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Supervision, Regulation and
Credit Department

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):
December 31, 2014

Month / Day / Year

I, Sandra J Pattie
Name of the Holding Company Director and Official
President & CEO
Title of the Holding Company Director and Official

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

Reporter's Name, Street, and Mailing Address
OceanPoint Financial Partners, MHC

Legal Title of Holding Company
PO Box 450

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.

(Mailing Address of the Holding Company) Street / P.O. Box
Newport RI 02840
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.

184 John Clarke Road, Middletown RI 02840
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Gregory Derderian EVP & CFO
Name Title

Signature of Holding Company Director and Official
2/24/15
Date of Signature

401-845-8658
Area Code / Phone Number / Extension

401-845-6505
Area Code / FAX Number

gregory.derderian@banknewport.com
E-mail Address

gregory.derderian@banknewport.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

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 Federal Reserve Bank Use Only
RSSD ID 3297481
C.I. _____

ETW 3/16/15

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.

OceanPoint Financial Partners, LLC
Legal Title of Subsidiary Holding Company

PO Box 450
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Newport RI 02840
City State Zip Code

184 John Clarke Road, Middletown RI 02842
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

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City State Zip Code

Physical Location (if different from mailing address)

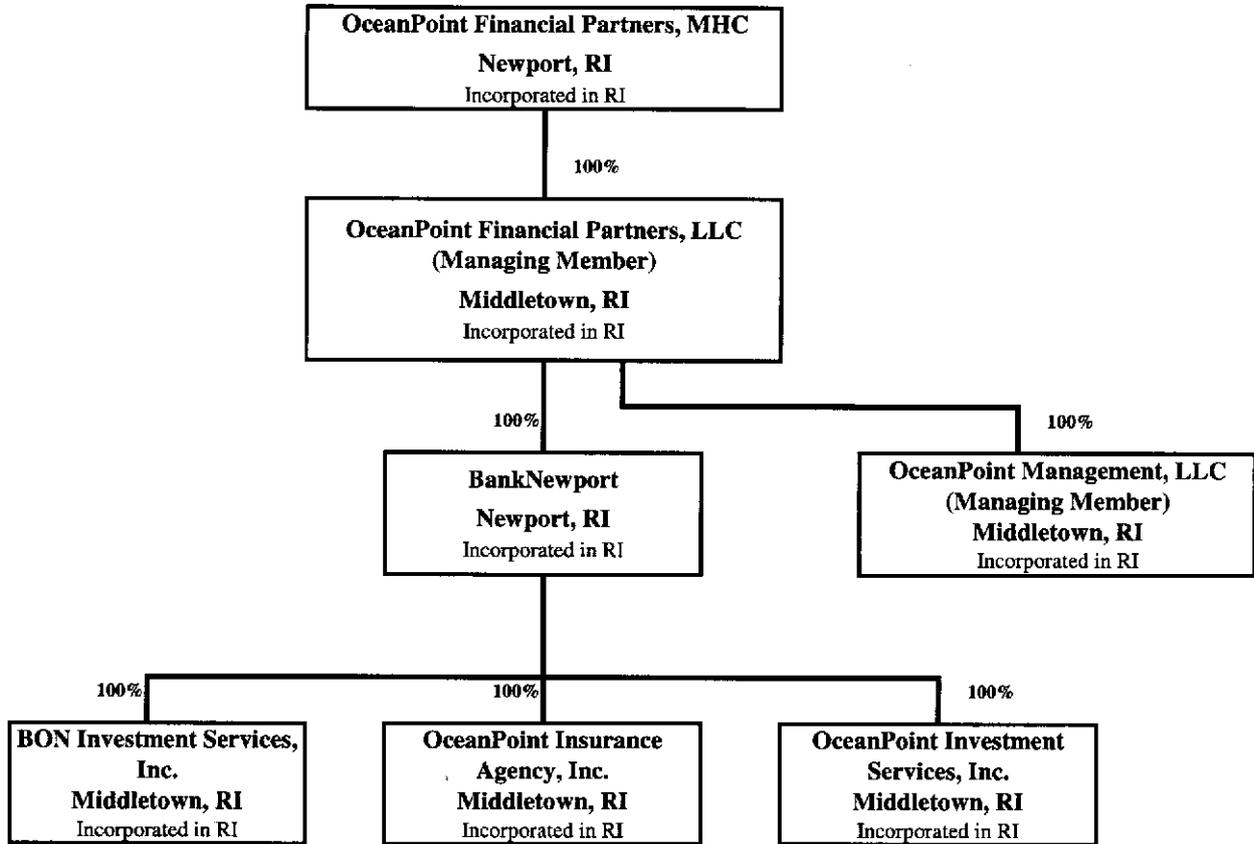
Form FR Y-6

OceanPoint Financial Partners, MHC
Newport, RI
Fiscal Year Ending December 31, 2014

Report Item

1: The bank holding company does not prepare an annual report for its securities holders and is not registered with the SEC.

2a: Organizational Chart



Form FR Y-6

OceanPoint Financial Partners, MHC

Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

Name, City, State	Principal Occupation if Other Than With Bank Holding Company	Title & Position with Bank Holding Company	Title & Position With Subsidiaries	Title & Position with Other Business	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries	List Names of Other Companies if 25% or More of Voting Securities are Held
Peter Capodilupo, Bristol, RI	President	Trustee	Director, BankNewport	President, Aquidneck Autocenter, Inc.	N/A	None	Aquidneck Autocenter, Inc. (50%)
				President, Autocenter Enterprises, Inc.			Autocenter Enterprises, Inc. (50%)
				President, NI Autocenter, Inc.			NI Autocenter, Inc. (50%)
				Member, Avenir Investment, LLC			Avenir Investment, LLC (100%)
				Member, Avenir Realty, LLC			Avenir Realty, LLC (100%)
				President, Autocenter Holdings Company, Inc.			Autocenter Holdings Company, Inc. (50%)
				President, Subsidiary Autocenter Imports, Inc.			Autocenter Imports, Inc. (50%)
				Member Corp One Realty, LLC.			Corp One Realty, LLC (100%)

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 OceanPoint Financial Partners, MHC
 Fiscal Year Ending December 31, 2014

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Peter Capodilupo, Bristol, RI	President	Trustee	Director, BankNewport	President, P&R Realty, LLC	N/A	None	P&R Realty, LLC (50%)
John H. Ellis, Tiverton, RI	Retired Bank President	Trustee	Director, BankNewport	None	N/A	None	None
Neil P. Galvin, Portsmouth, RI	Attorney	Trustee	Director, BankNewport	Attorney, Corcoran, Peckham, Hayes & Galvin, P.C. Partner, GK Associates Partner, Marchetti Management, Inc.	N/A	None	Corcoran, Peckham, Hayes & Galvin 20% GK Associates (50%) Marchetti Management, Inc (50%)
Roger T. Nolan Portsmouth, RI	Executive Director	Trustee	Director, BankNewport	None	N/A	None	None
Janet L. Robinson, New York, NY	Retired President & CEO	Trustee	Director, BankNewport	None	N/A	None	None
Cynthia Reed Providence, RI	President	Trustee	Director, BankNewport	President & CEO LTR Holdings LLC	N/A	None	LTR Holdings, LLC (50%)

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OceanPoint Financial Partners, MHC

Fiscal Year Ending December 31, 2014

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James L. Wright, Jamestown, RI	Partner	Trustee	Director, BankNewport	Partner Bridge Technical Talent Partner CEV Realty LLC Short Point Realty, LLC Managing Partner Horseshed, LLC	N/A	None	Bridge Technical Talent (50%) CEV Realty LLC (50%) Short Point Realty, LLC (20%) Horseshed, LLC (20%)
Colin P Kane, North Kingstown, RI	Partner	Trustee	Director, BankNewport	Partner, Rozzie Partners, LLC Partner, PR Partners, LLC Partner, Peregrine Group, LLC Partner, Peregrine Holdings, LLC	N/A	None	Rozzie Partners, LLC (31%) PR Partners, LLC (31%) Peregrine Group, LLC (45%) Peregrine Holding, LLC (33%)
Timothy P Burns, Portsmouth, RI	President & CEO	Trustee	Director, BankNewport	CEO, BioHoldings, LTD CEO, BioProcessH2O, LLC CEO, BioProcess Algae, LLC	N/A	None	BioHoldings, LTD BioProcess H2O, LLC BioProcess Algae, LLC

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 Fiscal Year Ending December 31, 2014

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J. Timothy O'Reilly, Portsmouth, RI	Chairman	Chairman/Trustee	Chairman/Director, BankNewport	None	N/A	None	None
M. Therese Antone, RSM Newport, RI	Chancellor	Trustee	Director, BankNewport	None	N/A	None	None
David G. Bazarsky, Newport, RI	Commercial Real Estate	Trustee	Director, BankNewport	Executive VP, Samuel's Realty Co. Partner, 957 Plaza Associates, LLC Owner, DGB Realty, LLC	N/A	None	Samuel's Realty Co. (52%) 957 Plaza Associates, LLC (50%) DGB Realty, LLC (100%)
MaryJo Carr, Newport, RI	Attorney	Trustee	Director, BankNewport	Attorney/Partner, Harvey, Carr, & Hadfield	N/A	None	Harvey, Carr, & Hadfield (34%)

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Report Item 4: Insiders

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Sandra J. Pattie, Rehoboth, MA	N/A	President & CEO	President & CEO, BankNewport	None	N/A	None	None
Robert Maddock, Sauterstown, RI	N/A	EVP	EVP, Retail Division, BankNewport	None	N/A	None	None
Dennis H. McNamara, Middletown, RI	N/A	EVP	EVP, Commercial Division, BankNewport	None	N/A	None	None
Gregory Derderian, Cranston, RI	N/A	EVP & CFO & Treasurer	EVP & CFO & Treasurer, BankNewport	President, REIT, LLC	N/A	None	REIT, LLC (100%)
Scott R Kwarta, Lincoln, RI	N/A	SVP	SVP, Compliance, Division, BankNewport	Treasurer & Secretary, Tax Man Inc.	N/A	None	Tax Man Inc. (0%)

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 Fiscal Year Ending December 31, 2014

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Colleen Medeiros, New Bedford, MA	N/A	SVP	SVP & CIO, BankNewport	None	N/A	None	None
Larry Ooi, Foxborough, MA	N/A	SVP	SVP, Audit Division, BankNewport	None	N/A	None	None
Leland Merrill Portsmouth, RI	N/A	EVP	EVP, Commercial Division BankNewport	Member Lincoln Station, LLC	N/A	None	Lincoln Station, LLC (33%)
Wendy Kagan Newport, RI	N/A	SVP	SVP, Human Resource Division, BankNewport	None	N/A	None	None

Results: A list of branches for your depository institution: BANKNEWPORT (ID_RSSD: 546003)
 This depository institution is held by OCEANPOINT FINANCIAL PARTNERS, MHC (3297481) of NEWPORT, RI.
 The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	546003	BANKNEWPORT	10 WASHINGTON SQ	NEWPORT	RI	02840	NEWPORT	UNITED STATES	12050	Not Required	0 BANKNEWPORT	546003	
OK		Full Service	672902	BARRINGTON BRANCH	330 COUNTY ROAD	BARRINGTON	RI	02806	BRISTOL	UNITED STATES	249312	Not Required	17 BANKNEWPORT	546003	
OK		Full Service	4183817	BRISTOL BRANCH	6 GOODING AVENUE	BRISTOL	RI	02809	BRISTOL	UNITED STATES	243983	Not Required	18 BANKNEWPORT	546003	
OK		Full Service	3314623	CENTRE OF NEW ENGLAND BRANCH	730 CENTRE OF NEW ENGLAND BOULEVARD	COVENTRY	RI	02815	KENT	UNITED STATES	Not Required	Not Required	BANKNEWPORT	546003	
OK		Full Service	3944486	PONTIAC AVENUE BRANCH	875 PONTIAC AVENUE	CRANSTON	RI	02910	PROVIDENCE	UNITED STATES	Not Required	Not Required	BANKNEWPORT	546003	
OK		Full Service	4356088	BANKNEWPORT - EAST GREENWICH	1000 DIVISION STREET	EAST GREENWICH	RI	02818	KENT	UNITED STATES	Not Required	Not Required	BANKNEWPORT	546003	
OK		Full Service	362605	JAMESTOWN BRANCH	31 CANANICUS AVE	JAMESTOWN	RI	02835	NEWPORT	UNITED STATES	243979	Not Required	5 BANKNEWPORT	546003	
OK		Full Service	423207	WEST MAIN ROAD BRANCH	528 W MAIN RD	MIDDLETOWN	RI	02842	NEWPORT	UNITED STATES	243975	Not Required	1 BANKNEWPORT	546003	
OK		Full Service	3789960	NARRAGANSETT BRANCH	90 POINT JUDITH ROAD	NARRAGANSETT	RI	02882	WASHINGTON	UNITED STATES	477932	Not Required	20 BANKNEWPORT	546003	
OK		Full Service	4666749	BANKNEWPORT - QUONSET	130 GATE ROAD	NORTH KINGSTOWN	RI	02852	WASHINGTON	UNITED STATES	480438	Not Required	BANKNEWPORT	546003	
OK		Full Service	4183808	NORTH KINGSTOWN BRANCH	130 GATE ROAD	NORTH KINGSTOWN	RI	02852	WASHINGTON	UNITED STATES	Not Required	Not Required	21 BANKNEWPORT	546003	
OK		Full Service	4662639	QUONSET BRANCH	130 GATE ROAD	NORTH KINGSTOWN	RI	02852	WASHINGTON	UNITED STATES	Not Required	Not Required	3 BANKNEWPORT	546003	
OK		Full Service	142601	PORISMOULTH BRANCH	2828 EAST MAIN ROAD	PORISMOULTH	RI	02871	NEWPORT	UNITED STATES	243977	Not Required	4 BANKNEWPORT	546003	
OK		Full Service	485401	STONE BRIDGE BRANCH	1740 MAIN RD	TIVERTON	RI	02878	NEWPORT	UNITED STATES	243978	Not Required	2 BANKNEWPORT	546003	
OK		Full Service	226202	TIVERTON BRANCH	614 MAIN RD	TIVERTON	RI	02878	NEWPORT	UNITED STATES	243976	Not Required	2 BANKNEWPORT	546003	
OK		Full Service	4183826	WARREN BRANCH	323 MARKET STREET	WARREN	RI	02885	BRISTOL	UNITED STATES	243984	Not Required	19 BANKNEWPORT	546003	

