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FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
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MAR 30 2015

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, Janice C. Morse

Name of the Holding Company Director and Official

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.

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

Reporter's Name, Street, and Mailing Address

Newburyport Five Cents Bancorp, MHC

Legal Title of Holding Company

63 State Street

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

Newburyport MA 01950

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:

Sandra Licciardo Vice President & Controller

Name Title

978-225-8717

Area Code / Phone Number / Extension

978-462-9672

Area Code / FAX Number

slicciardo@newburyportbank.com

E-mail Address

www.newburyportbank.com

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

Janice C. Morse, Pres. & CEO
Signature of Holding Company Director and Official
March 26, 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 4267470
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.

Newburyport Five Cents Bancorp, Inc.
Legal Title of Subsidiary Holding Company

63 State St
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

<u>Newburyport</u>	<u>MA</u>	<u>01950</u>
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
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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
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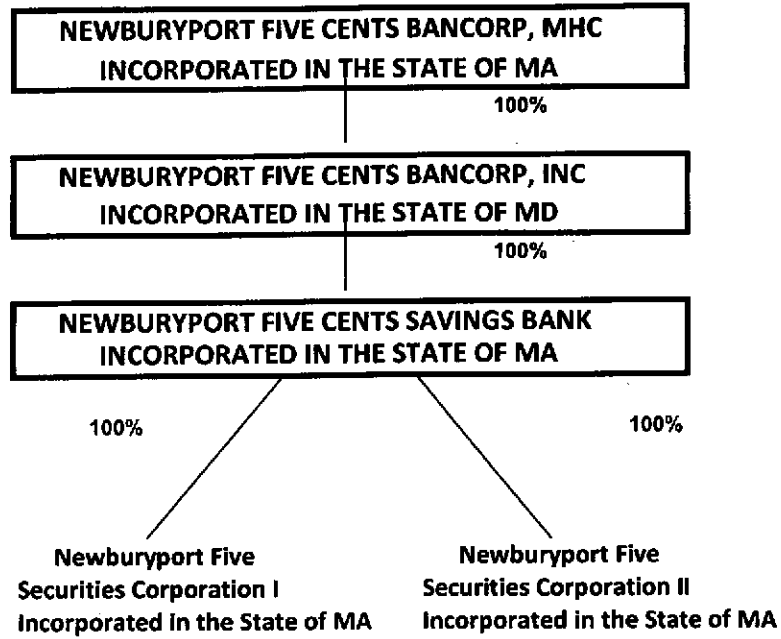
Physical Location (if different from mailing address)

Form FR Y-6
Newburyport Five Cents Bancorp, MHC
Newburyport, MA 01950
Fiscal Year Ending December 31, 2014

<u>Report Item</u>	<u>Response</u>
1:	A copy of the Newburyport Five Cents Bancorp, MHC annual report will be submitted under separate cover.
2a:	Organizational Chart - See Exhibit 2 attached.
2b:	Submitted via email 3/20/2015
3:	N/A
4:	Insider Information - See Exhibit 4 attached.

Exhibit 2

**NEWBURYPORT FIVE CENTS BANCORP, MHC
NEWBURYPORT, MA**



Report Item 4: Insiders
 (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

[1]	[2]	[3](a)	[3](b)	[3](b)	[3](b)	[3](b)	[3](c)	[4](a)(b)	[4](c)
Name, City, State, Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Subsidiaries (Newburyport Five Cents Bancorp, Inc.)	Title & Position with Subsidiaries (Newburyport Five Cents Savings Bank)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation I)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation II)	Title & Position with Subsidiaries	Title & Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Other Businesses
John A. Allison, Newburyport, MA, USA	Retired Retail Store Owner	Director	Director	N/A	N/A	N/A	N/A	N/A	N/A
Patricia Johnson Bascom, Salisbury, MA, USA	Lumber Company Owner	Trustee	Director	N/A	N/A	Owner/Vice President-Johnson Lumber Co, Inc.	N/A	N/A	Johnson Lumber Co. (20%)
		Trustee	Director	N/A	N/A	Manager-Bascom Wealth Management LLC			Bascom Wealth Management LLC (50%)
						Manager-Timmik LLC			Timmik LLC (50%)
						Manager-90 High Street LLC			90 High Street LLC (50%)
						Manager-Albert Johnson Family Realty, LLC			Albert Johnson Family Realty, LLC (20%)
						Manager-Somersworth Tax Service LLC			Somersworth Tax Service LLC (50%)
						Manager - M&K Complex Limited Partnership			M&K Complex Limited Partnership (50%)
James T. Connolly, Newburyport, MA, USA	Attorney	Trustee	Director	N/A	N/A	Partner-Connolly & Connolly		N/A	N/A
Richard A. Eaton, Newburyport, MA, USA		Trustee & Chairman	Director & Chairman	N/A	N/A			N/A	N/A
Timothy L. Felter, Andover, MA, USA		Senior Vice President/CFO & Treasurer	Senior Vice President/CFO & Treasurer	Treasurer	Treasurer			N/A	N/A
Lucien Lacroix, Newburyport, MA, USA	Accountant	Trustee	Director	N/A	N/A			N/A	N/A
Dorothy R. LaFrance, Salisbury, MA, USA	Retired Librarian	Trustee	Director	N/A	N/A			N/A	N/A

Report item 4: Insiders
 (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

[1]	[2]	[3](a)	[3](b)	[3](b)	[3](b)	[3](b)	[3](b)	[3](c)	[4](a)(b)	[4](c)
Name, City, State, Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (Newburyport Five Cents Bancorp, Inc.)	Title & Position with Subsidiaries (Newburyport Five Cents Savings Bank)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation I)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation II)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation I)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation II)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Other Businesses
Jerry C. Lischke, Newburyport, MA, USA	Realtor	Trustee	Director	Director	N/A	N/A	N/A	President-Harbor Realty, Inc.	N/A	Harbor Realty Inc. (100%)
Charles W. Morse III, Berwick, ME, USA	Pharmaceutical Courier	Trustee	Director	Director	Director	Director	Director	N/A	N/A	N/A
Janice C. Morse, Berwick, ME, USA		Trustee, President & CEO	Director, President & CEO	Director, President & CEO	President	President	President	Trustee-Frank L. Currier Charitable Foundation	N/A	Frank L Currier Charitable Foundation (100%)
Stephen J. DeGuglielmo, Danvers, MA, USA	Accountant	Trustee	Director	Director	Director	Director	Director	Trustee-Anna Jaques Hospital	N/A	N/A
								Trustee-Northern Essex Community College Foundation	N/A	N/A
								Owner-Fritz DeGuglielmo LLC	N/A	Fritz DeGuglielmo LLC(100%)
								Owner-Ritz Payroll Solutions Inc.		Ritz Payroll Solutions Inc.(50%)
Michael A. Webber, South Hampton, NH, USA	Realtor	Trustee	Director	Director	Director	Director	Director	Partner- Stoneridge Properties, Inc.	N/A	N/A

Report Item 4: Insiders
 (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(b)	(3)(b)	(3)(b)	(3)(c)	(4)(a)(b)	(4)(c)
Name, City, State, Country	Principal Occupation if other than with Holding Company	Title & Position with Subsidiaries (Newburyport Cents Bancorp, Inc.)	Title & Position with Subsidiaries (Newburyport Cents Savings Bank)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation I)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation II)	Title & Position with Subsidiaries	Title & Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Other Businesses
Mark L. Audette, Newburyport, MA, USA	Marina Owner	Trustee	Director	Director	N/A	N/A	President - Audette Property Management Corporation	N/A	Audette Property Management Co (100%)
							Trustee - Audette Family Living Trust		N/A
							Trustee- 148 High Street Realty Trust		N/A
							Manager-Rings Island Marina LLC		Rings Island Marina LLC (100%)
							Manager-Rings Island LLC		Rings Island LLC (100%)
							Manager-21 First Street LLC		21 First Street LLC (100%)
							Manager-Benjamin Chamberlain Realty LLC		N/A
							Manager- 3 Orange Street LLC		N/A
							Manager- BM LLC		N/A
							Manager-The Deck LLC		The Deck LLC (100%)
							Manager- Coffin Brewster House LLC		Coffin Brewster House LLC(100%)
							Manager- The Whale LLC		N/A
							Manager-Ebenezer Shillaber Realty LLC		N/A

Report Item 4: Insiders
 (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

[1]	[2]	[3](a)	[3](b)	[3](b)	[3](b)	[3](b)	[3](c)	[4](a)(b)	[4](c)
Name, City, State, Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Subsidiaries (Newburyport Five Cents Bancorp, Inc.)	Title & Position with Subsidiaries (Newburyport Five Cents Savings Bank)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation I)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation II)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation I)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation II)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Other Businesses
Jeffrey Nahas, Amesbury, MA, USA	Restaurant Owner	Trustee	Director	Director	N/A	N/A	President - Barking Dog Bar & Grill, Inc. (90%) President - Barking Dog Ale House Group, Inc. (100%) Member - Barking Dog Ale House, LLC (90%) Member - BD Ale House, LLC (90%) Member - 37 Friend Street Realty Trust, LLC (90%) Member - 77 Washington Street Ale House, LLC (90%) Member - Kepasi, LLC (90%) Member - Fifteen Cedar Street Realty, LLC (90%) Member - 30 Milliard Realty, LLC (90%) Grantor - 78 Market Street Realty Trust (100%)	N/A	N/A
Marc A. MacBurnie, Amesbury, MA, USA	Trustee	Director	Director & Executive Vice President	N/A	N/A	N/A	N/A	N/A	N/A