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Supervision, Regulation and
Credit Department

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, Kenneth Wilman
Name of the Holding Company Director and Official
President/Director
Title of the Holding Company Director and Official

Reporter'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

45 Wakefield Street

Physical location (if different from mailing address)

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.

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

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
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
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 3846496
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.

Profile Bancorp Inc
Legal Title of Subsidiary Holding Company

PO Box 1808
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Rochester NH 03866
City State Zip Code

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

n/a
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)

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

City State Zip Code

Physical location (if different from mailing address)

Profile Bancorp, MHC (04661)

Profile Bancorp Inc. (04662)

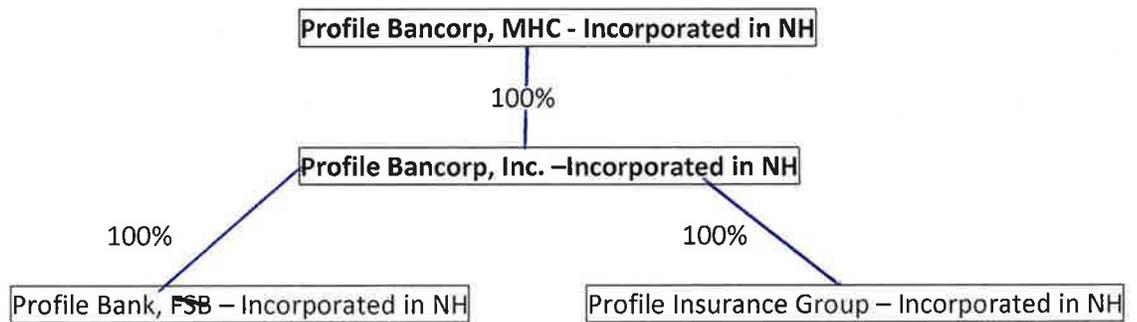
Form FR Y-6

Report Item 1.

None.

Report Item 2a.

Organizational Chart:



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)

Profile Bancorp, MHC (04661)

Profile Bancorp Inc. (04662)

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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	Vetranarian	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

(Officers 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