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FR Y-6  
OMB Number 7100-0297  
Approval expires September 30, 2018  
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Board of Governors of the Federal Reserve System

FEB 12 2016



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.

I, Timothy T. Telman

Name of the Holding Company Director and Official

President and 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.

*Timothy T. Telman*  
Signature of Holding Company Director and Official

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.

412 8368

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2015

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

New England Bancorp, Inc.

Legal Title of Holding Company

1582 Iyannough Road

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

Hyannis

MA

02601

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Timothy T. Telman

President and CEO

Name

Title

508 568-2300

Area Code / Phone Number / Extension

508420-8858

Area Code / FAX Number

ttelman@bankofcapecod.com

E-mail Address

www.bankofcapecod.com

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

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.*

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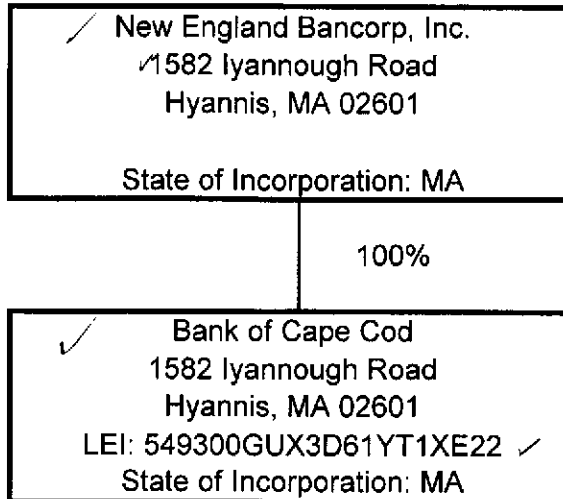
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

**New England Bancorp, Inc.**  
**Fiscal Year Ended December 31, 2015**

**Report Item 2a: Organization Chart**



**Report Item 2b: Domestic Branch Listing**

| Branch Name, Address, County  | Date Open | Branch Type  |
|---|-----------|--------------|
| ✓ Bank of Cape Cod - Main Office<br>1582 Iyannough Road ✓<br>Hyannis, MA 02601<br>Barnstable County   | 8/20/2014 | Full Service |
| Bank of Cape Cod - Branch Office ✓<br>232 Main Street<br>✓ Hyannis, MA 02601<br>Barnstable County     | 9/13/2006 | Full Service |
| Bank of Cape Cod - Branch Office<br>57 West Bay Road<br>✓ Osterville, MA 02655 ✓<br>Barnstable County | 3/17/2008 | Full Service |
| Bank of Cape Cod - Branch Office ✓<br>445 Main Street<br>✓ Falmouth, MA 02540<br>Barnstable County    | 5/23/2012 | Full Service |

*Note: LEI is not applicable unless otherwise noted.*

**Form FR Y-6**  
**New England Bancorp, Inc.**  
**For the Year Ending December 31, 2015**

**Report Item 3: Securities Holders**  
**(1)(a)(b)(c)**

| Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/15. |   |   | 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 12/31/15.          |
|--|---|---|--|
| (1)(a)<br>Name<br>City, State, Country   | (1)(b)<br>Country of<br>Citizenship of<br>Incorporation | (1)(c)<br>Number and Percentage of<br>Each Class of Voting Securities | (2)(a)<br>Name<br>City, State, Country<br><br>(2)(b)<br>Country of<br>Citizenship of<br>Incorporation<br><br>(2)(c)<br>Number and Percentage of<br>Each Class of Voting Securities |
| CJA Private Equity Financial<br>Restructuring Master Fund I LP   |   | 244,500 - 8.0%<br>Common Stock  | Not Applicable   |

**Form FR Y-6**  
**New England Bancorp, Inc.**  
**For the Year Ending December 31, 2015**

**Report Item 4: Insiders**

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

| (1)<br>Name<br>City, State<br>Country   | (2)<br>Principal<br>Occupation if other<br>than with Holding<br>Company | (3)(a)<br>Title & Position<br>with Holding<br>Company | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include names<br>of subsidiaries) | (3)(c)<br>Title & Position<br>with Other<br>Businesses | (4)(a)<br>Percentage<br>of Voting<br>Shares in<br>Holding<br>Company | (4)(b)<br>Percentage<br>of Voting<br>Shares in<br>Subsidiary | (4)(c)<br>List names of<br>other companies<br>if 25% or more<br>of voting securities<br>are held |
|---|---|---|---|--|--|--|--|
| <div> <div>New England Bancorp, Inc.</div> <div>Bank of Cape Cod</div> <div>Bank of Cape Cod</div> </div> |   |   |   |  |  |  |  |
| Timothy T. Telman<br>Barnstable, MA, USA  | N/A   | President, CEO<br>Director                            | President, CEO<br>Director  | N/A  | 4.5% N/A   | N/A  |  |
| Robert A. Pemberton<br>Osterville, MA, USA  | N/A   | Chairman  | Chairman  | Retired  | 4.2% N/A   | N/A  |  |
| Mark E. Linehan<br>Sherborn, MA, USA  | N/A   | Treasurer   | Senior Vice President<br>Chief Financial Officer                                      | Senior Vice President<br>Chief Financial Officer       | 2.6% N/A   | N/A  |  |
| Robert B. Kinlin<br>Osterville, MA, USA   | Managing Partner,<br>Co-founder, Robert<br>Paul Properties              | Director  | Director  | Managing Partner,<br>Robert Paul Properties            | 2.5% N/A   | 50%  | Robert Paul<br>Properties  |
| Vincent Cremona<br>Marston Mills, MA, USA   | President,<br>Cremona Consulting  | Director  | Director  | President<br>Cremona Consulting                        | 1.8% N/A   | 100%   | Cremona<br>Consulting  |

| (1)<br>Name<br>City, State<br>Country | (2)<br>Principal<br>Occupation if other<br>than with Holding<br>Company | (3)(a)<br>Title & Position<br>with Holding<br>Company | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include names<br>of subsidiaries) | (3)(c)<br>Title & Position<br>with Other<br>Businesses | (4)(a)<br>Percentage<br>of Voting<br>Shares in<br>Holding<br>Company | (4)(b)<br>Percentage<br>of Voting<br>Shares in<br>Subsidiary | (4)(c)<br>List names of<br>other companies<br>if 25% or more<br>of voting securities<br>are held |
|---------------------------------------|---|---|---|--|--|--|--|
|---------------------------------------|---|---|---|--|--|--|--|

|  |  |                            |   |                                     |          |     |
|--|--|----------------------------|---|-------------------------------------|----------|-----|
| Robert C. Pemberton<br>Osterville, MA, USA     | Chief Executive Officer, Director<br>Aptium, LLC | Director                   | Chief Executive Officer,<br>Aptium, LLC               | 1.2% N/A                            | N/A      |     |
| Mark G. Sexton<br>Hyannis, MA, USA             | N/A  | Secretary                  | Executive Vice<br>President,<br>Chief Lending Officer | N/A                                 | 1.2% N/A | N/A |
| John H. Mackinnon<br>Hingham, MA, USA          | N/A  | Director                   | Director  | Retired                             | 1.2% N/A | N/A |
| Charles A. Desimone<br>South Yarmouth, MA, USA | N/A  | N/A                        | Senior Vice President<br>Commercial Lending           | N/A                                 | 1.0% N/A | N/A |
| David D. Dunford<br>South Orleans, MA, USA     | N/A  | Director                   | Director  | Retired                             | 1.0% N/A | N/A |
| John T. Grady, Jr.<br>Hingham, MA, USA         | Senior Advisor,<br>Moelis & Company              | Director                   | Director  | Senior Advisor,<br>Moelis & Company | 1.0% N/A | N/A |
| Patricia A. Coffey<br>South Yarmouth, MA, USA  | N/A  | N/A                        | Senior Vice President<br>Chief Credit Officer         | N/A                                 | 0.8% N/A | N/A |
| John C. Mechem<br>Boston, MA, USA              | Self-employed                                    | Director,<br>Vice Chairman | Director,<br>Vice Chairman                            | 0.6% N/A                            | N/A      |     |