

FEB 18 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, Mark A. Pitkin

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.

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.

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

Reporter's Name, Street, and Mailing Address

Sugar River Bancorp MHC

Legal Title of Holding Company

10 North Main Street

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

Newport

NH

03773

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Steven A. Thibodeau SVP, CFO & COO

Name

Title

603-843-6237

Area Code / Phone Number / Extension

603-843-6206

Area Code / FAX Number

sthibodeau@sugarriverbank.com

E-mail Address

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

Signature of Holding Company Director and Official

02/17/2015

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
C.I.

4191399

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

2/24/15 JMF

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.

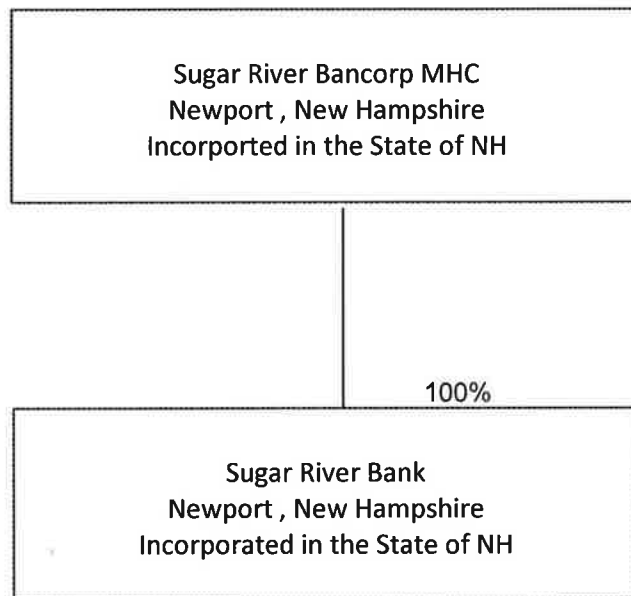
<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>	<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>
<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>	<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>
<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>	<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>
<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>	<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>

FORM FR Y-6
SUGAR RIVER BANCORP MHC
NEWPORT, NEW HAMPSHIRE
FISCAL YEAR ENDING DECEMBER 31, 2014

Report Item

1: The bank holding company does not prepare an annual report for its shareholders.

2a: Organizational Chart



Results: A list of branches for your holding company: SUGAR RIVER BANKCORP NHC (43191399) of NEWPORT, NH. 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)	92706	SUGAR RIVER BANK	10 NORTH MAIN STREET, BOX 569	NEWPORT	NH	03773	SULLIVAN	UNITED STATES	11957	0	SUGAR RIVER BANK	92706	
OK		Full Service	1391590	GRANTHAM BRANCH	120 NH RTE 10, SAWYER BROOK PLAZA	GRANTHAM	NH	03753	SULLIVAN	UNITED STATES	243602	4	SUGAR RIVER BANK	92706	
OK		Full Service	522500	NEW LONDON BRANCH	30 NEWPORT ROAD	NEW LONDON	NH	03257	MERRIMACK	UNITED STATES	243600	2	SUGAR RIVER BANK	92706	
OK		Full Service	932208	SUNAPEE BRANCH	541 ROUTE 11	SUNAPEE	NH	03782	SULLIVAN	UNITED STATES	243601	3	SUGAR RIVER BANK	92706	
OK		Full Service	400208	WARREN BRANCH	2 WEST MAIN STREET	WARREN	NH	03278	MERRIMACK	UNITED STATES	243599	1	SUGAR RIVER BANK	92706	

FORM FR Y-6

SUGAR RIVER BANCORP MHC
NEWPORT, NEW HAMPSHIRE

FISCAL YEAR ENDING DECEMBER 31, 2014

Report Item 3: Securities Holders

(1) (a)(b)(c) and (2) (a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2011

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
---	--	---

None

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 12/31/2011

(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
---	--	---

None

FORM FR Y-6

SUGAR RIVER BANCORP MHC
NEWPORT, NEW HAMPSHIRE

FISCAL YEAR ENDING DECEMBER 31, 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 Bank Holding Company	(3)(a) Title & Position with Bank Holding Company Securities	(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 Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of Voting securities held)
Lynn C. Perkins Warner, NH	Retired	Trustee - Chairman	Director Sugar River Bank	N/A	None	None	None
Erie G. Blanchard New London, NH	Retired	Trustee	Director Sugar River Bank	N/A	None	None	None
Maureen Hampton New London, NH	VP - Finance / HR - Micro Dat	Trustee	Director Sugar River Bank	VP - Finance / HR - Micro Dat	None	None	None
Dr. Richard Holmes Sunapee, NH	Retired	Trustee	Director Sugar River Bank	N/A	None	None	None
David M. Lantz Sunapee, NH	Owner, MJ Harrington's Jewelers	Trustee	Director Sugar River Bank	Owner, MJ Harrington's Jewelers	None	None	100% Owner, MJ Harrington's
Brackett L. Scheffy Bradford, NH	Attorney, Retired Judge	Trustee	Director Sugar River Bank	Judge, Hillsboro County, NH Attorney, Scheffy Law Office	None	None	100% Owner, Scheffy Law Office
Mark A. Piktikin Newport, NH	N/A	Trustee / President	President & CEO Sugar River Bank	None	None	None	None
Steven A. Thibodeau Claremont, NH	N/A	Secretary & CFO	SVP, CFO & COO Sugar River Bank	None	None	None	None