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.

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, John R. Heewagen
Name of the Holding Company Director and Official
Chairman, President and CEO
Name 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 251, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Date of Report (top-tier holding company’s fiscal year-end):
October 31, 2014

VMDCB0Q43W3PZYTL93
Reporter’s Legal Entity Identifier (LEI) (20-Character LEI Code)

Middlesex Bancorp, MHC
Legal Title of Holding Company

6 Main Street
(Mailing Address of the Holding Company) Street / P.O. Box
Natick MA 01760
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Gina Mazzaro
Name
AVP
Title
508-315-5313
Area Code / Phone Number / Extension
508-651-3359
Area Code / FAX Number
gmazzaro@middlesexbank.com
E-mail Address
www.middlesexbank.com
Address (URL) for the Holding Company’s web page

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 3932072
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

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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

10/2014
Report Item

2.a. Organization Chart is included.
2.b. Domestic Branch Listing is included.
3. Securities Holders - N/A
4. Insider report is included.
<table>
<thead>
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<th>Item</th>
<th>Details</th>
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<tr>
<td># of Name of Organization</td>
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<tr>
<td>% of Name of Organization</td>
<td>(f) Name of organization</td>
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**Notes:**
- Table continues on the next page.
- More items may be present but are not shown in the image provided.

**Caption:**
- Financial Year Ending October 31, 2014
- Chart: Source & Notes
- Table: Details (a) through (f)