	President, Aquidneck Autocenter, Inc.	N/A	None	Aquidneck Autocenter, Inc. (50%)
				President, Autocenter Enterprises, Inc.			Autocenter Enterprises, Inc. (50%)
				President, Autocenter Chevrolet, Inc.			Autocenter Chevrolet, Inc. (50%)
				President, NF Autocenter, Inc.			NF Autocenter, Inc. (50%)
				Member, Avenir Investment, LLC			Avenir Investment, LLC (100%)
				Member, Avenir Realty, LLC			Avenir Realty, LLC (100%)
				President, Autocenter Holdings Company, Inc.			Autocenter Holdings Company, Inc. (50%)
				President, Subsidiary Autocenter Imports, Inc.			Subsidiary Autocenter Imports, Inc. (50%)
				President, Subsidiary Newport Imports, Inc.			Subsidiary Newport Imports, Inc. (50%)

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 OceanPoint Financial Partners, MHC
 Fiscal Year Ending December 31, 2013

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Peter Capodilupo, Bristol, RI	President	Trustee	Director, BankNewport	President, P&R Realty, LLC	N/A	None	P&R Realty, LLC (50%)
John H. Ellis, Tiverton, RI	Retired Bank President	Trustee	Director, BankNewport	None	N/A	None	None
Neil P. Galvin, Portsmouth, RI	Attorney	Trustee	Director, BankNewport	Attorney, Corcoran, Peckham, Hayes & Galvin, P.C.	N/A	None	Corcoran, Peckham, Hayers & Galvin 20%
				Partner, GK Associates			GK Associates (50%)
				Partner, Marchetti Management, Inc.			Marchetti Management, Inc (50%)
Roger T. Nolan Portsmouth, RI	Executive Director	Trustee	Director, BankNewport	None	N/A	None	None
Janet L Robinson, New York, NY	Retired President & CEO	Trustee	Director, BankNewport	None	N/A	None	None
Cynthia Reed Providence, RI	President	Trustee	Director, BankNewport	President & CEO <u>LTR Holdings LLC</u>	N/A	None	LTR Holdings, LLC (50%)
James L Wright, Jamestown, RI	Partner	Trustee	Director, BankNewport	Partner Bridge Technical Talent	N/A	None	Bridge Technical Talent (50%)

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 OceanPoint Financial Partners, MHC
 Fiscal Year Ending December 31, 2013

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Colin P Kane, North Kingstown, RI	Partner	Trustee	Director, BankNewport	Partner, Rozzie Partners, LLC	N/A	None	Rozzie Partners, LLC (31%)
				Partner, PR Partners, LLC			PR Partners, LLC (31%)
				Partner, Peregrine Group, LLC			Peregrine Group, LLC (45%)
				Partner, Peregrine Holdings, LLC			Peregrine Holding, LLC (33%)
Timothy P Burns, Portsmouth, RI	President & CEO	Trustee	Director, BankNewport	CEO, BioHoldings, LTD	N/A	None	BioHoldings, LTD
				CEO, BioProcessH2O, LLC			BioProcess H2O, LLC
				CEO, BioProcess Algae, LLC			BioProces Algae, LLC

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 OceanPoint Financial Partners, MHC
 Fiscal Year Ending December 31, 2013

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Sandra J. Pattie, Rehoboth, MA ✓	N/A	President & CEO	President & CEO, BankNewport	None	N/A	None	None
Robert Maddock, Saunderstown, RI	N/A	EVP	EVP, Retail Division, BankNewport	None	N/A	None	None
Dennis H. McNamara, Middletown, RI	N/A	EVP	EVP, Commercial Division, BankNewport	None	N/A	None	None
Gregory Derderian, Cranston, RI	N/A	EVP & CFO & Treasurer	EVP & CFO & Treasurer, BankNewport	President, REIT, LLC <hr/> Treasurer & Secretary, Tax Man Inc.	N/A	None	REIT, LLC (100%) <hr/> Tax Man Inc. (0%)
Scott R Kwarta, Lincoln, RI	N/A	SVP	SVP, Compliance, Division, BankNewport	None	N/A	None	None

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OceanPoint Financial Partners, MHC
Fiscal Year Ending December 31, 2013

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Colleen Medeiros, New Bedford, MA	N/A	SVP	SVP & CIO, BankNewport	None	N/A	None	None
Larry Ooi, Foxborough, MA	N/A	SVP	SVP, Audit Division, BankNewport	None	N/A	None	None
Leland Merrill Portsmouth, RI	N/A	EVP	EVP, Commercial Division BankNewport	Member Lincoln Station, LLC	N/A	None	Lincoln Station, LLC (33%)
Wendy Kagan Newport, RI	N/A	SVP	SVP, Human Resource Division, BankNewport	None	N/A	None	None

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OceanPoint Financial Partners, MHC
Fiscal Year Ending December 31, 2013

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J. Timothy O'Reilly, Portsmouth, RI	Chairman	Chairman/Trustee	Chairman/Director, BankNewport	None	N/A	None	None
M. Therese Antone, RSM Newport, RI	Chancellor	Trustee	Director, BankNewport	None	N/A	None	None
David G. Bazarsky, Newport, RI	Commercial Real Estate	Trustee	Director, BankNewport	Executive VP, Samuels Realty Co. Partner, 957 Plaza Associates, LLC Owner, DSB Realty, LLC	N/A	None	Samuel's Realty Co. (52%) 957 Plaza Associates, LLC (50%) DSB Realty, LLC (100%)
MaryJo Carr, Newport, RI	Attorney	Trustee	Director, BankNewport	Attorney/Partner, Harvey, Carr, & Hadfield	N/A	None	Harvey, Carr, & Hadfield (34%)