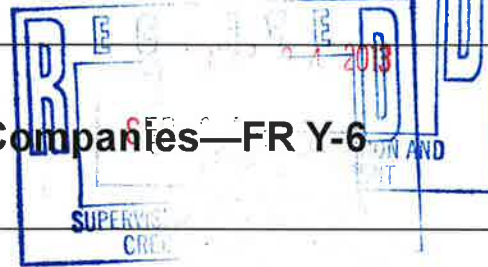


Board of Governors of the Federal Reserve System



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):

**June 30, 2013**

Month / Day / Year

I, Robert J. Halloran Jr

Reporter's Name, Street, and Mailing Address

Putnam Bancorp, MHC

Name of the Holding Company Director and Official

Executive VP, Treasurer and CFO

Legal Title of Holding Company

PO Box 151

Title of the Holding Company Director and Official

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

Putnam CT 06260

City State Zip Code

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.

40 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:

Robert J. Halloran Jr Exec VP, Treasurer & CFO

Name Title

860-928-6501 3025

Area Code / Phone Number / Extension

860-963-6612

Area Code / FAX Number

Rhalloran@putnambank.com

E-mail Address

www.putnambank.com

Signature of Holding Company Director and Official

09/13/2013

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

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

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 Federal Reserve Bank Use Only

RSSD ID 3152003-3151994-223005  
 C.I.

# 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.

PSB Holdings Inc  
Legal Title of Subsidiary Holding Company

PO Box 151  
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

<u>Putnam</u>	<u>CT</u>	<u>06260</u>
City	State	Zip Code

40 Main Street  
Physical location (if different from mailing address)

Putnam Bank Mortgage Servicing Company  
Legal Title of Subsidiary Holding Company

PO Box 151  
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

<u>Putnam</u>	<u>CT</u>	<u>06260</u>
City	State	Zip Code

50 Canal Street  
Physical location (if different from mailing address)

Putnam Bank  
Legal Title of Subsidiary Holding Company

PO Box 151  
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

<u>Putnam</u>	<u>CT</u>	<u>06260</u>
City	State	Zip Code

40 Main Street  
Physical location (if different from mailing address)

\_\_\_\_\_  
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)

Windham North Properties, LLC  
Legal Title of Subsidiary Holding Company

PO Box 151  
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

<u>Putnam</u>	<u>CT</u>	<u>06260</u>
City	State	Zip Code

40 Main Street  
Physical location (if different from mailing address)

\_\_\_\_\_  
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)

PSB Realty LLC  
Legal Title of Subsidiary Holding Company

PO Box 151  
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

<u>Putnam</u>	<u>CT</u>	<u>06260</u>
City	State	Zip Code

40 Main Street  
Physical location (if different from mailing address)

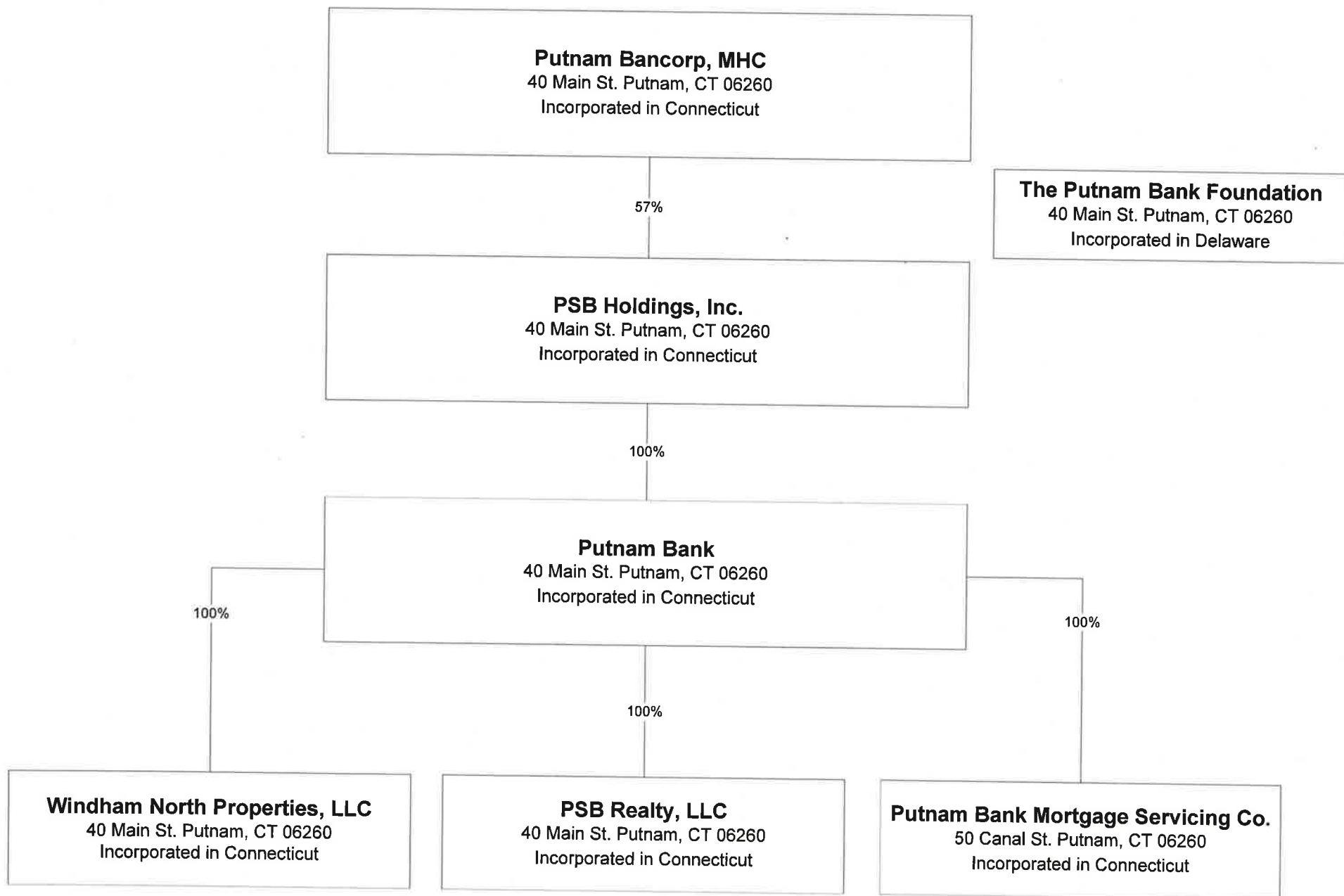
\_\_\_\_\_  
Legal Title of Subsidiary Holding Company

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

_____	_____	_____
City	State	Zip Code

\_\_\_\_\_  
Physical location (if different from mailing address)

# Fiscal Year Ending June 30, 2013



Item 2b.

<u>Location</u>	<u>Leased or Owned</u>	<u>Year Acquired or Leased</u>	<u>Square Footage</u>	<u>Net Book Value of Real Property (In thousands)</u>
<b>Main Office:</b>				
40 Main Street..... Putnam, Connecticut 06260	Owned	1974	14,938	\$ 989
<b>Full Service Branches:</b>				
251 Kennedy Drive..... Putnam, Connecticut 06260	Leased	2006	473	65
100 Averill Road..... Pomfret Center, Connecticut 06259	Owned	1981	2,487	406
125 Wauregan Road..... Danielson, Connecticut 06239	Owned	1993	2,452	312
11 Pratt Road..... Plainfield, Connecticut 06374	Owned	2000	2,162	305
461 Voluntown Road, Rte. 138..... Griswold, Connecticut 06351	Leased	2005	2,600	30
2 Chapman Lane..... Gales Ferry, Connecticut 06335	Owned	2009	2,400	581
40 High Street..... Norwich, Connecticut 06360	Owned	2009	2,800	1,093
<b>Loan Center:</b>				
50 Canal Street..... Putnam, Connecticut 06260	Owned	2000	2,940	123
<b>Special Needs Limited Branch (1):</b>				
Creamery Brook Retirement Village..... 36 Vina Lane Brooklyn, Connecticut 06234	—		—	—
Total.....				<u>\$ 3,904</u>

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH OF THE NOMINEES LISTED IN THIS PROXY STATEMENT.

Name (1)	Age	Positions Held	Director Since (2)	Current Term to Expire	Shares of Common Stock Beneficially Owned on Record Date (3) (4) (5)	Percent of Class (6) (7) (8) (9) (10)
<b>NOMINEES</b>						
Charles W. Bentley, Jr.	60	Director	2006	2013	97,189	1.49%
Paul M. Kelly	62	Director	1993	2013	69,220	1.06%
Charles H. Puffer	62	Chairman of the Board	1984	2013	100,118	1.53%
<b>DIRECTORS CONTINUING IN OFFICE</b>						
Robert J. Halloran, Jr.	59	Director, Executive Vice President and Chief Financial Officer	2006	2014	55,344	0.85%
Jitendra K. Sinha	64	Director	2007	2014	17,000	0.26%
Thomas A. Borner	59	Vice-Chairman of the Board, President and Chief Executive Officer	1987	2015	237,010	3.62%
Richard A. Loomis	55	Director	2002	2015	42,505	0.65%
John P. Miller	55	Director	2006	2015	13,055	0.20%
					631,441	9.65%

Form FR Y-6

Putnam Bancorp MHC, Inc.

Putnam, Connecticut

Fiscal Year ending June 30, 2013

Report Item 4: Directors and Officers

(1) (2) (3)(a)(b)(C) and 4(a)(b)(C)

(1) Name & Address (City, State, Country)	(2) Principal Occupation if Other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) 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)
Thomas A. Borner  Pomfret Center, CT	Bank Executive	Director, President & CEO and Secretary	Director, President & CEO (PSB Holdings, Inc.) Director, President & CEO (Putnam Bank)	Of Counsel in Borner, Aleman & Davis, PC	N/A	None	Walnut Street Realty, LLC (50%); Massicotte Circle, LLC (50%); Elm Street Investments, LLC (50%), Diamonds in the Rough, LLC (33 1/3%)
✓ Robert J. Halloran, Jr.  Webster, MA	Bank Executive/CFO	Director, Executive Vice President, Treasurer, Secretary and CFO	Director, Executive Vice President/Treas/Secretary and CFO (PSB Holdings, Inc)  Director, Executive Vice President/Treas/Secretary and CFO (Putnam Bank)		N/A	None	None
Charles W. Bentley, Jr. Woodstock, CT	Manufacturer	Director	Director (PSB Holdings, Inc) Director (Putnam Bank)	Owner Colt's Plastic Co., Inc.	N/A	None	Lynx, LLC (100%) Colt's Plastic Co., Inc. (majority) 6-12 South Main Street LLC (50%) Bentley Realty, LLC (majority)

Form FR Y-6

Putnam Bancorp MHC, Inc.

Putnam, Connecticut

Fiscal Year ending June 30, 2013

Report Item 4: Directors and Officers

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Paul M. Kelly Woodstock, CT	Retailer	Director	Director (PSB Holdings, Inc) Director (Putnam Bank)	Treasurer Kelly's Tire Inc.	N/A	None	Kelly's Tire Inc. (50%) Kelco, LLC (50%) Kelbro, LLC (50%)
Richard A. Loomis Putnam, CT	Real Estate Broker	Director	Director (PSB Holdings, Inc) Director (Putnam Bank)	Real Estate Broker Loomis Real Estate	N/A	None	Loomis Real Estate (100%) Kick, LLC (50%)
John P. Miller Putnam, CT	Human Resources Management	Director	Director (PSB Holdings, Inc) Director (Putnam Bank)	V.P. Human Resources Day Kimball Healthcare	N/A	None	National Chromium Co., Inc. (100%) JPM Future Management, LLC (100%)
Charles H. Puffer Woodstock, CT	Retired Insurance Executive	Director and Chairman of the Board	Director and Chairman of the Board (PSB Holdings, Inc.) Director and Chairman of the Board (Putnam Bank)		N/A	None	Massicotte Circle, LLC (50%) Puffer Enterprises (33 1/3%)

Form FR Y-6

Putnam Bancorp MHC, Inc.

Putnam, Connecticut

Fiscal Year ending June 30, 2013

Report Item 4: Directors and Officers

(1) (2) (3)(a)(b)(C) and 4(a)(b)(C)

(1) Name & Address (City, State, Country)	(2) Principal Occupation if Other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) 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)
Jitendra K. Sinha Putnam, CT	Bank Officer	Director	Director (PSB Holdings, Inc) Director (Putnam Bank)		N/A	None	Sinha Realty, LLC (100%) JKS Realty, LLC (100%)