

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.

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

April 30, 2014

Month / Day / Year

I, **Neal D. Katz**

Reporter's Name, Street, and Mailing Address

Equitable Bancorp, MHC

Name of the Holding Company Director and Official

Legal Title of Holding Company

Equitable Bancorp, MHC

400 Broadway

Title of the Holding Company Director and Official

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

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.

Lynn	MA	01904
City	State	Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Neal D. katz **Exec VP & CFO**

Name Title

781-599-5600 204

Area Code / Phone Number / Extension

781-598-0928

Area Code / FAX Number

nkatz@equitablebank.com

E-mail Address

www.equitablebank.com

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

Signature of Holding Company Director and Official

06/06/2014

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 **4653979-4557463-269479**
 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.

Equitable Bancorp, Inc.
Legal Title of Subsidiary Holding Company

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

Lynn MA 01904
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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City State Zip Code

Physical location (if different from mailing address)

Form FR Y-6

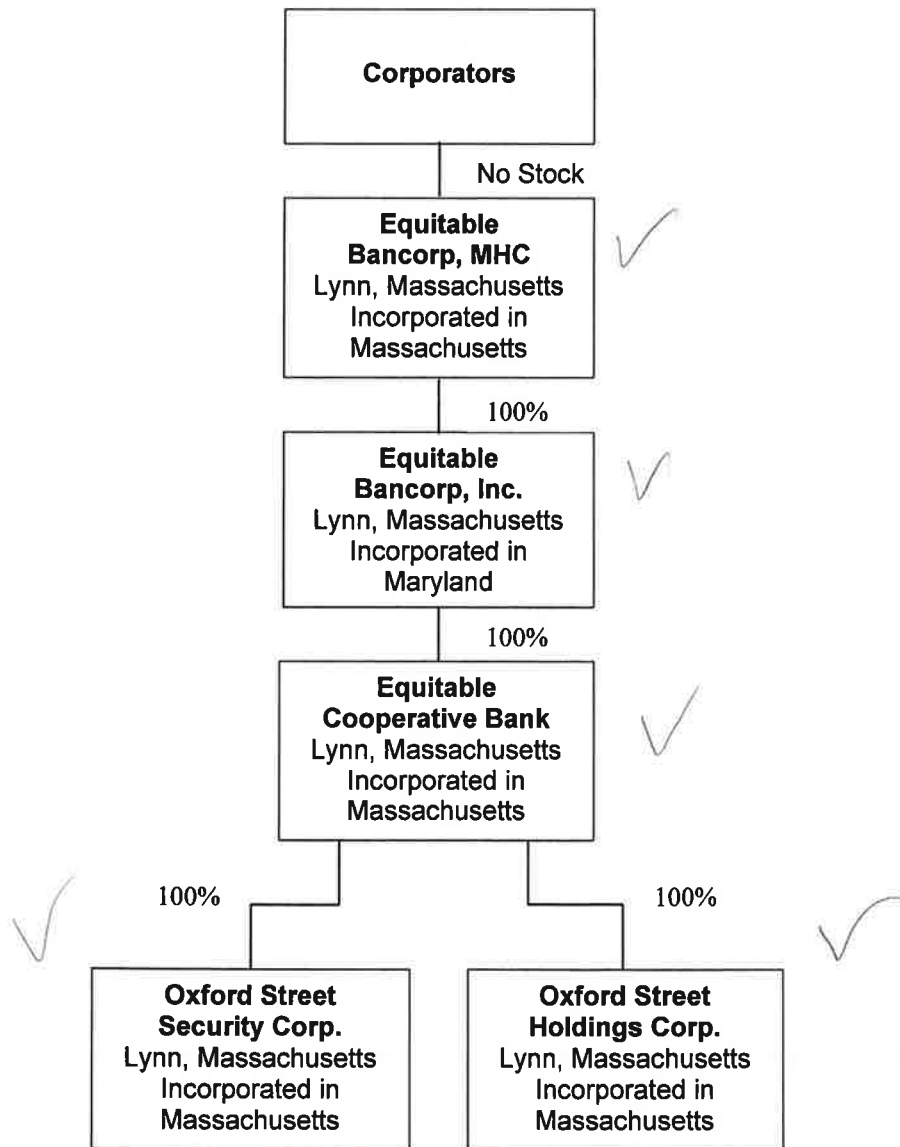
Equitable Bancorp, MHC
Lynn, Massachusetts
Fiscal Year Ending April 30, 2014

Report Item

1: This bank holding company is a top-tier mutual holding company. It has corporators but no stockholders. It is not registered with the SEC. No annual report is prepared for securities holders. Equitable Bancorp, MHC is the parent company to Equitable Bancorp, Inc.

Equitable Bancorp, Inc. is a mid-tier holding company. It is not registered with the SEC. No annual report is prepared securities holders. Equitable Bancorp, Inc. is the parent company to Equitable Cooperative Bank.

2a: Organizational Chart



2b: Domestic branch listing provided to the Federal Reserve Bank is still accurate.



Report Item 3: Securities Holders (1)(a)(b)(c) and (2)(a)(b)(c)			Form FR Y-6 Equitable Bancorp, MHC Fiscal Year Ending April 30, 2014		
Current securities holders with ownership, control or holdings of 5% or more with power to vote as of the fiscal year ending 04-30-2014			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 04-30-2014		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
None			None		

Report Item 3: Securities Holders (1)(a)(b)(c) and (2)(a)(b)(c)			Form FR Y-6 Equitable Bancorp, Inc. Fiscal Year Ending April 30, 2014		
Current securities holders with ownership, control or holdings of 5% or more with power to vote as of the fiscal year ending 04-30-2014			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 04-30-2014		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Equitable Bancorp, MHC	Lynn, MA USA	100%	None		

Report Item 4: Insiders

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

**Form FR Y-6
Equitable Bancorp, MHC
Fiscal Year Ending April 30, 2014**

(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 secure- Ties are held (List names of companies and percentage of voting securities held)
Arthur M. Horgan Marblehead, MA, USA	Retired	Director , Chairman & Clerk	See Equitable Bancorp Inc. chart	N/A	N/A	N/A	N/A
Donald H. Smith, Jr. North Reading, MA, USA	N/A	Director, President & CEO	See Equitable Bancorp Inc. chart	N/A	N/A	N/A	N/A
Neal D. Katz Danvers, MA, USA	N/A	Director, EVP & CFO	See Equitable Bancorp Inc. chart	N/A	N/A	N/A	N/A
Richard J. Fortucci Lynn, MA, USA	Treasurer, City of Lynn	Director	See Equitable Bancorp Inc. chart	N/A	N/A	N/A	N/A
Maura P. Lynch Lynnfield, MA, USA	Owner AJ Lynch Insurance Agency	Director	See Equitable Bancorp Inc. chart		N/A	N/A	
Ralph W. Reid Lynnfield, MA, USA	Owner Reid Surveyors	Director	See Equitable Bancorp Inc. chart		N/A	N/A	
David B. Richardson Essex, MA 01929	Retired	Director	See Equitable Bancorp Inc. chart	N/A	N/A	N/A	N/A

Report Item 4: Insiders

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

**Form FR Y-6
Equitable Bancorp, Inc.
Fiscal Year Ending April 30, 2014**

(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 secure- Ties are held (List names of companies and percentage of voting securities held)
Arthur M. Horgan Marblehead, MA, USA	Retired	Director , Chairman & Clerk	Director, Chairman & Clerk (Equitable Cooperative Bank) Director, Secretary (Oxford Street Security Corp.) Director, Secretary (Oxford Street Holdings Corp.)	N/A	N/A	N/A	N/A
Donald H. Smith, Jr. North Reading, MA, USA	N/A	Director, President & CEO	Director, President & CEO (Equitable Cooperative Bank) Director, President (Oxford Street Security Corp.) Director, President (Oxford Street Holdings Corp.)	N/A	N/A	N/A	N/A

Report Item 4: Insiders

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

**Form FR Y-6
Equitable Bancorp, Inc.
Fiscal Year Ending April 30, 2014**

(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 security- Ties are held (List names of companies and percentage of voting securities held)
Neal D. Katz Danvers, MA, USA	N/A	Director, EVP & CFO	Director, Exec. VP & Treasurer (Equitable Cooperative Bank) Director, Treasurer (Oxford Street Security Corp.) Director, Treasurer (Oxford Street Holdings Corp.)	N/A	N/A	N/A	N/A
Richard J. Fortucci Lynn, MA, USA	Treasurer, City of Lynn	Director	Director	N/A	N/A	N/A	N/A
Maura P. Lynch Lynnfield, MA, USA	Owner AJ Lynch Insurance Agency	Director	Director	President A. James Lynch Insurance agency Lynn, MA	N/A	N/A	A. James Lynch Insurance agency 34%
Ralph W. Reid Lynnfield, MA, USA	Owner Reid Surveyors	Director	Director	President New Reid Land Surveyors Lynn, MA	N/A	N/A	New Reid Land Surveyors 100%
David B. Richardson Essex, MA 01929	Retired	Director	Director	N/A	N/A	N/A	N/A