

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.

I, Margaret A. Murphy

Name of the Holding Company Director and Official

President

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.

Margaret A. Murphy
Signature of Holding Company Director and Official

3/28/14
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 2802909
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

Rockport National Bancorp, Inc.

Legal Title of Holding Company

16 Main Street / P.O. Box 90

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

Rockport

City

MA

State

01966

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Margaret A. Murphy

Name

President

Title

978-309-1223

Area Code / Phone Number / Extension

978-546-3263

Area Code / FAX Number

mmurphy@rockportnational.com

E-mail Address

www.rockportnational.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

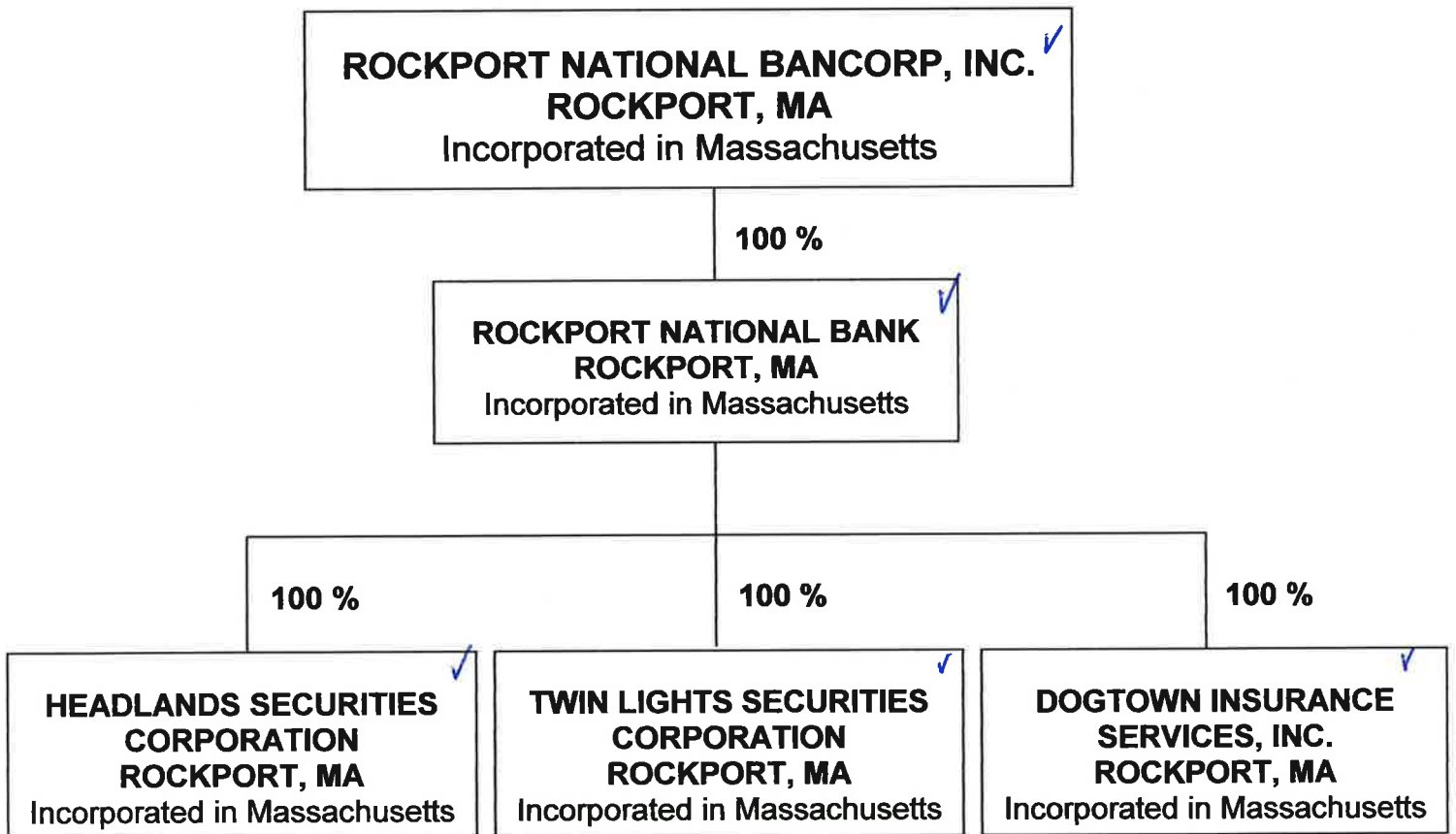
Form FR Y-6

**Rockport National Bancorp, Inc.
Rockport, Massachusetts
Fiscal Year Ending December 31, 2013**

Report Item

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

2: Organizational Chart



The data are as of 12/31/2013. Data reflects information that was received and processed through 04/30/2014.

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
OK		Full Service (Head Office)	555005	ROCKPORT NATIONAL BANK	✓ 16 MAIN ST	ROCKPORT	MA	01966	ESSEX	UNITED STATES	1712	Not Required	0	555005	
OK		Full Service	4370215	COLON STREET BRANCH	✓ 4 COLON STREET	BEVERLY	MA	01915	ESSEX	UNITED STATES	Not Required	Not Required	ROCKPORT NATIONAL BANK	555005	
OK		Full Service	4257802	PARKER STREET BRANCH	✓ 7 PARKER STREET	GLOUCESTER	MA	01980	ESSEX	UNITED STATES	Not Required	Not Required	ROCKPORT NATIONAL BANK	555005	
OK		Full Service	498901	KING STREET BRANCH	✓ 37 KING ST	ROCKPORT	MA	01966	ESSEX	UNITED STATES	193713	Not Required	1	555005	
OK		Limited Service	4443584	SCHOOL STREET BRANCH	✓ 11 SCHOOL STREET	ROCKPORT	MA	01966	ESSEX	UNITED STATES	Not Required	Not Required	ROCKPORT NATIONAL BANK	555005	
AD	2/5/2013	Limited Service		BEVERLY HIGH SCHOOL BRANCH	✓ 100 SOHIER ROAD	BEVERLY	MA	01915	ESSEX	UNITED STATES	Not Required	Not Required	ROCKPORT NATIONAL BANK	555005	

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Rockport National Bancorp, Inc.
December 31, 2013

Report Item 3: Shareholders
 (1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2013		Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2013		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship Or Incorporation
Marjorie D. Curtis Trust Rockport, MA, USA	USA	13,230 - 6.47% Common Stock	N/A	N/A

(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship Or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities

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Rockport National Bancorp, Inc.
December 31, 2013

Report Item 4: Directors and Officers

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c) ✓

(1) Names & 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)
James Destino Gloucester, MA, USA	Restaurateur	Director	Director, Rockport National Bank	President J. Destino, Inc.	.49%	None	100% J. Destino, Inc.
Katherine Lamson Ipswich, MA, USA	Property Manager	Director	Director, Rockport National Bank	Member	.69%	None	33% Cape Ann Marketplace, LLC
Richard J. Meringer Rockport, MA, USA	Retail Merchant	Director	Director, Rockport National Bank	Treasurer Meringer Enterprises	1.63%	None	50% Meringer Enterprises
Margaret A. Murphy Burlington, MA, USA	N/A	President, Chief Executive Officer & Secretary	President & Chief Executive Officer, Rockport National Bank	N/A	.64%	None	N/A
Joseph Parisi III Gloucester, MA, USA	Retail Merchant	Director	Director, Rockport National Bank	Manager Jackson Lumber & Millwork, Inc.	.22%	None	N/A
Theodore A. Scharfenstein Rockport, MA, USA	N/A	Director & Chairman	Director & Chairman, Rockport National Bank	N/A	2.46%	None	N/A
Michael C. Shea Rockport, MA, USA	Attorney	Director & Vice Chairman	Director & Vice Chairman, Rockport National Bank	Attorney Pino & Shea	.59%	None	N/A

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Rockport National Bancorp, Inc.
December 31, 2013

Report Item 4: Directors and Officers

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

(1) Names & 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 and percentage of voting securities held)
Donald E. Sudbay, Jr. Rockport, MA, USA	Retail Merchant	Director	Director, Rockport National Bank	President Sudbay Chevrolet, Buick, GMC, Cadillac, Inc. and Vice President Sudbay Chrysler, Dodge, Jeep, Inc.	.49%	None	50% Sudbay Chrysler, Dodge, Jeep, Inc. 50% Sudbay Chevrolet, Buick, GMC, Cadillac, Inc.
Todd H. Tanger Marblehead, MA, USA	Media and Communications Manager	Director	Director, Rockport National Bank	President North Shore 104.9	.17%	None	79% Westport LLC