

RECEIVED

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2

SEP 12 2014

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):

June 30, 2014

Month / Day / Year

I, Richard L. Rowe, Jr.

Reporter's Name, Street, and Mailing Address

Satuit MHC

Name of the Holding Company Director and Official

President & Chief Executive Officer

Legal Title of Holding Company

72 Front Street

Title of the Holding Company Director and Official

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

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.

Scituate MA 02066

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:

Maria Vafiades Chief Financial Officer

Name Title

781-834-2105

Area Code / Phone Number / Extension

781-834-2109

Area Code / FAX Number

maria.vafiades@scituatefederal.com

E-mail Address

Signature of Holding Company Director and Official

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

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 000000000 3919738
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, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

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.

Satuit Bancorp
 Legal Title of Subsidiary Holding Company

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

Scituate	MA	02066
City	State	Zip Code

Physical location (if different from mailing address)

Hannah Brook, LLC
 Legal Title of Subsidiary Holding Company

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

Scituate	MA	02066
City	State	Zip Code

Physical location (if different from mailing address)

Scituate Federal Savings Bank
 Legal Title of Subsidiary Holding Company

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

Scituate	MA	02066
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)

Front Street Securities Corporation
 Legal Title of Subsidiary Holding Company

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

Scituate	MA	02066
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)

Satuit Land, LLC
 Legal Title of Subsidiary Holding Company

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

Scituate	MA	02066
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

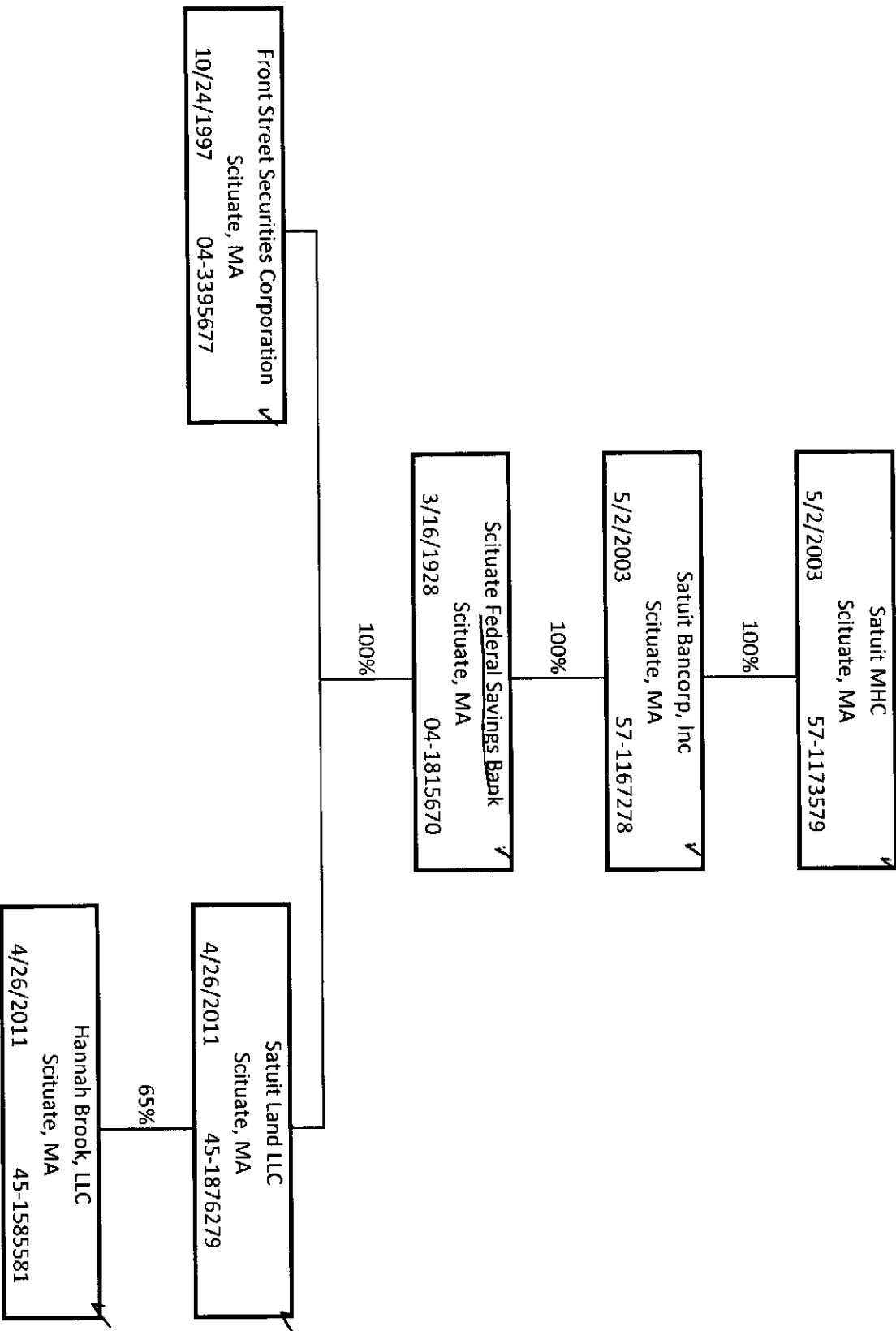
City	State	Zip Code
------	-------	----------

Physical location (if different from mailing address)

Form FR Y-6
Satuit MHC

Fiscal Year Ended June 30, 2014

Report item (2)(a): Organization Chart



Scituate Federal Savings Bank is the General Partner/Managing Member of Satuit Land LLC and Hannah Brook LLC
All companies incorporated in Massachusetts

SATURIT MRL
Fiscal Year Ended June 30, 2014

Report Item 2b: Domestic Branch Listing

Results: A list of branches for your depository institution: SCITUATE FEDERAL SAVINGS BANK (ID_RSSD: 453370). This depository institution is held by SATURIT MHC (3919738) of SCITUATE, MA. The data are as of 06/30/2014. Data reflects information that was received and processed through 07/06/2014.

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://v10online.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
OK		Full Service (Head Office)		453370	SCITUATE FEDERAL SAVINGS BANK	72 FRONT STREET	SCITUATE	MA	02066	PLYMOUTH	UNITED STATES
OK		Full Service		4169343	HINGHAM BRANCH	1 DERBY STREET	HINGHAM	MA	02043	PLYMOUTH	UNITED STATES
OK		Full Service		4169334	GREEN HARBOR BRANCH	259 DYKE ROAD	MARSHFIELD	MA	02050	PLYMOUTH	UNITED STATES
OK		Full Service		4169352	MARSHFIELD BRANCH	560 PLAIN STREET	MARSHFIELD	MA	02050	PLYMOUTH	UNITED STATES
OK		Full Service		4169361	NORWELL CENTER BRANCH	1 RIVER STREET # 440	NORWELL	MA	02061	PLYMOUTH	UNITED STATES

**Form FR Y-6
Satuit MHC
Fiscal Year Ended June 30, 2014**

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

(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 6/30/2014	Securities holders 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 6/30/2013				
N/A			N/A		

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

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & 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 (include names of subsidiaries)	(4)(c) List names of other companies (includes Partnerships) if 25% or more of voting secur- ties are held (List names of companies and percentage of voting securities held
Joseph C. Hayes Scituate, MA USA	Chairman & Director Scituate Federal Savings Bank	Chairman & Director	Chairman & Director Satuit Bancorp, Inc.	N/A	N/A	N/A	N/A
Richard L. Rowe, Jr. Yarmouth, MA USA	President, CEO & Director Scituate Federal Savings Bank	President, CEO & Director	President, CEO & Director Satuit Bancorp, Inc.	N/A	N/A	N/A	N/A
Maria Vafiades Norwell, MA USA	Chief Financial Officer Scituate Federal Savings Bank	Chief Financial Officer	Chief Financial Officer Satuit Bancorp, Inc.	N/A	N/A	N/A	N/A
Carleton E. Chandler Marshfield, MA USA	President	Director	Director Satuit Bancorp, Inc.	President Marshfield Cranberry Co.	N/A	N/A	N/A
Peter A. Finnegan Hanover, MA USA	President	Director	Director Satuit Bancorp, Inc.	President Barnside Capital, LLC	N/A	N/A	N/A
William I. Kelly Marshfield, MA USA	Consultant	Director	Director Satuit Bancorp, Inc.	Consultant	N/A	N/A	N/A

**Form FR Y-6
Satuit MHC
Fiscal Year Ended June 30, 2014**

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

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & 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 (include names of subsidiaries)	(4)(c) List names of other companies (includes Partnerships) if 25% or more of voting securi- ties are held (List names of companies and percentage of voting securities held
Thomas C. McDonough Scituate, MA USA	Attorney	Director	Director Satuit Bancorp, Inc.	Attorney Law Office of Thomas C. McDonough	N/A	N/A	N/A
Philip E. Murphy Hingham, MA USA	Retired	Director	Director Satuit Bancorp, Inc.	Retired	N/A	N/A	N/A
John M. Walker Scituate, MA USA	Retired	Director	Director Satuit Bancorp, Inc.	Retired	N/A	N/A	N/A
Roy M. Whittaker Scituate, MA USA	Retired	Director	Director Satuit Bancorp, Inc.	Retired	N/A	N/A	N/A

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & 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 (include names of subsidiaries)	(4)(c) List names of other companies (includes Partnerships) if 25% or more of voting securi- ties are held (list names of companies and percentage of voting securities held
Joseph C. Hayes Scituate, MA USA	Chairman & Director Scituate Federal Savings Bank	Chairman & Director	Chairman & Director Scituate Federal Savings Bank	N/A	N/A	N/A	N/A
Richard L. Rowe, Jr. Yarmouth, MA USA	President, CEO & Director Scituate Federal Savings Bank	President, CEO & Director	President, CEO & Director Scituate Federal Savings Bank	N/A	N/A	N/A	N/A
Maria Vafiades Norwell, MA USA	Chief Financial Officer Scituate Federal Savings Bank	Chief Financial Officer	Chief Financial Officer Scituate Federal Savings Bank	N/A	N/A	N/A	N/A
Carleton E. Chandler Marshfield, MA USA	President	Director	Director Scituate Federal Savings Bank	President Marshfield Cranberry Co.	N/A	N/A	N/A
Peter A. Finnegan Hanover, MA USA	President	Director	Director Scituate Federal Savings Bank	President Barnside Capital, LLC	N/A	N/A	N/A
William I. Kelly Marshfield, MA USA	Consultant	Director	Director Scituate Federal Savings Bank	Consultant	N/A	N/A	N/A

**Form FR Y-6
Satuit Bancorp, Inc.
Fiscal Year Ended June 30, 2014**

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

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & 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 (include names of subsidiaries)	(4)(c) List names of other companies (includes Partnerships) if 25% or more of voting secur- ties are held (list names of companies and percentage of voting securities held
Thomas C. McDonough Scituate, MA USA	Attorney	Director	Director Scituate Federal Savings Bank	Attorney Law Office of Thomas C. McDonough	N/A	N/A	N/A
Philip E. Murphy Hingham, MA USA	Retired	Director	Director Scituate Federal Savings Bank	Retired	N/A	N/A	N/A
John M. Walker Scituate, MA USA	Retired	Director	Director Scituate Federal Savings Bank	Retired	N/A	N/A	N/A
Roy M. Whitaker Scituate, MA USA	Retired	Director	Director Scituate Federal Savings Bank	Retired	N/A	N/A	N/A