

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):

March 31, 2014

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Ponkapoag Bancorp, MHC

Legal Title of Holding Company

490 Turnpike Street

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

Canton MA 02021
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

John M. Sweeney, SVP/CFO

Name Title

781-828-1690

Area Code / Phone Number / Extension

781-828-5347

Area Code / FAX Number

jsweeney@thebankofcanton.com

E-mail Address

n/a

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

I, _____
Name of the Holding Company Director and Official

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.

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.

Signature of Holding Company Director and Official

Date of Signature

04/02/2014

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 3223855
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.

Massapoag Bancorp, Inc.

Legal Title of Subsidiary Holding Company

490 Turnpike Street

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

Canton, MA 02021

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)

Legal Title of Subsidiary Holding Company

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

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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)

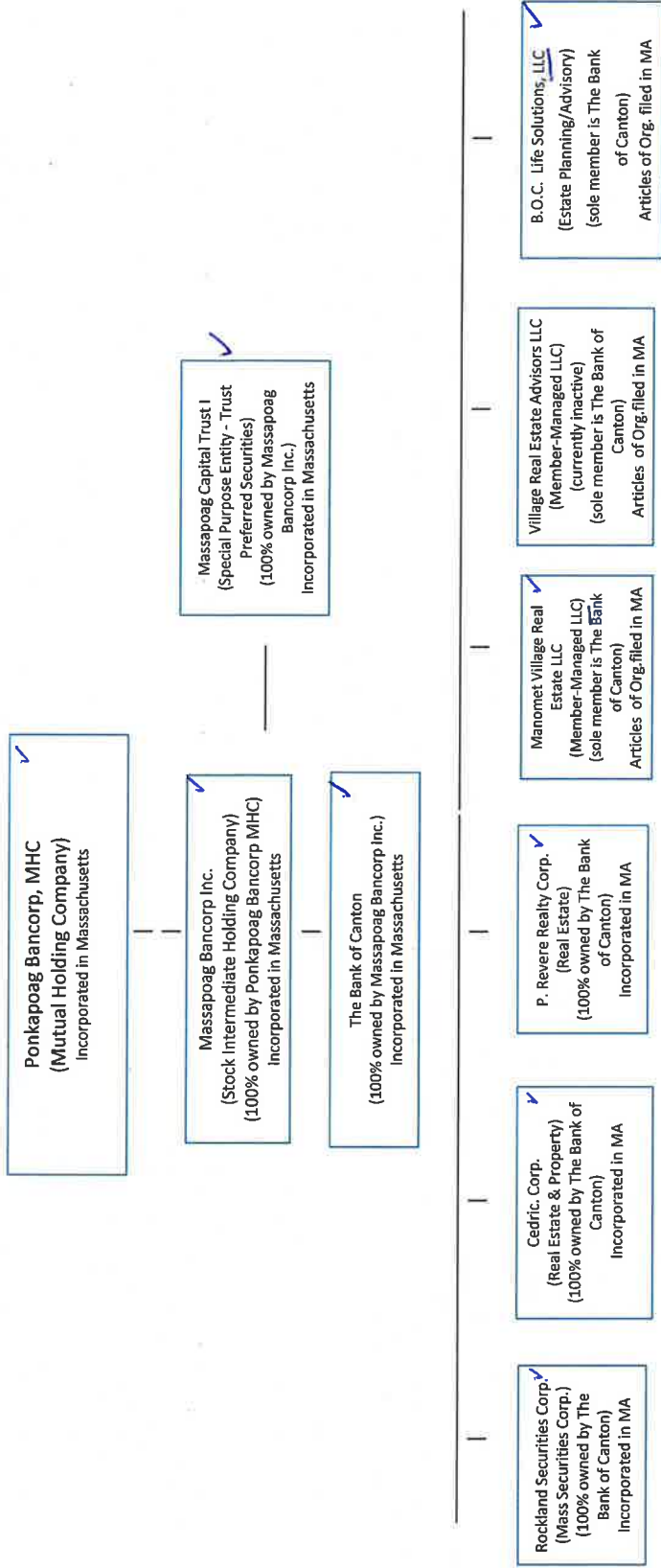
Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Ponkapoag Bancorp, Inc.
 Corporate Structure
 March 31, 2014



All entities are headquartered at 490 Turnpike St., Canton MA 02021

Results: A list of branches for your holding company: POKKAPDAG BANCORP, MHC (3223855) of CANTON, MA. The data are as of 03/31/2014. Data reflects information that was received and processed through 04/10/2014.

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_BSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch ID	Branch ID_BSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_BSSD*	Comments
OK	4/1/2014	853804		BANK OF CANTON, THE	490 TURNPIKE STREET	CANTON	MA	2021	NORFOLK	UNITED STATES	17768		0	BANK OF CANTON, THE	853804
OK	4/1/2014	335819		BROOKLINE BRANCH	1299 BEACON STREET	BROOKLINE	MA	2446	NORFOLK	UNITED STATES	442524		4	BANK OF CANTON, THE	853804
OK	4/1/2014	298044		TURNPIKE STREET BRANCH	259 TURNPIKE STREET	CANTON	MA	2021	NORFOLK	UNITED STATES	358944		3	BANK OF CANTON, THE	853804
OK	4/1/2014	335830		WASHINGTON STREET BRANCH	557 WASHINGTON STREET	CANTON	MA	2021	NORFOLK	UNITED STATES	510422		8	BANK OF CANTON, THE	853804
OK	4/1/2014	263649		QUINCY BRANCH	60 MAYOR THOMAS J MCGRATH HIGHWAY	QUINCY	MA	2169	NORFOLK	UNITED STATES	291055		1	BANK OF CANTON, THE	853804
OK	4/1/2014	2924306		NORTH MAIN STREET BRANCH	67 NORTH MAIN STREET	RANDOLPH	MA	2368	NORFOLK	UNITED STATES	356952		2	BANK OF CANTON, THE	853804

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 Massapoag Bancorp, Inc
 Fiscal Year Ending March 31, 2014

Report Item 3: Shareholders
 (1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending 3-31-2010.	Shareholders 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 3/31/2007.		
(1)(a) Name & Address (City, State)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State)
			(2)(b) Country of Citizenship or Incorporation
			(2)(c) Number and Percentage of Each Class of Voting Securities
N/A	N/A	N/A	N/A
			N/A

Ponkapoag Bancorp, MHC
Fiscal Year Ending March 31, 2014

Report Item 4: Insiders

(1) Name & Address (City, State)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subs)	(3)(c) Title & Position with Other Businesses (include names of Other businesses)	(4)(a) Percentage of Voting Shares in Bank 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 securities are held (List names of companies and percentage of voting securities held)
Stephen P. Costello Norwood, MA	N/A	President/CEO Director	President/CEO (Massapoag Bancorp, Inc., The Bank of Canton, Rockland Securities Corporation, Cedric Corporation, & P. Revere Realty Corp.)	N/A	N/A	N/A	N/A
John M. Sweeney, CPA Duxbury, MA	N/A	Senior Vice President/CFO Director	Senior Vice President/CFO (Massapoag Bancorp, Inc., The Bank of Canton, Rockland Securities Corporation, Cedric Corporation)	N/A	N/A	N/A	N/A
Peter M. Shea Norwell, MA	N/A	Senior Vice President/Operations	Senior Vice President/Operations (Massapoag Bancorp, Inc., The Bank of Canton)	N/A	N/A	N/A	N/A
Rhonda L. Kale Franklin, MA	N/A	Senior Vice President/Consumer Lending and Compliance	Senior Vice President/Consumer Lending and Compliance (Massapoag Bancorp, Inc., The Bank of Canton)	N/A	N/A	N/A	N/A
Anthony F. Caruso Newton, Ma.	N/A	Senior Vice President/Branch Admin	Senior Vice President/Branch Administration (Massapoag Bancorp, Inc., Bank of Canton)	N/A	N/A	N/A	N/A

Ponkapoag Bancorp, MHC
Fiscal Year Ending March 31, 2014

Report Item 4: Insiders

(1)	(2)	(3)(e)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address (City, State)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subs)	Title & Position with Other Businesses (include names of Other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
✓Marian K. Pendergast Canton, MA	N/A	Director/Clerk	Director/Clerk (Massapoag Bancorp, Inc, The Bank of Canton, Rockland Securities Corporation, Cedric Corporation)	N/A	N/A	N/A	N/A
James M. Downey, Canton, MA	C.P.A.	Director	Director (Massapoag Bancorp, Inc, The Bank of Canton)	C.P.A. Downey & Co., LLP Braintree, MA	N/A	N/A	N/A
✓Brian T. Fitzgerald Canton, MA	Funeral Director	Director	Director (Massapoag Bancorp, Inc, The Bank of Canton Rockland Securities Corporation)	Funeral Director Dockray & Thomas Funeral Home	N/A	N/A	N/A
✓Irving W. Goldberg Stoughton, MA	C.P.A.	Director	Director (Massapoag Bancorp, Inc, The Bank of Canton Rockland Securities Corporation)	Accountant Self Employed	N/A	N/A	N/A
James D. Egan	N/A	Director	Director (Massapoag Bancorp, Inc, The Bank of Canton)	N/A	N/A	N/A	NA

Report Item 4: Insiders

(1) Name & Address (City, State)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subs)	(3)(c) Title & Position with Other Businesses (include names of Other businesses)	(4)(a) Percentage of Voting Shares in Bank 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 securities are held (List names of companies and percentage of voting securities held)
Attorney Leslie Lockard Walpole, MA	Attorney	Director	Director (The Bank of Canton)	Attorney Self Employed	N/A	N/A	N/A
Donald P. McNeice, Jr. Reading, MA	General Contractor	Director	Director (Massapoag Bancorp, Inc, The Bank of Canton and Rockland Securities Corporation)	Co-owner McNeice Construction, Inc.	N/A	N/A	N/A
Michael A. Galer Canton, MA	CPA	Director	Director (Massapoag Bancorp, Inc, The Bank of Canton)	Accountant Self-employed	N/A	N/A	N/A
Steven V. Rotella Stoughton, MA	CPA	Director	Director (Massapoag Bancorp, Inc, The Bank of Canton and Rockland Securities Corporation)	Accountant Self-employed	N/A	N/A	N/A
Donald R. Smith Plymouth, MA	Insurance Sales	Chairman of the Board	Chairman (Massapoag Bancorp, Inc, The Bank of Canton, Rockland Securities Corporation, Cedric Corporation)	Executive Dowling Insurance Agency	N/A	N/A	N/A

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Massapoag Bancorp, Inc
 Fiscal Year Ending March 31, 2014

Report Item 4: Insiders		(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
		Name & Address (City, State)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subs)	Title & Position with Other Businesses (include names of Other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
	Stephen P. Costello Norwood, MA	N/A	President/CEO Director	President/CEO (The Bank of Canton, Rockland Securities Corporation, Cedric Corporation, & P. Revere Realty Corporation)	N/A	N/A	N/A	N/A	N/A
	John M. Sweeney, CPA Duxbury, Ma.	N/A	Senior Vice President/CFO Director	Senior Vice President/CFO (The Bank of Canton, Rockland Securities Corporation, Cedric Corporation, & P. Revere Realty Corporation)	N/A	N/A	N/A	N/A	N/A
	Peter M. Shea Norwell, MA	N/A	Senior Vice President/Operations	Senior Vice President/Operations (The Bank of Canton)	N/A	N/A	N/A	N/A	N/A
	Rhonda L. Kale Franklin, MA	N/A	Senior Vice President/Consumer Lending and Compliance	Senior Vice President/Consumer Lending and Compliance (The Bank of Canton)	N/A	N/A	N/A	N/A	N/A
	Anthony F. Caruso W. Newton, Ma.	N/A	Senior Vice President/Branch Admin	Senior Vice President/Branch Administration (The Bank of Canton)	N/A	N/A	N/A	N/A	N/A

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Massapoag Bancorp, Inc
 Fiscal Year Ending March 31, 2014

Report Item 4: Insiders							
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Marian K. Pendergast Canton, MA	N/A	Director/Clerk	Director/Clerk (The Bank of Canton, Rockland Securities Corporation, Cedric Corporation,	N/A	N/A	N/A	N/A
Brian T. Fitzgerald Canton, MA	Funeral Director	Director	Director (The Bank of Canton and Rockland Securities Corporation)	Funeral Director Dockray & Thomas Funeral Home	N/A	N/A	N/A
Michael A. Galer, Canton, MA	CPA	Director	Director (The Bank of Canton)	Accountant Self-employed	N/A	N/A	N/A
Irving W. Goldberg Stoughton, MA	C.P.A.	Director	Director (The Bank of Canton and Rockland Securities Corporation)	Accountant Self Employed	N/A	N/A	N/A
Attorney Leslie Lockard Walpole, MA	Attorney	Director	Director (The Bank of Canton)	Attorney Self Employed	N/A	N/A	N/A
Donald P. McNeice, Jr. Reading, MA	General Contractor	Director	Director (The Bank of Canton and Rockland Securities Corporation)	Co-owner McNeice Construction, Inc.	N/A	N/A	N/A

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 Fiscal Year Ending March 31, 2014

Report Item 4: Insiders

(1) Name & Address (City, State)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subs)	(3)(c) Title & Position with Other Businesses (include names of Other businesses)	(4)(a) Percentage of Voting Shares in Bank 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 securities are held (List names of companies and percentage of voting securities held)
Steven V. Rotella, Stoughton, MA	CPA	Director	Director (The Bank of Canton and Rockland Securities Corporation)	Accountant Self-employed	N/A	N/A	N/A
Donald R. Smith Plymouth, MA	Insurance Sales	Chairman of the Board	Chairman (The Bank of Canton, Rockland Securities Corporation, Cedric Corporation,	Executive Dowling Insurance Agency	N/A	N/A	N/A
James M. Downey Canton, MA	C.P.A.	Director	Director (The Bank of Canton)	C.P.A. Downey & Co., LLP Braintree, MA	N/A	N/A	N/A
James D. Egan	N/A	Director	Director (The Bank of Canton)	N/A	N/A	N/A	N/A