

SEP 16 2014

Board of Governors of the Federal Reserve System

Supervision, Regulation and
Credit Department



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):

June 30, 2014

Month / Day / Year

I, **K. Mark Primeau**

Reporter's Name, Street, and Mailing Address

BNH Financial

Legal Title of Holding Company

62 Pleasant Street

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

Laconia

NH

03246

City

State

Zip Code

Name of the Holding Company Director and Official

Director, 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.

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:

Marc L. Rayburn

SVP - Chief Acctg Officer

Name

Title

603-527-7281

Area Code / Phone Number / Extension

603-527-7283

Area Code / FAX Number

rayburn@banknh.com

E-mail Address

Signature of Holding Company Director and Official

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

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

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 Federal Reserve Bank Use Only

RSSD ID 25 45831
C.I. _____

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.

Initial Review 9/16/14 L. Fisher

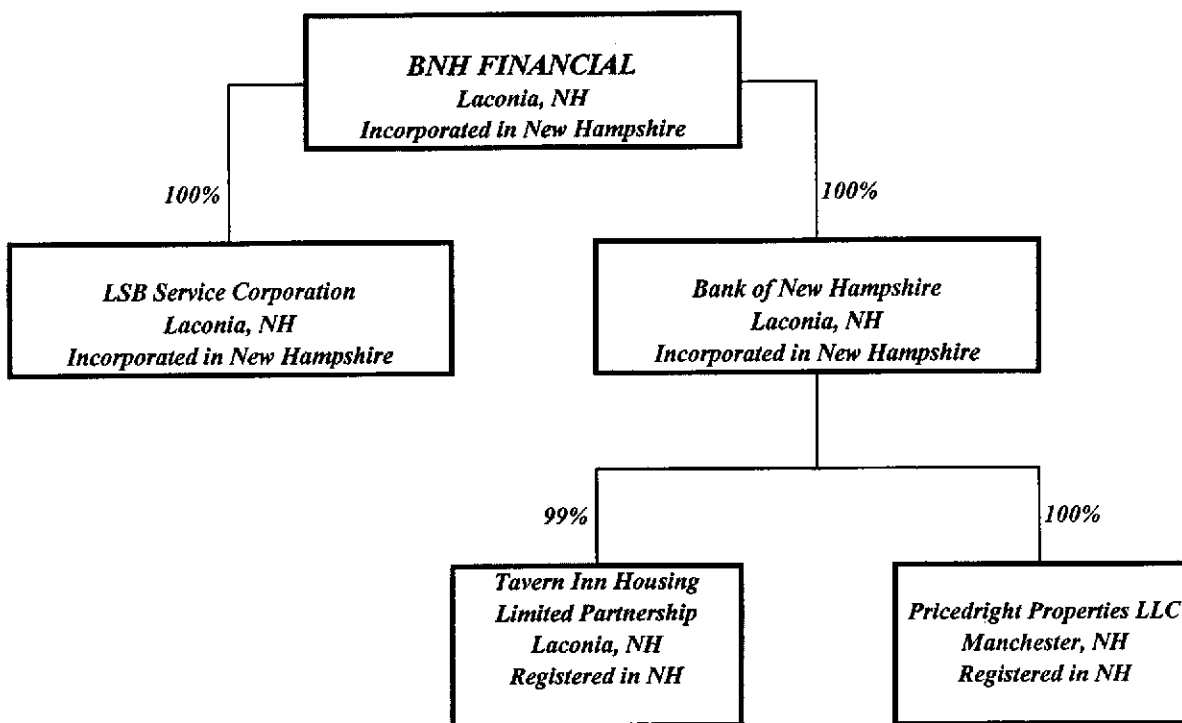
Form FR Y-6

***BNH Financial
Laconia, New Hampshire
Fiscal Year Ending June 30, 2014***

Report Item:

1. BNH Financial is not registered with the Securities and Exchange Commission and is not required to prepare and file Form 10-K. The holding company is a mutual holding company, and consequently does not publish an annual report for shareholders.

2 a. Organizational Chart



- 2 b. Domestic branch listing provided to Federal Reserve Bank August 28, 2014
3. BNH Financial is a mutual holding company, and therefore does not have any securities holders.

Results: A list of branches for your depository institution **BANK OF NEW HAMPSHIRE (ID_RSSD_265407)**. This depository institution is held by **BNH FINANCIAL (2545931) of LACONIA, NH**. The data are as of **08/30/2014**. Data reflects information that was received and processed through **07/06/2014**.

Reconciliation and Verification Steps

1. In the Data Action column for 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 date, 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)	265407		BANK OF NEW HAMPSHIRE	82 PLEASANT STREET	LACONIA	NH	3246	BELKNAP	UNITED STATES	11942		0	BANK OF NEW HAMPSHIRE	265407	
OK		Full Service	598603		ANTRIM BRANCH	77 MAIN STREET	ANTRIM	NH	3440	HILLSBOROUGH	UNITED STATES	243554		22	BANK OF NEW HAMPSHIRE	265407	
OK		Full Service	3447370		BEDFORD BRANCH	256 WALLACE ROAD	BEDFORD	NH	3110	HILLSBOROUGH	UNITED STATES	437871		19	BANK OF NEW HAMPSHIRE	265407	
OK		Full Service	51404		CLAREMONT BRANCH	14 SULLIVAN STREET	CLAREMONT	NH	3743	SULLIVAN	UNITED STATES	4198		9	BANK OF NEW HAMPSHIRE	265407	
OK		Full Service	3447389		CONCORD HEIGHTS BRANCH	11 TRIANGLE PARK DRIVE	CONCORD	NH	3301	MERRIMACK	UNITED STATES	429557		18	BANK OF NEW HAMPSHIRE	265407	
OK		Full Service	2735454		CONCORD NORTH MAIN BRANCH	187 NORTH MAIN STREET	CONCORD	NH	3301	MERRIMACK	UNITED STATES	748389		9	BANK OF NEW HAMPSHIRE	265407	
OK		Full Service	3152919		DOVER BRANCH	1000 WASHINGTON STREET	DOVER	NH	3840	STRAFFORD	UNITED STATES	439999		13	BANK OF NEW HAMPSHIRE	265407	
OK		Full Service	3353439		DOVER BRANCH	845 CENTRAL AVENUE	DOVER	NH	3840	STRAFFORD	UNITED STATES	439999		20	BANK OF NEW HAMPSHIRE	265407	
OK		Full Service	2228130		GILFORD LAKESHORE BRANCH	144 LAKESHORE ROAD	GILFORD	NH	3249	BELKNAP	UNITED STATES	271824		4	BANK OF NEW HAMPSHIRE	265407	
OK		Full Service	251008		GILFORD VILLAGE OFFICE	ONE COUNTRY CLUB ROAD	GILFORD	NH	3591	COOS	UNITED STATES	16594		21	BANK OF NEW HAMPSHIRE	265407	
OK		Full Service	431305		GORHAM BRANCH	583 MAIN STREET	GORHAM	NH	3591	COOS	UNITED STATES	10964		15	BANK OF NEW HAMPSHIRE	265407	
OK		Full Service	1400728		HILLSBOROUGH BRANCH	325 WEST MAIN STREET	HILLSBOROUGH	NH	3244	HILLSBOROUGH	UNITED STATES	243590		23	BANK OF NEW HAMPSHIRE	265407	
OK		Full Service	565901		LINCOLN BRANCH	79 MAIN STREET, RTE 112	LINCOLN	NH	3251	GRAFTON	UNITED STATES	243547		17	BANK OF NEW HAMPSHIRE	265407	
OK		Full Service	4373047		LITTLETON BRANCH	125 MAIN STREET	LITTLETON	NH	3591	GRAFTON	UNITED STATES	16		10	BANK OF NEW HAMPSHIRE	265407	
OK		Full Service	2447878		MANCHESTER BRANCH	705 HOOKSETT ROAD	MANCHESTER	NH	3104	HILLSBOROUGH	UNITED STATES	529464		28	BANK OF NEW HAMPSHIRE	265407	
OK		Full Service	300000		MANCHESTER BRANCH	300 FIFTEEN HIGHWAY	MANCHESTER	NH	3104	HILLSBOROUGH	UNITED STATES	13737		11	BANK OF NEW HAMPSHIRE	265407	
OK		Full Service	315000		PLYMOUTH BRANCH	300 ROUTE 169	PLYMOUTH	NH	3894	GRAFTON	UNITED STATES	163860		11	BANK OF NEW HAMPSHIRE	265407	
OK		Full Service	4398959		ROCHESTER BRANCH	8 RIVERSIDE LANDING	ROCHESTER	NH	3364	GRAFTON	UNITED STATES	243546		16	BANK OF NEW HAMPSHIRE	265407	
OK		Full Service	537403		WHITEFIELD BRANCH OFFICE	301 NORTH MAIN STREET	WHITEFIELD	NH	3367	STRAFFORD	UNITED STATES	527934		25	BANK OF NEW HAMPSHIRE	265407	
OK		Full Service	129405		WOODSVILLE BRANCH	27 KING'S SQUARE	WOODSVILLE	NH	3598	COOS	UNITED STATES	11891		14	BANK OF NEW HAMPSHIRE	265407	
OK		Full Service				55 CENTRAL STREET	WOODSVILLE	NH	3785	GRAFTON	UNITED STATES	4225		13	BANK OF NEW HAMPSHIRE	265407	

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June 30, 2014**

Report Item 4: Directors and Officers

(1) Names and Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title and Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting shares in Bank 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)
Claudette L. Ayotte Laconia, NH, USA	Retired Public Relations Coordinator, Irving Oil	Vice Chairman & Trustee	Vice Chairman & Director, Bank of New Hampshire	Retired Public Relations Coordinator, Irving Oil	None	None	N/A
Robert E. Benoit Exeter, NH, USA	Consultant; Retired Auditor/Manager, Shatswell, MacLeod & Company, P.C.	Trustee	Director, Bank of New Hampshire	Consultant; Retired Auditor/Manager, Shatswell, MacLeod & Company, P.C.	None	None	N/A
Richard W. Burpee, Jr. Concord, NH, USA	President, Redwing Property Maintenance, LLC	Trustee	Director, Bank of New Hampshire	President, Redwing Property Maintenance, LLC	None	None	Redwing Property Maintenance, LLC 100%
Bruce D. Clow Laconia, NH, USA	Past President & CEO, Bank of New Hampshire	Chairman & Trustee	Chairman & Director, Bank of New Hampshire	Past President & CEO, Bank of New Hampshire	None	None	N/A
Gregory M. Dickinson Gilford, NH, USA	Retired President & CEO, Village Bank & Trust	Trustee	Director, Bank of New Hampshire	Retired President & CEO, Village Bank & Trust	None	None	N/A
Gregory A. Goddard Gilford, NH, USA	General Manager, Gunstock Mountain Resort	Trustee	Director, Bank of New Hampshire	General Manager, Gunstock Mountain Resort	None	None	N/A
K. Mark Primeau Laconia, NH, USA	President & CEO, Bank of New Hampshire	Trustee	Director, Bank of New Hampshire	President & CEO, Bank of New Hampshire	None	None	N/A
Kenneth L. Robinson, Jr. Canterbury, NH, USA	Retired General Counsel, Northeast Delta Dental	Trustee	Director, Bank of New Hampshire	Retired General Counsel, Northeast Delta Dental	None	None	Country Rose Properties, LLC 50%
Suzanne L. Stiles Laconia, NH, USA	Retired Senior Vice President, Administrative & Facilities Services, LRGHealthcare	Trustee	Director, Bank of New Hampshire	Retired Senior Vice President, Administrative & Facilities Services, LRGHealthcare	None	None	N/A
Russell W. Thibeault Laconia, NH, USA	President, Applied Economic Research, Inc.	Trustee	Director, Bank of New Hampshire	President, Applied Economic Research, Inc.	None	None	Applied Economic Research, Inc. 100%

**Form FR Y-6
June 30, 2014**

Report Item 4: Directors and Officers

(1) Names and Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title and Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting shares in Bank 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)
Robert E. Curtis Laconia, NH, USA	Executive Vice President – Chief Risk Officer, Bank of New Hampshire	Assistant Secretary	Executive Vice President – Chief Risk Officer, Bank of New Hampshire	N/A	None	None	N/A
Marc L. Rayburn Gilford, NH, USA	Senior Vice President, Chief Accounting Officer, Treasurer & Controller, Bank of New Hampshire	Senior Vice President/ Treasurer /Controller	Senior Vice President, Chief Accounting Officer, Treasurer & Controller, Bank of New Hampshire; Senior Vice President, Treasurer & Controller, LSB Service Corp.	N/A	None	None	N/A
Lynda G. Gattermann Laconia, NH, USA	Senior Executive Assistant, Bank of New Hampshire	Secretary	Secretary and Senior Executive Assistant, Bank of New Hampshire; Secretary, LSB Service Corp.	N/A	None	None	N/A