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FR Y-6
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Approval expires December 31, 2015
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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):

December 31, 2014

Month / Day / Year

I, **Stephen R. Theroux**

Name of the Holding Company Director and Official

Vice Chairman

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.

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

New Hampshire Thrift Bancshares

Legal Title of Holding Company

PO Box 9

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

Newport

NH

03773

City

State

Zip Code

9 Main Street

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:

Martha A. McLeod

Dir. of Financial Reporting

Name

Title

603-865-6087

Area Code / Phone Number / Extension

603-863-9857

Area Code / FAX Number

mmcleod@lakesunbank.com

E-mail Address

www.nhthrift.com

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

Stephen R. Theroux
Signature of Holding Company Director and Official

03/20/2015

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 **3515750**
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

Item 1 – Annual Report to Shareholders

New Hampshire Thrift Bancshares, Inc. is registered with the SEC and files a 10-K which was submitted along with FDICIA 112 report of management to the FRB.

Item 2(a) – Organizational Chart

Attached

Item 2(b) – Domestic Branch Listing

Attached

Item 3 – Securities Holders

This item is not applicable, as New Hampshire Thrift Bancshares, Inc. does not have any security holders, of record, that directly or indirectly own, control or hold with power to vote, 5% or more of any class of voting securities

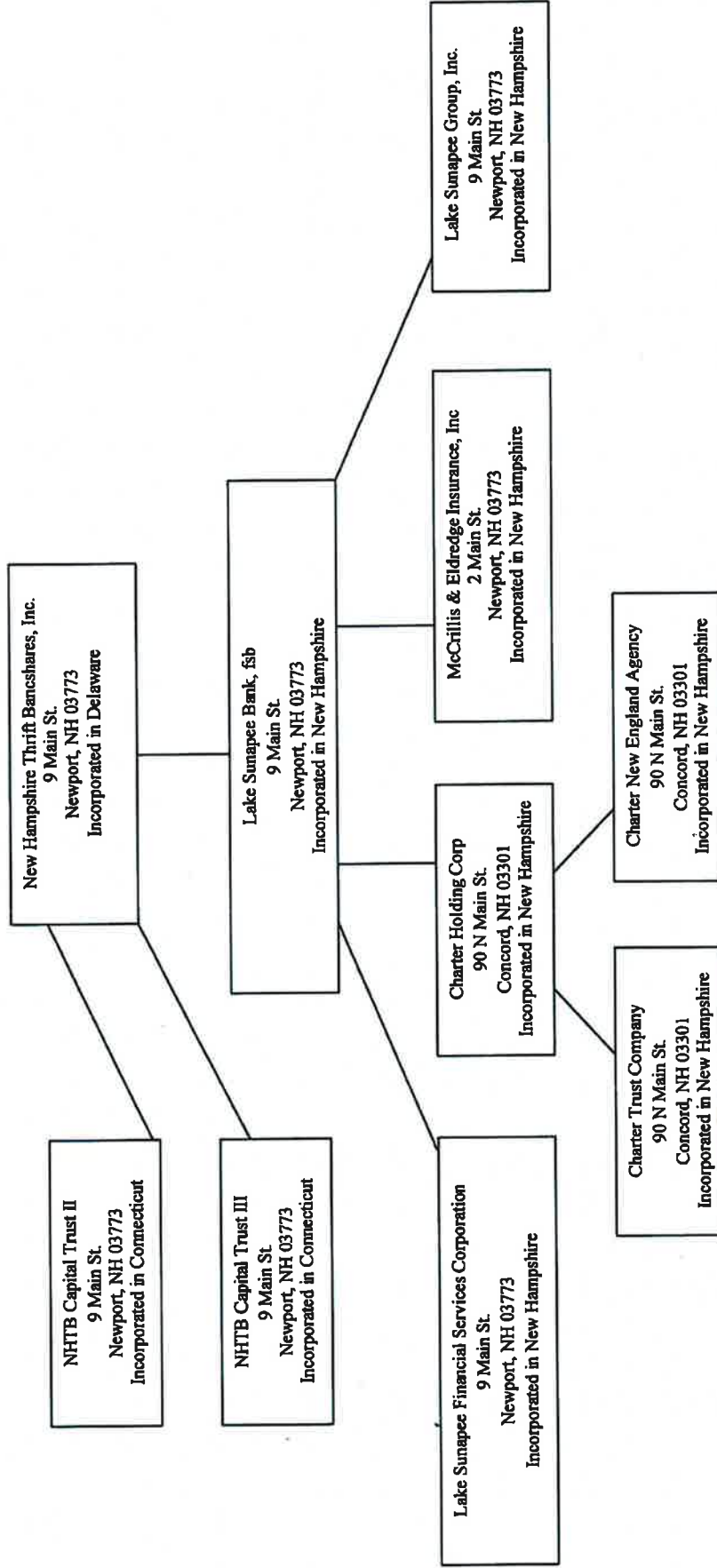
Item 4 – Insiders

Attached

New Hampshire Thrift Bancshares, Inc.

Corporate Organizational Chart

Note: All Subsidiaries are 100% owned



Results: A list of branches for your depository institutions: LAKE SUNAPEE BANK, FSB (ID: RSSD: 91101).
 This depository institution is held by NEW HAMPSHIRE THRIFT BANKSHARES, INC. (3575750) of NEWPORT, NH
 The data as of 12/31/2014. Data reflects information that was received and processed through 02/07/2015.

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 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	Comments
		Full Service (Head Office)	91101	LAKE SUNAPEE BANK, FSB	9 MAIN STREET, BOX 29	NEWPORT	NH	03773	SULLIVAN	UNITED STATES	44782	6	LAKE SUNAPEE BANK, FSB	91101
		Full Service	4150248	ANDOVER BRANCH	7 LAWRENCE ST	ANDOVER	NH	03216	MERRIMACK	UNITED STATES	495808	131	LAKE SUNAPEE BANK, FSB	91101
		Full Service	583101	BRADFORD BRANCH	115 EAST MAIN STREET	BRADFORD	NH	03221	SULLIVAN	UNITED STATES	495811	103	LAKE SUNAPEE BANK, FSB	91101
		Full Service	4150220	CLAREMONT BRANCH	345 WASHINGTON STREET	CLAREMONT	NH	03743	SULLIVAN	UNITED STATES	495810	134	LAKE SUNAPEE BANK, FSB	91101
		Full Service	4150426	ENFIELD BRANCH	468 US ROUTE 4	ENFIELD	NH	03748	GRAFTON	UNITED STATES	495812	104	LAKE SUNAPEE BANK, FSB	91101
		Full Service	338001	GRANTHAM BRANCH	165 ROUTE 10 N	GRANTHAM	NH	03753	SULLIVAN	UNITED STATES	495813	104	LAKE SUNAPEE BANK, FSB	91101
		Full Service	395662H	HANOVER BRANCH	68 SOUTH MAIN STREET	HANOVER	NH	03755	GRAFTON	UNITED STATES	286311	108	LAKE SUNAPEE BANK, FSB	91101
		Full Service	4150239	HILLSBORO BRANCH	15 ANTRIM RD	HILLSBOROUGH	NH	03244	HILLSBOROUGH	UNITED STATES	46927	111	LAKE SUNAPEE BANK, FSB	91101
		Full Service	1845123	HILLSBORO BRANCH	106 HEATER ROAD	LEBANON	NH	03766	GRAFTON	UNITED STATES	286308	106	LAKE SUNAPEE BANK, FSB	91101
		Full Service	4150444	LEBANON HEATER ROAD BRANCH	200 HEATER ROAD	LEBANON	NH	03766	GRAFTON	UNITED STATES	286313	113	LAKE SUNAPEE BANK, FSB	91101
		Full Service	4150257	LEBANON-CENTERRIA BRANCH	12 CENTERRIA PKWY STE 10	LEBANON	NH	03766	GRAFTON	UNITED STATES	495812	135	LAKE SUNAPEE BANK, FSB	91101
		Full Service	3549715	MILFORD BRANCH	32 ELM STREET	MILFORD	NH	03065	HILLSBOROUGH	UNITED STATES	Not Required	Not Required	LAKE SUNAPEE BANK, FSB	91101
		Full Service	4613444	DANIEL WEBSTER HIGHWAY BRANCH	115 DANIEL WEBSTER HIGHWAY	NASHUA	NH	03060	HILLSBOROUGH	UNITED STATES	459464	138	LAKE SUNAPEE BANK, FSB	91101
		Full Service	3637993	NASHUA BRANCH	188 MAIN STREET	NASHUA	NH	03060	HILLSBOROUGH	UNITED STATES	11796	11796	LAKE SUNAPEE BANK, FSB	91101
		Full Service	4150378	NEW LONDON MAIN STREET BRANCH	321 MAIN STREET	NEW LONDON	NH	03257	MERRIMACK	UNITED STATES	286307	102	LAKE SUNAPEE BANK, FSB	91101
		Full Service	4150387	NEW LONDON NEWPORT ROAD BRANCH	116 NEWPORT ROAD	NEW LONDON	NH	03255	MERRIMACK	UNITED STATES	243012	115	LAKE SUNAPEE BANK, FSB	91101
		Full Service	4150529	NEWBURY BRANCH	976 ROUTE 103	NEWBURY	NH	03255	SULLIVAN	UNITED STATES	Not Required	Not Required	LAKE SUNAPEE BANK, FSB	91101
		Full Service	4509200	GUILD DRIVE UP BRANCH	300 SUNAPEE STREET	NEWPORT	NH	03273	SULLIVAN	UNITED STATES	495809	137	LAKE SUNAPEE BANK, FSB	91101
		Full Service	4150181	PETERBOROUGH BRANCH	2 MAIN STREET	PETERBOROUGH	NH	03458	HILLSBOROUGH	UNITED STATES	243549	101	LAKE SUNAPEE BANK, FSB	91101
		Full Service	4176695	WEST LEBANON BRANCH	565 ROUTE 11	SUNAPEE	NH	03782	SULLIVAN	UNITED STATES	286317	110	LAKE SUNAPEE BANK, FSB	91101
		Full Service	90609	SUNAPEE BRANCH	83 MAIN STREET	WEST LEBANON	NH	03784	GRAFTON	UNITED STATES	495814	137	LAKE SUNAPEE BANK, FSB	91101
		Full Service	226951	FRANKLIN STREET BRANCON BRANCH	1340 FRANKLIN STR.	BRANCON	VT	05733	RUTLAND	UNITED STATES	Not Required	Not Required	LAKE SUNAPEE BANK, FSB	91101
		Full Service	3281959	OTTER VALLEY HIGH SCHOOL BRANCH	1340 FRANKLIN STREET	BRANCON	VT	05733	RUTLAND	UNITED STATES	4230	121	LAKE SUNAPEE BANK, FSB	91101
Close	1/7/2014	Limited Service	261904	PARK STREET BRANCON BRANCH	2 PARK STREET	BRANCON	VT	05733	RUTLAND	UNITED STATES	209135	122	LAKE SUNAPEE BANK, FSB	91101
		Full Service	2245805	PITTSFORD BRANCH	ROUTE 7 & DEPOT HILL ROAD, ROUTE 7	PITTSFORD	VT	05763	RUTLAND	UNITED STATES	Not Required	Not Required	LAKE SUNAPEE BANK, FSB	91101
		Full Service	3488330	QUICHEE BRANCH	6931 US RT	QUICHEE	VT	05059	WINDSOR	UNITED STATES	Not Required	Not Required	LAKE SUNAPEE BANK, FSB	91101
		Full Service	2618977	JUSTIN MORGAN PLAZA BRANCH	189 VT ROUTE 12 SOUTH	RANDOLPH	VT	05060	ORANGE	UNITED STATES	Not Required	Not Required	LAKE SUNAPEE BANK, FSB	91101
		Full Service	2614764	RANDOLPH BRANCH	34 PLEASANT STREET	RANDOLPH	VT	05060	ORANGE	UNITED STATES	Not Required	Not Required	LAKE SUNAPEE BANK, FSB	91101
		Full Service	571608	RANDOLPH MAIN OFFICE	21 N MAIN STREET	RANDOLPH	VT	05060	ORANGE	UNITED STATES	Not Required	Not Required	LAKE SUNAPEE BANK, FSB	91101
		Full Service	288004	ROCHESTER BRANCH	85 NORTH MAIN STREET	ROCHESTER	VT	05060	ORANGE	UNITED STATES	Not Required	Not Required	LAKE SUNAPEE BANK, FSB	91101
		Full Service	398601	BETHEL BRANCH	1583 VT HIGHWAY 107	ROYALTON	VT	05032	WINDSOR	UNITED STATES	451977	129	LAKE SUNAPEE BANK, FSB	91101
		Full Service	3449551	WOODSTOCK AVENUE BRANCH	106 WOODSTOCK AVENUE	RUTLAND	VT	05068	WINDSOR	UNITED STATES	Not Required	Not Required	LAKE SUNAPEE BANK, FSB	91101
		Full Service	582202	SOUTH RUTLAND BRANCH	52 RAILROAD STREET	SOUTH RUTLAND	VT	05068	WINDSOR	UNITED STATES	430095	123	LAKE SUNAPEE BANK, FSB	91101
		Full Service	3821728	WEST RUTLAND BRANCH	484 MAIN STREET	WEST RUTLAND	VT	05077	RUTLAND	UNITED STATES	Not Required	Not Required	LAKE SUNAPEE BANK, FSB	91101
		Full Service	289609	WILLIAMSTOWN OFFICE	20 METHODIST LANE	WILLIAMSTOWN	VT	05079	ORANGE	UNITED STATES	45590	126	LAKE SUNAPEE BANK, FSB	91101
		Full Service	1413139	FIRST COMMUNITY MAIN OFFICE	ONE BOND STREET	WOODSTOCK	VT	05091	WINDSOR	UNITED STATES	364169	127	LAKE SUNAPEE BANK, FSB	91101
		Limited Service	3621853	WEST WOODSTOCK DRIVE UP BRANCH	906 W WOODSTOCK RD	WOODSTOCK	VT	05091	WINDSOR	UNITED STATES	Not Required	Not Required	LAKE SUNAPEE BANK, FSB	91101

New Hampshire Thrift Bancshares, Inc.

12/31/2014

Y-6 Item 4(a)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3) Title or 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	(4)(c) List names of other companies if 25% or more of voting securities are held
Stephen J. Frasca, Nashua, NH, USA	Frasca & Frasca, P.A.- Partner	Director	Director- Lake Sunapee Bank, fsb	N/A	0.61%	N/A	N/A
Peter R. Loveby, Newport, NH, USA	N/A	Director	Director- Lake Sunapee Bank, fsb	N/A	0.98%	N/A	N/A
John P. Stabile II, Nashua, NH, USA	Stabile Companies- Chairman	Director	Director- Lake Sunapee Bank, fsb	Chairman - Stabile Companies, Board of Trustees of Rivier University and Hesser College.	0.08%	N/A	N/A
Stephen R. Theroux, New London, NH, USA	N/A	Vice Chairman, President and Chief Executive Officer	Vice Chairman, President and Chief Executive Officer - Lake Sunapee Bank	N/A	1.48%	N/A	N/A
Joseph B. Willey, Etna, NH, USA	N/A	Director	Director- Lake Sunapee Bank, fsb	N/A	1.27%	N/A	N/A
Leonard R. Cashman, Grantham, NH, USA	C.O.H Properties- Owner and Partner	Director	Director- Lake Sunapee Bank, fsb	N/A	0.54%	N/A	N/A
Stephen W. Easign, New London, NH, USA	N/A	Director, Executive Chairman	Director, Executive Chairman- Lake Sunapee Bank, fsb	Director - Charter Holding Company	2.30%	N/A	N/A
Catherine A. Feenoy, Newbury, NH, USA	Attorney- Adjunct Professor at Vermont Law School	Director	Director- Lake Sunapee Bank, fsb	Director and Nominating Committee member - private organization	0.06%	N/A	N/A
William C. Horn, New London, NH, USA	N/A	Director	Director- Lake Sunapee Bank, fsb	Director - Charter Trust Company	0.23%	N/A	N/A
Jack H. Nelson, Hanover, NH, USA	N/A	Director	Director- Lake Sunapee Bank, fsb	N/A	0.27%	N/A	N/A
Steven H. Dimick, Randolph, VT, USA	N/A	Director	Director- Lake Sunapee Bank, fsb	N/A	0.07%	N/A	N/A
Laura Jacobi, Springfield, NH, USA	N/A	Senior Vice President, Chief Financial Officer, Chief Accounting Officer and Secretary	Senior Vice President, Chief Financial Officer, Chief Accounting Officer and Secretary- Lake Sunapee Bank, fsb	N/A	0.04%	N/A	N/A
William J. Melver, Warner, NH, USA	N/A	Executive Vice President and Chief Operating Officer	Executive Vice President and Chief Operating Officer- Lake Sunapee Bank, fsb	N/A	0.19%	N/A	N/A