

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, **Richard T. Leahy** ✓
Name of the Holding Company Director and Official
President & Director

Reporter's Name, Street, and Mailing Address

WebFive, MHC

Legal Title of Holding Company

136 Thompson Road

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

Webster

MA

01570

City

State

Zip Code

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:

Brian S. Westerlind

Senior Vice President

Name

Title

508-640-0435

Area Code / Phone Number / Extension

508-949-1136

Area Code / FAX Number

bwesterlind@web5.com

E-mail Address

www.web5.com

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

Richard T. Leahy ✓
Signature of Holding Company Director and Official
Feb 21, 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 **3803033**
C.I. _____

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

Yes Please identify the report items to which this request applies:

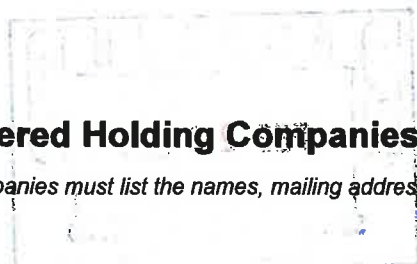
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

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.



WebFive Financial Services, Inc.

Legal Title of Subsidiary Holding Company

136 Thompson Road

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

Webster

City

MA

State

01570

Zip Code

Physical location (if different from mailing address)

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Physical location (if different from mailing address)

Form FR Y-6

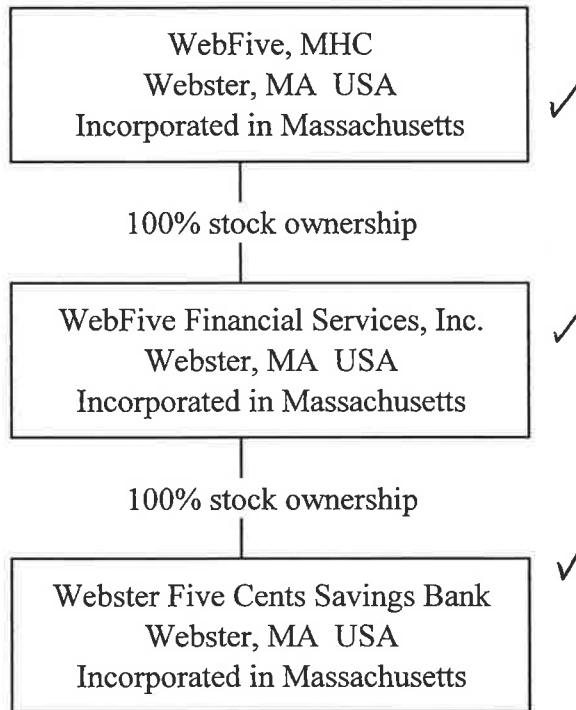
WebFive, MHC
Webster, Massachusetts
Fiscal Year Ending December 31, 2013

Report Item:

1. Annual Report to Shareholders:

The bank holding company does not prepare an annual report for shareholders.

2a. Organization Chart:



Result: A list of branches for your depositor institution: WEBSTER FIVE CENTS SAVINGS BANK (ID_BSSD: 765505). This depositor institution is held by WEBSTER FIVE CENTS SAVINGS BANK (ID_BSSD: 765505). The data are as of 12/31/2013. Data reflect 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, edit 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 emailing this to your FRB contact, put your institution name, city and state in the subject line of the email.

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://online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_BSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_BSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM†	Office Number*	Head Office	Head Office ID_BSSD*	Comments
OK		Full Service (Head Office)	765505	WEBSTER FIVE CENTS SAVINGS BANK	136 THOMPSON ROAD	WEBSTER	MA	01570	WORCESTER	UNITED STATES	17886	0	WEBSTER FIVE CENTS SAVINGS BANK	765505	
OK		Full Service	2262398	AUBURN BRANCH	400 SOUTHBURGE STREET	AUBURN	MA	01501	WORCESTER	UNITED STATES	291532	4	WEBSTER FIVE CENTS SAVINGS BANK	765505	
OK		Full Service	798709	DUDLEY BRANCH	208 WEST MAIN STREET	DUDLEY	MA	01571	WORCESTER	UNITED STATES	291510	2	WEBSTER FIVE CENTS SAVINGS BANK	765505	
OK		Full Service	610007	OXFORD BRANCH	343 MAIN ST	OXFORD	MA	01540	WORCESTER	UNITED STATES	291529	1	WEBSTER FIVE CENTS SAVINGS BANK	765505	
OK		Full Service	3430756	SHREWSBURY BRANCH	261 GRAFTON STREET	SHREWSBURY	MA	01545	WORCESTER	UNITED STATES	451217	8	WEBSTER FIVE CENTS SAVINGS BANK	765505	
OK		Full Service	2451883	CHANDLER STREET BRANCH	266 CHANDLER STREET	WORCESTER	MA	01602	WORCESTER	UNITED STATES	291533	5	WEBSTER FIVE CENTS SAVINGS BANK	765505	
OK		Full Service	2989798	COMMERCIAL STREET BRANCH	200 COMMERCIAL STREET	WORCESTER	MA	01608	WORCESTER	UNITED STATES	359032	7	WEBSTER FIVE CENTS SAVINGS BANK	765505	

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WebFive, MHC

Fiscal Year Ending December 31, 2013

Report Item 3: Securities Holders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2013	Securities holders 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
<p>(1)(a) Name City, State, Country</p> <p>(1)(b) Country of Citizenship or Incorporation</p> <p>(1)(c) Number and Percentage of Each Class of Voting Securities</p>	<p>(2)(a) Name City, State, Country</p> <p>(2)(b) Country of Citizenship or Incorporation</p> <p>(2)(c) Number and Percentage of Each Class of Voting Securities</p>
<p>NOT APPLICABLE</p>	<p>NOT APPLICABLE</p>

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 WebFive Financial Services, Inc.
 Fiscal Year Ending December 31, 2013

Report Item 3: Securities Holders
 (1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2013	Securities holders 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
(1)(a) Name City, State, Country	(2)(a) Name City, State, Country
(1)(b) Country of Citizenship or Incorporation	(2)(b) Country of Citizenship or Incorporation
(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(c) Number and Percentage of Each Class of Voting Securities
WebFive, MHC Webster, MA USA	NOT APPLICABLE
10,000 - 100% Common Stock	

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WebFive, MHC
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1) Name, City, State Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in 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)
Richard T. Leahy Shrewsbury, MA USA	N/A	President & Trustee	President & Director WebFive Financial Services, Inc. Webster Five Cents Savings Bank	N/A	None	None	N/A
Donald F. Doyle Shrewsbury, MA USA	N/A	Senior Vice President	Senior Vice President WebFive Financial Services, Inc. Webster Five Cents Savings Bank	N/A	None	None	N/A
Teresa Klonowski-Flynn Andover, MA USA	N/A	Senior Vice President	Senior Vice President WebFive Financial Services, Inc. Webster Five Cents Savings Bank	N/A	None	None	N/A
Theodore B. Parkman, Jr. Foxboro, MA USA	N/A	Senior Vice President	Senior Vice President WebFive Financial Services, Inc. Webster Five Cents Savings Bank	N/A	None	None	N/A
Joseph D. Radovanic Shrewsbury, MA USA	N/A	Senior Vice President	Senior Vice President WebFive Financial Services, Inc. Webster Five Cents Savings Bank	N/A	None	None	N/A
Brian S. Westerlind Ashland, MA USA	N/A	Senior Vice President	Senior Vice President WebFive Financial Services, Inc. Webster Five Cents Savings Bank	N/A	None	None	N/A
Maura E. Aniello Webster, MA USA	Retail Gatzke Hardware, Inc.	Trustee	Director WebFive Financial Services, Inc. Webster Five Cents Savings Bank	Owner/Clerk Gatzke Hardware, Inc.	None	None	N/A
Jane E. Bania Oxford, MA USA	Retail MBI Graphics, Inc.	Trustee	Director WebFive Financial Services, Inc. Webster Five Cents Savings Bank	Manager, Sales & Marketing MBI Graphics, Inc.	None	None	N/A
David S. Beyer, II Webster, MA USA	Automotive Putnam Ford Mercury	Trustee	Director WebFive Financial Services, Inc. Webster Five Cents Savings Bank	Service Advisor Putnam Ford Mercury	None	None	N/A
Stephen H. Charniak Princeton, MA USA	Insurance Charniak Insurance Agency	Trustee	Director WebFive Financial Services, Inc. Webster Five Cents Savings Bank	Owner/President Charniak Insurance Agency	None	None	N/A
Benjamin A. Craver Dudley, MA USA	Family Estate Manager Westview Estates, Inc.	Trustee	Director WebFive Financial Services, Inc. Webster Five Cents Savings Bank	N/A	None	None	N/A
James H. Dugan Webster, MA USA	Retired Pharmacist	Trustee	Director WebFive Financial Services, Inc. Webster Five Cents Savings Bank	N/A	None	None	N/A
Daniel W. Ivascyn Charlton, MA USA	Retired Educator	Trustee	Director WebFive Financial Services, Inc. Webster Five Cents Savings Bank	N/A	None	None	N/A
Michael L. Jalbert Oxford, MA USA	Attorney Robinson & Jalbert	Trustee	Director WebFive Financial Services, Inc. Webster Five Cents Savings Bank	Owner Robinson & Jalbert	None	None	N/A
Donald O. Maloney, Jr. Holden, MA USA	Certified Public Accountant Maloney & O'Connor	Trustee	Director WebFive Financial Services, Inc. Webster Five Cents Savings Bank	Partner Maloney & O'Connor	None	None	N/A

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WebFive Financial Services, Inc.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1), (2), (3)(e)(b)(c) and (4)(e)(b)(c)

(1) Name, City, State Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in 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)
Paul G. Martland Lincoln, RI USA	Educator Quinebaug Valley Community College	Director Quinebaug Valley Community College	Director Webster Five Cents Savings Bank	Dean of Administrative Services Quinebaug Valley Community College	None	None	N/A
Robert E. McKenna Northborough, MA USA	Insurance Mapfre USA	Director	Director Webster Five Cents Savings Bank	SVP, Treasurer, CAO Mapfre USA	None	None	N/A
Richard E. Morse Thompson, CT USA	Retired Restaurateur	Director	Director Webster Five Cents Savings Bank	N/A	None	None	N/A
Eric A. Rosen Woodstock, CT USA	Manufacturing Quabaug Corporation	Director	Director Webster Five Cents Savings Bank	President Quabaug Corporation	None	None	N/A
Edward J. Ruggeri Dudley, MA USA	Manufacturing Webco Chemical Co.	Director	Director Webster Five Cents Savings Bank	Treasurer Webco Chemical Co.	None	None	N/A
Andrew F. Sylvia North Smithfield, RI USA	Manufacturing Cranston Print Works	Director	Director Webster Five Cents Savings Bank	President Cranston Print Works	None	None	N/A

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WebFive Financial Services, Inc.
Fiscal Year Ending December 31, 2013

Report Item 4 - Insiders

(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

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Richard T. Leahy Shrewsbury, MA USA	N/A	President & Director	President & Director Webster Five Cents Savings Bank	N/A	None	None	N/A
Donald F. Doyle Shrewsbury, MA USA	N/A	Senior Vice President	Senior Vice President Webster Five Cents Savings Bank	N/A	None	None	N/A
Teresa Klonowski-Flynn Andover, MA USA	N/A	Senior Vice President	Senior Vice President Webster Five Cents Savings Bank	N/A	None	None	N/A
Theodore B. Parkman, Jr. Foxboro, MA USA	N/A	Senior Vice President	Senior Vice President Webster Five Cents Savings Bank	N/A	None	None	N/A
Joseph D. Radovanic Shrewsbury, MA USA	N/A	Senior Vice President	Senior Vice President Webster Five Cents Savings Bank	N/A	None	None	N/A
Brian S. Westerlund Ashland, MA USA	N/A	Senior Vice President	Senior Vice President Webster Five Cents Savings Bank	N/A	None	None	N/A
Maura E. Aniello Webster, MA USA	Retail Gatzke Hardware, Inc.	Director	Director Webster Five Cents Savings Bank	Owner/Clerk Gatzke Hardware, Inc.	None	None	N/A
Jane E. Bania Oxford, MA USA	Retail MBI Graphics, Inc.	Director	Director Webster Five Cents Savings Bank	Manager, Sales & Marketing MBI Graphics, Inc.	None	None	N/A
David S. Beyer, II Webster, MA USA	Automotive Putnam Ford Mercury	Director	Director Webster Five Cents Savings Bank	Service Advisor Putnam Ford Mercury	None	None	N/A
Stephen H. Charniak Princeton, MA USA	Insurance Charniak Insurance Agency	Director	Director Webster Five Cents Savings Bank	Owner/President Charniak Insurance Agency	None	None	N/A
Benjamin A. Craver Dudley, MA USA	Family Estate Manager Westview Estates, Inc.	Director	Director Webster Five Cents Savings Bank	N/A	None	None	N/A
James H. Duggan Webster, MA USA	Retired Pharmacist	Director	Director Webster Five Cents Savings Bank	N/A	None	None	N/A
Daniel W. Ivascyn Charlton, MA USA	Retired Educator	Director	Director Webster Five Cents Savings Bank	N/A	None	None	N/A
Michael L. Jalbert Oxford, MA USA	Attorney Robinson & Jalbert	Director	Director Webster Five Cents Savings Bank	Owner Robinson & Jalbert	None	None	N/A
Donald O. Maloney, Jr. Holden, MA USA	Certified Public Accountant Maloney & O'Connor	Director	Director Webster Five Cents Savings Bank	Partner Maloney & O'Connor	None	None	N/A

Form FR Y-6
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Fiscal Year Ending December 31, 2013

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Richard E. Morse Thompson, CT USA	Retired Restaurateur	Trustee	Director WebFive Financial Services, Inc. Webster Five Cents Savings Bank	N/A	None	None	N/A
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Edward J. Ruggeri Dudley, MA USA	Manufacturing Webco Chemical Co.	Trustee	Director WebFive Financial Services, Inc. Webster Five Cents Savings Bank	Treasurer Webco Chemical Co.	None	None	N/A
Andrew F. Sylvia North Smithfield, RI USA	Manufacturing Cranston Print Works	Trustee	Director WebFive Financial Services, Inc. Webster Five Cents Savings Bank	President Cranston Print Works	None	None	N/A