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 201 of the International Banking Act (12 U.S.C. § 3106(a)); Section 511(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, Edward J. Sargood

Name of the Holding Company Director and Official

CFO, SVP of Finance

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

09/24/2014

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 3846003/133579

C.I.

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

June 30, 2014

Month / Day / Year

Reporters' Name, Street, and Mailing Address

The Bank of Bennington

Legal Title of Holding Company

155 North Street

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

Bennington VT 05201

City Zip Code

Physical location (if different from mailing address)


Person to whom questions about this report should be directed:

Edward J. Sargood

CFO, SVP of Finance

Name Title

802-445-7912

Area Code / Phone Number / Extension

802-447-7295

Area Code / FAX Number

esargood@bennbank.com

E-mail Address

www.thebankofbennington.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 6.25 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 (7100-0267), Washington, DC 20503.

12/2012
### Report Item 4: Insiders

<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>Principal Occupation if other than with Holding Company</th>
<th>Title &amp; Position with Holding Company (include names of subsidiaries)</th>
<th>Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>Percentage of Voting Shares in Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)</th>
<th>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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chamberlain Charles C.</td>
<td>Attorney(retired)/Consultant/Foundation Trustee</td>
<td>Director</td>
<td>Attorney(retired), Consultant, Foundation Trustee</td>
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<tr>
<td>Keneally Gerald M.</td>
<td>Director (retired President &amp; CEO, The Bank of Bennington)</td>
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<td>Donavan Mark A.</td>
<td>Healthcare Consultant</td>
<td>Director</td>
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<td>Brown James D.</td>
<td>President, The Bank of Bennington</td>
<td>Director &amp; President (The Bank of Bennington)</td>
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<td>Horst James R.</td>
<td>Owner/Operator, Mt. Anthony Farms</td>
<td>Director &amp; Chairman</td>
<td>Owner/Operator, Mt. Anthony Farms</td>
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<tr>
<td>Kilburn Michael W.</td>
<td>Owner/Operator, Dees Electrical Services, Inc.</td>
<td>Director</td>
<td>Owner/Operator, Dees Electrical Services, Inc.</td>
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<td>Belnap Florence M.</td>
<td>CFO, Mack Molding</td>
<td>Director</td>
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<td>Salem Justin P.</td>
<td>Owner/Operator, Salem Dentistry</td>
<td>Director</td>
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<td>EXECUTIVE OFFICERS</td>
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<td>Callahan Mary D.</td>
<td>Sr. VP Branch Administration (The Bank of Bennington)</td>
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<td>Sargood Edward J.</td>
<td>Sr. VP Finance, CFO (The Bank of Bennington)</td>
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<td>Bardin David E.</td>
<td>Sr. VP of Lending (The Bank of Bennington)</td>
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Report Item 2b:
The Bank of Bennington

Main Office: 155 North Street
Bennington VT 05201
802-442-8121

Branches: 78 Center Hill Rd
Manchester Center VT 05255
802-362-4760

3198 Route 7A
Arlington, VT 05250
802-375-2319

32 Phyllis Lane
Bennington, VT 05201
802-445-3123