FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2

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MAR 26 2014
SUPERVISION, REGULATION AND CREDIT DEPARTMENT

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, Richard J. Cantele, Jr.
Name of the Holding Company Director and Official

President and 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

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 2693273
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

Salisbury Bancorp, Inc.
Legal Title of Holding Company

PO Box 1868
(Mailing Address of the Holding Company) Street / P.O. Box

Lakeville	CT	06039
City	State	Zip Code

5 Bissell St.
Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Melanie K. Neely	V.P., Finance
Name	Title

860 596-2115
Area Code / Phone Number / Extension

860435-5106
Area Code / FAX Number

mneely@salisburybank.com
E-mail Address

mneely@salisburybank.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.

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.

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)

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City State Zip Code

Physical location (if different from mailing address)

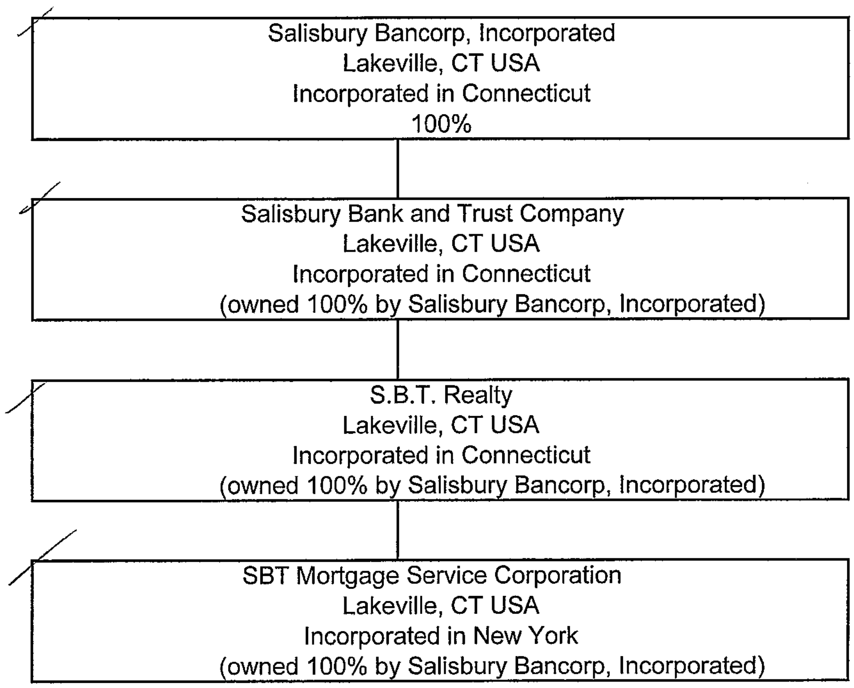
FORM FR Y-6
SALISBURY BANCORP, INCORPORATED
5 BISSELL STREET
PO BOX 1868
LAKEVILLE, CT 06039

FISCAL YEAR ENDING DECEMBER 31, 2013

Report Item:

1: Salisbury Bancorp, Incorporated is registered with the Securities and Exchange Commission. A copy of the most recent FORM 10-K filed with the Securities and Exchange Commission will be available April 1, 2014 at www.sec.gov under Ticker Symbol SAL.

2.a: Organization Chart



2.b: Domestic Branch Listing previously submitted electronically

Form FR Y-6

Salisbury Bancorp, Inc.
Lakeville, CT
Fiscal Year Ending December 31, 2013

Report Item 3:	Securities holders
(1)(a)(b)(c)	
(2)(a)(b)(c)	None

The following table includes certain information as of December 31, 2013 regarding the principal shareholders of the Company. With the exception of the shareholders listed below, the Company is not aware of any beneficial owner of five percent (5%) or more of the Company's Common Stock.

1(a) Name and Address	1(b) Country of Citizenship or Incorporation	1(c) Number and Percentage of Common Stock
Cede & Co. New York, New York 10004 U.S.A.	U.S.A.	1,169,109 68.36%

Report Item 4: Insiders
(1) (2) (3a)(3b)(3c) and (4a)(4b)(4c)

(1) Name & Address	(2) Principal Occupation (Other than with Bank Holding Co.)	(3a) Title & Position with Bank Holding Co.	(3b) Title & Position with Subsidiaries (include name of subsidiaries)	(3c) Title & Position with other Businesses (include name of other businesses)	(4a) % of Voting Shares in Bank Holding Co.	(4b) % of Voting Shares in Subsidiary	(4c) List names of other companies (if 25% or more voting securities are held) and % of voting securities held
Louis E. Allyn, II East Canaan, CT U.S.A.	Mining and Manufacturing	Director	Director (Salisbury Bank and Trust Co.)	President - Allyndale Corp.	0.15	N/A	None
Arthur J. Bassin Ancramdale, NY U.S.A.	Town Supervisor	Director	Director (Salisbury Bank and Trust Co.)	Town Supervisor - Ancram, NY	0.48	N/A	Cricket Hill Farm, Inc. 50%
Louise F. Brown Sharon, CT U.S.A.	Attorney	Director	Director (Salisbury Bank and Trust Co.)	Partner - Ackerly Brown, LLP	0.21	N/A	None
Richard J. Cantele, Jr. Lakeville, CT U.S.A.		President, CEO and Director	President and CEO (Salisbury Bank and Trust Co.) President & Director (SBT Mortgage Service Corp.) President & Director (S.B.T. Realty Inc.)		0.50	N/A	None
Robert S. Drucker Great Barrington, MA U.S.A.	Merchant	Director	Director (Salisbury Bank and Trust Co.) Director (SBT Mortgage Service Corp.)	Owner - Barrington Outfitters	0.53	N/A	Barrington Outfitters 100%
David B. Farrell Sheffield, MA U.S.A.	CEO	Director	Director (Salisbury Bank and Trust Co.)	CEO - NAPPI International CEO - Farrell & Company, LLC,	0.010	N/A	NAPPI International 47%
Shelly Humeston Pine Plains, NY U.S.A.		Secretary	Secretary (Salisbury Bank and Trust Co.)		0.030	N/A	None
Nancy F. Humphreys New York, NY U.S.A.	Retired	Director	Director (Salisbury Bank and Trust Co.)		0.21	N/A	None
Holly J. Nelson Millerton, NY U.S.A.	Tour Operator	Director	Director (Salisbury Bank and Trust Co.)	Member - Iceland Adventure, LLC & Oblong Property Mgmt, LLC	0.17	N/A	None
John F. Perotti Sharon, CT U.S.A.	Retired	Director	Director (Salisbury Bank and Trust Co.) Director (SBT Mortgage Service Corp.)		0.68	N/A	None
Michael A. Varet New York, NY	Attorney	Chairman of the Board	Chairman of the Board (Salisbury Bank and Trust Co.)	Sr. Counsel - DLA Piper LLP (US)	3.96	N/A	Decimal Investments LLC 50%

Justin
3-21

Results: A list of branches for your depository institution: SALISBURY BANK AND TRUST COMPANY (ID_RSSD: 821906).
This depository institution is held by SALISBURY BANCORP, INC. (2693273) of LAKEVILLE, CT.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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)	821906	SALISBURY BANK AND TRUST COMPANY	5 BISSELL STREET	LAKEVILLE	CT	06039	LITCHFIELD	UNITED STATES	12364	0	SALISBURY BANK AND TRUST COMPANY	821906	
OK		Full Service	767004	CANAAN BRANCH	100 MAIN STREET	CANAAN	CT	06018	LITCHFIELD	UNITED STATES	1636	4	SALISBURY BANK AND TRUST COMPANY	821906	
OK		Electronic Banking	949408	OPERATIONS CENTER BRANCH	94 MAIN STREET	CANAAN	CT	06018	LITCHFIELD	UNITED STATES	Not Required	Not Required	SALISBURY BANK AND TRUST COMPANY	821906	
OK		Trust	3773789	TRUST DEPARTMENT	19 BISSELL STREET	LAKEVILLE	CT	06039	LITCHFIELD	UNITED STATES	Not Required	Not Required	SALISBURY BANK AND TRUST COMPANY	821906	
OK		Full Service	945204	SALISBURY BRANCH	18 MAIN STREET	SALISBURY	CT	06068	LITCHFIELD	UNITED STATES	245448	1	SALISBURY BANK AND TRUST COMPANY	821906	
OK		Full Service	944702	SHARON BRANCH	29 LOW ROAD	SHARON	CT	06069	LITCHFIELD	UNITED STATES	245449	2	SALISBURY BANK AND TRUST COMPANY	821906	
OK		Full Service	2623597	EGREMONT BRANCH	51 MAIN STREET	EGREMONT	MA	01258	BERKSHIRE	UNITED STATES	192709	5	SALISBURY BANK AND TRUST COMPANY	821906	
OK		Full Service	3773819	SHEFFIELD BRANCH	640 NORTH MAIN STREET	SHEFFIELD	MA	01257	BERKSHIRE	UNITED STATES	443295	6	SALISBURY BANK AND TRUST COMPANY	821906	
OK		Full Service	3627323	DOVER PLAINS BRANCH	5 DOVER LANE, DOVER VILLAGE PLAZA	DOVER PLAINS	NY	12522	DUTCHESS	UNITED STATES	269555	7	SALISBURY BANK AND TRUST COMPANY	821906	
OK		Full Service	4096364	MILLERTON BRANCH	87 MAIN STREET	MILLERTON	NY	12546	DUTCHESS	UNITED STATES	500509	9	SALISBURY BANK AND TRUST COMPANY	821906	