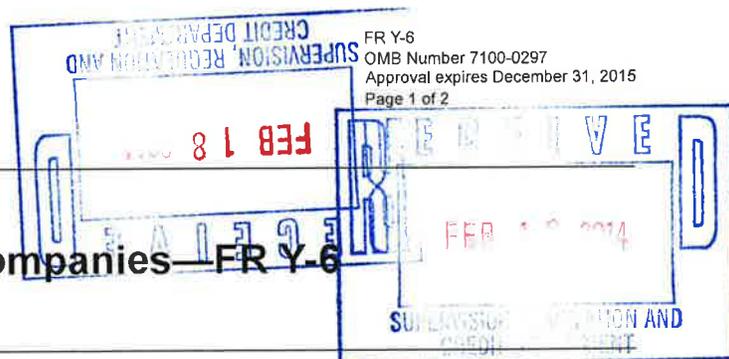




Annual Report of Holding Companies—FR Y-6



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.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

I, **K. Michael Robbins**

Reporter's Name, Street, and Mailing Address

Spencer MHC

Legal Title of Holding Company

176 Main Street

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

Spencer

MA

01562

City

State

Zip Code

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.

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Richard Hebson

Sr. Vice Pres.-Treasurer

Name

Title

508-885-5313 225

Area Code / Phone Number / Extension

508-885-8614

Area Code / FAX Number

rhebson@spencerbankonline.com

E-mail Address

K. Michael Robbins
Signature of Holding Company Director and Official

Address (URL) for the Holding Company's web page

Date of Signature

Does the reporter request confidential treatment for any portion of this submission?

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

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

For Federal Reserve Bank Use Only

RSSD ID

C.I.

3547010

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.

Spencer Mid-Tier Holding Company
Legal Title of Subsidiary Holding Company

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

Spencer MA 01562
City State Zip Code

Physical location (if different from mailing address)

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)

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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(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)

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)

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)

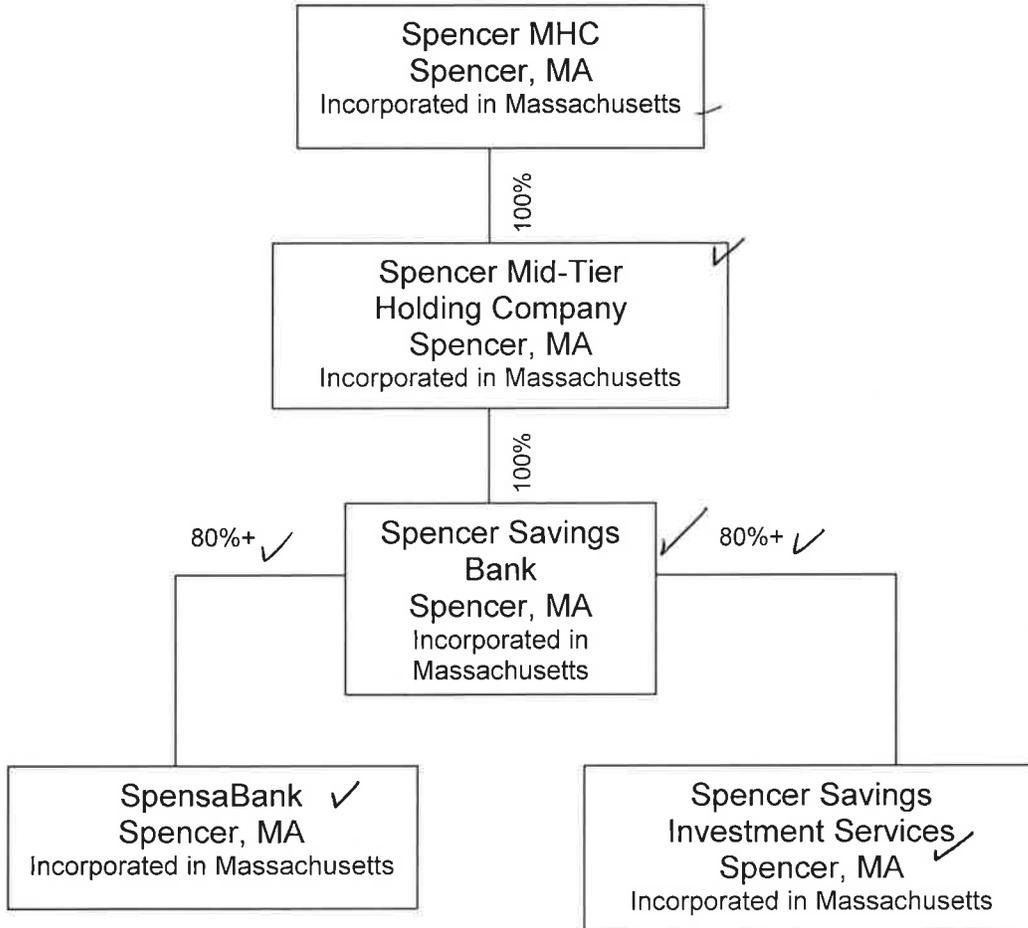
Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Spencer MHC
Spencer, Massachusetts
Fiscal Year Ending 12/31/13



Results: A list of branches for your depository institution: SPENCER SAVINGS BANK (ID_RSSD: 447100).
 This depository institution is held by SPENCER MHC (9547010) of SPENCER, MA.
 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 date of closure 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, 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 emailing 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)	447100	SPENCER SAVINGS BANK	176 MAIN STREET	SPENCER	MA	01562	WORCESTER	UNITED STATES	17872		0 SPENCER SAVINGS BANK	447100	
OK		Full Service	2660002	SOUTH MAIN STREET BRANCH	421 SOUTH MAIN STREET	LEICESTER	MA	01524	WORCESTER	UNITED STATES	357321		4 SPENCER SAVINGS BANK	447100	
OK		Full Service	569404	ROTLAND BRANCH	93 MAIN STREET	ROTLAND	MA	01543	WORCESTER	UNITED STATES	291474		3 SPENCER SAVINGS BANK	447100	
OK		Full Service	631301	FAIR PLAZA BRANCH	72 WEST MAIN STREET RTE 9	SPENCER	MA	01582	WORCESTER	UNITED STATES	291473		2 SPENCER SAVINGS BANK	447100	
OK		Full Service	942100	WARREN BRANCH	968 MAIN ST	WARREN	MA	01083	WORCESTER	UNITED STATES	17884		1 SPENCER SAVINGS BANK	447100	
OK		Full Service	4472324	WORCESTER BRANCH	278 PARK AVENUE	WORCESTER	MA	01609	WORCESTER	UNITED STATES	Not Required	Not Required	SPENCER SAVINGS BANK	447100	

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Spencer MHC

Spencer, Massachusetts

Fiscal Year Ending 12/31/13

Report Item 3: Securities Holders

Not Applicable

Form FR Y-6

Spencer MHC
Spencer, Massachusetts
Fiscal Year Ending 12/31/13

Report Item 4 - a: Insiders

Name	Prin. Occup.	Title/Position (BHC)	Title/Position (Subsidiaries)	Title/Position (Other Bus.)	% Voting Shares (BHC)	% Voting Shares (Sub)	Other Companies
K. Michael Robbins Holden, MA	Banking Spencer Savings Bank	Director/ President	Director/President/CEO Spencer Savings Bank	N/A	N/A	N/A	N/A
Raymond A. Auger, Jr. E. Brookfield, MA	Accountant	Director	Director Spencer Savings Bank	Principal Auger Accounting	N/A	N/A	N/A
Michael A. Engel Spencer, MA	Manufacturing Flexcon Inc.	Director	Director Spencer Savings Bank	President Flexcon Inc.	N/A	N/A	N/A
Raymond P. Esper Mashpee, MA	Doctor	Director	Director Spencer Savings Bank	Raymond P. Esper & Assoc.	N/A	N/A	N/A
Alfred G. Morin, Jr. Spencer, MA	Funeral Director	Director	Director Spencer Savings Bank	Principal Henri J. Morin Funeral Home	N/A	N/A	N/A
Joseph N. Stolberg Shrewsbury, MA	CPA	Director	Director Spencer Savings Bank	Managing Partner Stolberg, Ebbeling & Blanchette, LLP	N/A	N/A	N/A

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Spencer MHC
Spencer, Massachusetts
Fiscal Year Ending 12/31/13

Report Item 4 - a: Insiders (cont'd)

Name	Prin. Occup.	Title/Position (BHC)	Title/Position (Subsidiaries)	Title/Position (Other Bus.)	% Voting Shares (BHC)	% Voting Shares (Sub)	Other Companies
Gary D. Suter Spencer, MA	Director Spencer Rescue Squad	Director	Director Spencer Savings Bank	Exec. Director Spencer Rescue Squad	N/A	N/A	N/A
Kathleen Tarpinian W. Brookfield, MA	Financial Advisor	Director	Director Spencer Savings Bank	Financial Advisor	N/A	N/A	N/A
Stephen F. Wentzell Worcester, MA	CFO	Director	Director Spencer Savings Bank	CFO Coughlin Electric	N/A	N/A	N/A
John J. Spillane Worcester, MA	Attorney	Director	Director Spencer Savings Bank	Partner Spillane & Spillane	N/A	N/A	N/A
Richard W. Hebson Spencer, MA	Treasurer	Treasurer	Treasurer Spencer Savings Bank	N/A	N/A	N/A	N/A
Michael Quink Leicester, MA	Sr. Vice President	Sr. Vice President	Sr. Vice President/Commercial Division Manager Spencer Savings Bank	N/A	N/A	N/A	N/A
Randal D. Webber Oxford, MA	Exec. Vice President	Exec. Vice President	Exec. Vice President/Chief Lending Officer Spencer Savings Bank	N/A	N/A	N/A	N/A

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Spencer Mid-Tier Holding Co.
Spencer, Massachusetts
Fiscal Year Ending 12/31/13

Report Item 4 - b: Insiders

Name	Prin. Occup.	Title/Position (BHC)	Title/Position (Subsidiaries)	Title/Position (Other Bus.)	% Voting Shares (BHC)	% Voting Shares (Sub)	Other Companies
K. Michael Robbins Holden, MA	Banking Spencer Savings Bank	Director/ President	Director/President/CEO Spencer Savings Bank	N/A	N/A	N/A	N/A
Raymond A. Auger, Jr. E. Brookfield, MA	Accountant	Director	Director Spencer Savings Bank	Principal Auger Accounting	N/A	N/A	N/A
Michael A. Engel Spencer, MA	Manufacturing Flexcon Inc.	Director	Director Spencer Savings Bank	President Flexcon Inc.	N/A	N/A	N/A
Raymond P. Esper Mashpee, MA	Doctor	Director	Director Spencer Savings Bank	Raymond P. Esper & Assoc.	N/A	N/A	N/A
Alfred G. Morin, Jr. Spencer, MA	Funeral Director	Director	Director Spencer Savings Bank	Principal Henri J. Morin Funeral Home	N/A	N/A	N/A
Joseph N. Stolberg Shrewsbury, MA	CPA	Director	Director Spencer Savings Bank	Managing Partner Stolberg, Ebbeling & Blanchette, LLP	N/A	N/A	N/A

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Spencer Mid-Tier Holding Co.
Spencer, Massachusetts
Fiscal Year Ending 12/31/13

Report Item 4 - b: Insiders (cont'd)

Name	Prin. Occup.	Title/Position (BHC)	Title/Position (Subsidiaries)	Title/Position (Other Bus.)	% Voting Shares (BHC)	% Voting Shares (Sub)	Other Companies
Gary D. Suter Spencer, MA	Director Spencer Rescue Squad	Director	Director Spencer Savings Bank	Exec. Director Spencer Rescue Squad	N/A	N/A	N/A
Kathleen Tarpinian W. Brookfield, MA	Financial Advisor	Director	Director Spencer Savings Bank	Financial Advisor	N/A	N/A	N/A
Stephen F. Wentzell Worcester, MA	CFO	Director	Director Spencer Savings Bank	CFO Coughlin Electric	N/A	N/A	N/A
John J. Spillane Worcester, MA	Attorney	Director	Director Spencer Savings Bank	Partner Spillane & Spillane	N/A	N/A	N/A
Richard W. Hebson Spencer, MA	Treasurer	Treasurer	Treasurer Spencer Savings Bank	N/A	N/A	N/A	N/A
Michael Quink Leicester, MA	Sr. Vice President	Sr. Vice President	Sr. Vice President/Commercial Division Manager Spencer Savings Bank	N/A	N/A	N/A	N/A
Randal D. Webber Oxford, MA	Exec. Vice President	Exec. Vice President	Exec. Vice President/Chief Lending Officer Spencer Savings Bank	N/A	N/A	N/A	N/A