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. William H. Crawford IV
Name of the Holding Company Director and Official
President & CEO
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
03/31/2014

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: 25094913
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
Rockville Financial, Inc
25 Park Street
Rockville, CT 06066

City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
Howard Stanton III
Name
SVP/Chief Acctg Officer
Title

8602913721
Area Code / Phone Number / Extension
8506334720
Area Code / FAX Number

hstanton@rockvillebank.com
E-mail Address

rockvillebank.com
Address (URL) for the Holding Company’s web page

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. Inducing 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.

2nd review 7/24-14
Report Item 1: The bank holding company is registered with the SEC and prepares an annual report. Two copies are enclosed.

Report Item 2a: Organizational Chart

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Rockville Financial, Inc.  
("RFI")  
Incorporated in Connecticut

100% of common stock

Rockville Bank  
Incorporated in Connecticut

All are 100% owned by Rockville Bank

Rockville Financial Services, Inc.  
Incorporated in Connecticut

Rockville Bank Investment Sub, Inc.  
Incorporated in Connecticut

SBR Mortgage Company  
Incorporated in Connecticut
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Report Item 3: Securities Holders

Shareholders with ownership, control or holdings of 5% or more voting power as of the fiscal year ending 12/31/13:

<table>
<thead>
<tr>
<th>Name and Address</th>
<th>Number &amp; Percentage of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rockville Bank Employee Stock Ownership Plan (ESOP)</td>
<td>1,586,638 6.11%</td>
</tr>
<tr>
<td>25 Park Street, Rockville, CT, 06066 USA</td>
<td></td>
</tr>
<tr>
<td>BlackRock, Inc.</td>
<td>1,730,812 6.66%</td>
</tr>
<tr>
<td>40 East 52nd Street, New York, NY 10022 USA</td>
<td></td>
</tr>
</tbody>
</table>