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. 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.

Signature of Holding Company Director and Official

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

Reporters’ 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 MA 01966
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
Margaret A. Murphy President
Name 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

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 (7100-0297), Washington, DC 20503.

12/2012
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

```
ROCKPORT NATIONAL BANCORP, INC.
ROCKPORT, MA
Incorporated in Massachusetts

                        100 %

ROCKPORT NATIONAL BANK
ROCKPORT, MA
Incorporated in Massachusetts

100 %                     100 %                     100 %

HEADLANDS SECURITIES
CORPORATION
ROCKPORT, MA
Incorporated in Massachusetts

TWIN LIGHTS SECURITIES
CORPORATION
ROCKPORT, MA
Incorporated in Massachusetts

DOGTOWN INSURANCE
SERVICES, INC.
ROCKPORT, MA
Incorporated in Massachusetts
```
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

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID</th>
<th>RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FIDC UNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID</th>
<th>RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>555000</td>
<td>ROCKPORT NATIONAL BANK</td>
<td>156 MAIN ST</td>
<td>ROCKPORT</td>
<td>MA</td>
<td>01966</td>
<td>ESSEX</td>
<td>UNITED STATES</td>
<td>1712</td>
<td>0 ROCKPORT NATIONAL BANK</td>
<td>555000</td>
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<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>4370215</td>
<td>COLON STREET BRANCH</td>
<td>8 COLON STREET</td>
<td>BEVERLY</td>
<td>MA</td>
<td>01915</td>
<td>ESSEX</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>ROCKPORT NATIONAL BANK</td>
<td>555000</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>4372802</td>
<td>PARKER STREET BRANCH</td>
<td>7 PARKER STREET</td>
<td>GLOUCESTER</td>
<td>MA</td>
<td>01930</td>
<td>ESSEX</td>
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<td>555000</td>
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<td></td>
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<tr>
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<td>Full Service</td>
<td>4930601</td>
<td>KING STREET BRANCH</td>
<td>57 KING ST</td>
<td>ROCKPORT</td>
<td>MA</td>
<td>01966</td>
<td>ESSEX</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>ROCKPORT NATIONAL BANK</td>
<td>555000</td>
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<td></td>
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<tr>
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<td>Limited Service</td>
<td>44433584</td>
<td>SCHOOL STREET BRANCH</td>
<td>11 SCHOOL STREET</td>
<td>ROCKPORT</td>
<td>MA</td>
<td>01966</td>
<td>ESSEX</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>ROCKPORT NATIONAL BANK</td>
<td>555000</td>
<td></td>
<td></td>
<td></td>
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<tr>
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<td>2/5/2013</td>
<td>Limited Service</td>
<td>55555555</td>
<td>BEVERLY HIGH SCHOOL BRANCH</td>
<td>100 SHERER ROAD</td>
<td>BEVERLY</td>
<td>MA</td>
<td>01915</td>
<td>ESSEX</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>ROCKPORT NATIONAL BANK</td>
<td>555000</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Form FR Y-6
Rockport National Bancorp, Inc.
December 31, 2013

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

<table>
<thead>
<tr>
<th>Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2013</th>
<th>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</th>
</tr>
</thead>
<tbody>
<tr>
<td><em>(1)(a)</em> Name &amp; Address (City, State, Country)</td>
<td><em>(1)(b)</em> Country of Citizenship or Incorporation</td>
</tr>
<tr>
<td>Marjorie D. Curtis Trust Rockport, MA, USA</td>
<td>USA</td>
</tr>
</tbody>
</table>
## Report Item 4: Directors and Officers

(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 other businesses)

(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)

<table>
<thead>
<tr>
<th>Name</th>
<th>Occupation</th>
<th>Position/Title</th>
<th>Subsidiary Position/Title</th>
<th>% Shares in Bank Holding Company</th>
<th>% Shares in Subsidiaries</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>James Destino</td>
<td>Restaurateur</td>
<td>Director</td>
<td>Director, Rockport National Bank</td>
<td>.49%</td>
<td>None</td>
<td>100% J. Destino, Inc.</td>
</tr>
<tr>
<td>Gloucester, MA, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Katherine Lamson</td>
<td>Property Manager</td>
<td>Director</td>
<td>Director, Rockport National Bank</td>
<td>.69%</td>
<td>None</td>
<td>33% Cape Ann Marketplace, LLC</td>
</tr>
<tr>
<td>Ipswich, MA, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Richard J. Meringer</td>
<td>Retail Merchant</td>
<td>Director</td>
<td>Director, Rockport National Bank</td>
<td>1.63%</td>
<td>None</td>
<td>50% Meringer Enterprises</td>
</tr>
<tr>
<td>Rockport, MA, USA</td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Margaret A. Murphy</td>
<td>N/A</td>
<td>President, Chief Executive Officer &amp; Secretary</td>
<td>President &amp; Chief Executive Officer, Rockport National Bank</td>
<td>.64%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Burlington, MA, USA</td>
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<td></td>
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</tr>
<tr>
<td>Joseph Parisi III</td>
<td>Retail Merchant</td>
<td>Director</td>
<td>Director, Rockport National Bank</td>
<td>.22%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Gloucester, MA, USA</td>
<td></td>
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</tr>
<tr>
<td>Theodore A. Scharfenstein</td>
<td>N/A</td>
<td>Director &amp; Chairman</td>
<td>Director &amp; Chairman, Rockport National Bank</td>
<td>2.46%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Rockport, MA, USA</td>
<td></td>
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</tr>
<tr>
<td>Michael C. Shea</td>
<td>Attorney</td>
<td>Director &amp; Vice Chairman</td>
<td>Director &amp; Vice Chairman, Rockport National Bank</td>
<td>.59%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Rockport, MA, USA</td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>(1)</td>
<td>(2)</td>
<td>(3)(a)(b)(c)</td>
<td>(4)(a)(b)(c)</td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td><strong>Report Item 4: Directors and Officers</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(1) Names &amp; Address</td>
<td>(2) Principal Occupation if other than with Bank Holding Company</td>
<td>(3)(a) Title &amp; Position with Bank Holding Company</td>
<td>(3)(b) Title &amp; Position with Subsidiaries (Include names of subsidiaries)</td>
<td>(3)(c) Title &amp; Position with Other Businesses (Include names of other businesses)</td>
<td>(4)(a) Percentage of Voting Shares in Bank Holding Company</td>
<td>(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)</td>
</tr>
<tr>
<td>Donald E. Sudbay, Jr.</td>
<td>Retail Merchant</td>
<td>Director</td>
<td>Director, Rockport National Bank</td>
<td>President Sudbay Chevrolet, Buick, GMC, Cadillac, Inc. and Vice President Sudbay Chrysler, Dodge, Jeep, Inc.</td>
<td>.48%</td>
<td>None</td>
</tr>
<tr>
<td>Marblehead, MA, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Todd H. Tanger</td>
<td>Media and Communications Manager</td>
<td>Director</td>
<td>Director, Rockport National Bank</td>
<td>President North Shore 104.9</td>
<td>.17%</td>
<td>None</td>
</tr>
</tbody>
</table>