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, Ping Yin Chai
Name of the Holding Company Director and Official
EVP & CFO
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: 12/18/14

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 prepared

For Federal Reserve Bank Use Only
RSSD ID: 3365858
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
Salem Five Bancorp
Legal Title of Holding Company
210 Essex Street
(Mailing Address of the Holding Company) Street / P.O. Box
Salem MA 01970
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
Patricia E. MacIntyre
AVP & Sr. Accountant
Name
Title
978-720-5431
Area Code / Phone Number / Extension
978-720-5375
Area Code / FAX Number
patricia.macintyre@salemfive.com
E-mail Address
http://salemfive.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
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.

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<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
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Note: To satisfy the FR Y-9 reporting requirements, you must also submit FR Y-900 Donor Schedule for each branch with a Data Action of Change, Close, Delete, or Add. The FR Y-90 report may be submitted in a hardcopy format or via the FR Y-90 Online application - https://www.federalreserve.gov. The FDIC Uniform Office Number, and the DSSDR columns are for reference only. Verification of these values is not required.
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<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>Principal Occupation</th>
<th>Title &amp; Position with Bank Holding Company</th>
<th>Title &amp; Position with Subsidiaries (Include names of subsidiaries)</th>
<th>Percentage of Voting Shares in Bank Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)</th>
<th>List name of other companies (includes partnerships) if 25% or more of voting securities are held or more of voting securities held</th>
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<tr>
<td>Joseph M. Gibbons</td>
<td>Beverly, MA</td>
<td>N/A</td>
<td>President &amp; CEO</td>
<td>President &amp; CEO Trustee</td>
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<tr>
<td>Ping Yin Chai</td>
<td>North Andover, MA</td>
<td>N/A</td>
<td>Executive Vice President &amp; CFO</td>
<td>Executive Vice President &amp; CFO Trustee</td>
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<td>Kim A. Meader</td>
<td>Amraquam, MA</td>
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<td>Martha R. Aworth</td>
<td>Boston, MA</td>
<td>N/A</td>
<td>Senior Vice President</td>
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<td>Dawn M. Dillon</td>
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<td>Janie C. Dodge</td>
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<td>John S. Hall</td>
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<td>Edward J. McDonald</td>
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<td>Steven L. Cicatelli</td>
<td>Stoneham, MA</td>
<td>Attorney</td>
<td>Trustee</td>
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<td>Trustee</td>
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<td>Name/Address</td>
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<td>Title &amp; Position with Bank Holding Company</td>
<td>Title &amp; Position with Subsidiaries (Include names of other businesses)</td>
<td>Percentage of Voting Shares in Bank Holding Company</td>
<td>Percentage of Voting Shares in Subsidiaries (Include names of companies and percentage of voting securities held)</td>
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<td>Attorney/Owner Lundregan Law Offices, PC</td>
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<td>Trustee</td>
<td>President Appleby and Wymans Insurance</td>
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<td>Catherine Oatway</td>
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<td>Doctor Lahey Clinic Foundation</td>
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