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.

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. Kenneth Willman
   Name of the Holding Company Director and Official
   President/Director

   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 281, 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
   05/05/2014

   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
   [X] is not prepared

For Federal Reserve Bank Use Only

   RSSD ID          3846496
   C.I.              [ ]

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.

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

Month / Day / Year

Report’s Name, Street, and Mailing Address
Profile Bancorp
Legal Title of Holding Company
PO Box 1808
(Mailing Address of the Holding Company) Street / P.O. Box
Rochester NH 03866
City State Zip Code

Physical location (if different from mailing address)
45 Wakefield Street

Person to whom questions about this report should be directed:
Kevin Miller
   [ ] CFO & EVP
   Name Title
603-332-2610
   Area Code / Phone Number / Extension
603-332-2519
   Area Code / FAX Number:
kevin.miller@profilebank.com
   E-mail Address
www.profilebank.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

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 (7100-0267), Washington, DC 20503.
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.

<table>
<thead>
<tr>
<th>Profile Bancorp Inc</th>
<th>n/a</th>
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<tbody>
<tr>
<td>Legal Title of Subsidiary Holding Company</td>
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<tr>
<td>PO Box 1808</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>Rochester, NH 03866</td>
<td>City State Zip Code</td>
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<tr>
<td>45 Wakefield Street</td>
<td>Physical location (if different from mailing address)</td>
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12/2012
Profile Bancorp, MHC (04661)

Profile Bancorp Inc. (04662)

Form FR Y-6

Report Item 1.

None.

Report Item 2a.

Organizational Chart:

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Profile Bancorp, MHC - Incorporated in NH
        /     \ 100%
   /           \
Profile Bancorp, Inc. - Incorporated in NH
        /     \
   /       \
Profile Bank, FSB - Incorporated in NH
        /     \
   /       \
Profile Insurance Group - Incorporated in NH
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Report Item 2b.

Domestic Branch Listing:

Main Office- 45 Wakefield Street Rochester, NH 03867 (Strafford County); Full-service, opened 4/25/2008
Sanbornville- 65 Meadow Street, Wakefield, NH 03872 (Carroll County); Full-service branch, opened 2/2/1976
Alton- 145 Main Street, Alton, NH 03809 (Belknap County); Full-service branch, opened 3/28/2005
Somersworth- 154 Route 108, Somersworth, NH 03878 (Strafford County); Full-service branch, opened 9/9/2008

Report Item 3.

Profile Bancorp MHC owns 100% of the stock of the mid-tier holding company, Profile Bancorp, Inc.

(no other “securities holders” exist)
Report Item 4.

Insiders for Profile Bancorp MHC, Profile Bancorp Inc., and Profile Bank FSB, and Profile Insurance Group.

(All listed directors are same for all four (4) companies.)

Robert McCarthy  Durham, NH  Owner of Sole CPA firm  Chairman  shares owned: n/a
Robert Meader  Rochester, NH  Owner Budel, Inc.  Director  shares owned: n/a
George Lazarus  Dover, NH  Owner Strafford Appliance  Director  shares owned: n/a
Scott Brock  Rochester, NH  Owner Brock's Plywood  Director  shares owned: n/a
Dr. William Lowe  Rochester, NH  Veterinarian  Director  shares owned: n/a
Al Miltner, Jr.  Gilford, NH  Owner Bootleggers  Director  shares owned: n/a

(Officers of Profile Bancorp MHC, Profile Bancorp Inc., and Profile Bank FSB:)

Ken Wilman Jr.  Alton, NH  Pres/CEO/Director  Pres./CEO/Dir.  shares owned: n/a
Kevin Miller  Hebron, NH  CFO&EVP  CFO&EVP  shares owned: n/a
John Hall  Lee, NH  EVP  EVP  shares owned: n/a
Cathie Chasse  Wakefield, NH  EVP  EVP  shares owned: n/a
Janet Hand  Rye, NH  EVP  EVP  shares owned: n/a

(Oficers of Profile Insurance Group, Inc)

Ken Wilman Jr.  Alton, NH  Pres/CEO/Director  Pres./CEO/Dir.  shares owned: n/a
Kevin Miller  Hebron, NH  CFO&EVP  CFO&EVP  shares owned: n/a
Gerry Gilbert  Rochester, NH  VP  VP  shares owned: n/a