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Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Supervision, Regulation and Credit Department

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, 2015

Month / Day / Year

I, **Thomas S. Leavitt**

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.

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

Reporter's Name, Street, and Mailing Address

Northfield Mutual Holding Company

Legal Title of Holding Company

PO Box 7180

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

Barre VT 05641

City State Zip Code

1021 Paine Turnpike North, Berlin, VT 05602

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Edward Sulva VP Contoller

Name Title

802-661-5334

Area Code / Phone Number / Extension

802-223-7638

Area Code / FAX Number

ed.sulva@nsbvt.com

E-mail Address

https://www.nsbvt.com

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

Signature of Holding Company Director and Official

3/16/15

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 2934205
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

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.

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I, Thomas S. Leavitt

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.

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Signature of Holding Company Director and Official

3/16/14

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. _____

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

December 31, 2015

Month / Day / Year

None

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

Reporter's Name, Street, and Mailing Address

Northfield Mutual Holding Company

Legal Title of Holding Company

PO Box 7180

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

Barre VT 05641

City State Zip Code

1021 Paine Turnpike North, Berlin, VT 05602

Physical Location (if different from mailing address)

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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.

Northfield Bancorp, Inc

Legal Title of Subsidiary Holding Company

PO Box 7180

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

Barre VT 05641
City State Zip Code

1021 Paine Turnpike North, Berlin, VT 05602

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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City State Zip Code

Physical Location (if different from mailing address)

NORTHFIELD MUTUAL HOLDING COMPANY AND SUBSIDIARIES

Fiscal Year Ending December 31, 2015

Report Item

- 1.a. The MHC is not required to prepare form 10K with the SEC.
- 1.b. The MHC does not prepare an annual report for its shareholders.
- 2.a. Organizational Chart

Northfield MHC
(mutual holding company – parent company)
33 South Main Street, Northfield, VT 05663
Incorporated in Vermont

100% ownership

Northfield Bancorp, Inc.
(stock holding company)
33 South Main Street, Northfield, VT 05663
Incorporated in Vermont

100% ownership

Northfield Savings Bank
(stock savings bank)
33 South Main Street, Northfield, VT 05663
Incorporated in Vermont

- 2.b. Domestic Branch Listing. This data was emailed to BOS.Statistics@bos.frb.org February 17, 2016.
- 3. No 5% Holders
- 4. Insider List Attached
- 5. There are no LEI's within these organizations ✓

NORTHFIELD MUTUAL HOLDING COMPANY
FR Y-6 INFORMATION

2015

Name & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in 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)
Directors:							
John Timothy Burke Shelburne, VT	White & Burke Real Estate Investment Advisors	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	Real Estate Investment Advisor	0	0	N/A
Brian C. Eagan Grand Isle, VT	Vermont Mutual Insurance Group	Chair	Director - Northfield Bancorp, Inc.; Chairman - Northfield Savings Bank	Chief Financial Officer	0	0	N/A
Laura Carlsmith Hinesburg, VT		Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank		0	0	
Brian C. Harwood South Burlington, VT	Retired	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	Chair Emeritus - HMC Advertising;	0	0	1250 Waterbury Road, LLC 50%
Charles E. Haynes Montpelier, VT	Haynes Property Management	Director and Chairman	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	Managing Partner - Haynes Property Management	0	0	Haynes Property Management 50%

Directors:							
Jonathan M. Jamieson Waitsfield, VT	Jamieson Insurance	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	President	0	0	Jamieson Family Partnership 90% Jamieson Insurance Agency, Inc. 100%
John W. Lyon Barre, VT	Wilkins Harley- Davidson Lyon-Wilkins Enterprises, Inc.	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	General Manager Wilkins H-D Co-Owner Lyon-Wilkins Enterprises, Inc.	0	0	Wilkins Enterprises, Inc. 38% Lyon-Wilkins Enterprises, Inc. 33% East Street Holding Co., Inc. 100%
Mary Alice McKenzie Burlington, VT	Boys & Girls Club of Burlington	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	Executive Director	0	0	N/A
Robin C. Nicholson Barre, VT	Nicom Coatings Corp.	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	President/Owner - Nicom Coatings Corp.	0	0	Nicom Coatings Corporation, Inc. 64% Red Barn Storage, LLC 25% Nicholson Holdings, LLC 50% Granite City Developers, LLC 25%
Lauren D. Wobby Northfield, VT	Norwich University	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	Treasurer - Norwich University	0	0	N/A

Officers:							
Thomas S. Leavitt	Northfield Savings Bank	President and Chief Executive Officer	President and Chief Executive Officer - Northfield Bancorp, Inc.; President and Chief Executive Officer - Northfield Savings Bank	N/A	0	0	N/A
Cheryl A. LaFrance	Northfield Savings Bank		Senior VP – Chief Operating Officer Northfield Savings Bank	N/A	0	0	N/A
Cory B. Richardson	Northfield Savings Bank	Treasurer	Senior VP – Chief Financial Officer Northfield Savings Bank	N/A	0	0	N/A
Donna Austin-Hawley	Northfield Savings Bank		VP – Chief Human Resources Officer	N/A	0	0	N/A
Alfred Flory	Northfield Savings Bank		VP – Chief Lending Officer	N/A	0	0	N/A
Melissa A. Neun	Northfield Savings Bank		VP – Compliance	N/A	0	0	N/A
Janet R. Kinney	Northfield Savings Bank	Corporate Secretary	Corporate Secretary – Northfield Bancorp, Inc.; Corporate Secretary, – Northfield Savings Bank	N/A	0	0	N/A
Charlotte Magurn	Northfield Savings Bank	Assistant Corporate Secretary	Assistant Corporate Secretary – Northfield Bancorp, Inc.; Assistant Corporate Secretary, Customer Service Rep Northfield Savings Bank	N/A	0	0	N/A

2/17/16
 ✓
 ETD
 2/31/16

Results: A list of branches for your depository institution: **NORTHFIELD SAVINGS**
 This depository institution is held by **NORTHFIELD MHC (2934305)** of **NORTHFIELD**
 The data are as of **12/31/2015**. Data reflects information that was received and p

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the acti
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, en
- Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** colour
- Delete:** If a branch listed was never owned by this depository institution, enter 'I
- Add:** If a reportable branch is missing, insert a row, add the branch data, and ent

If printing this list, you may need to adjust your page setup in MS Excel. Try using

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed i
 If you are e-mailing this to your FRB contact, put your institution name, city and s

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Dor
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 On

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Ve

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*
OK		Full Service (Head Office)	520003
OK		Full Service	335300
OK		Full Service	519801
OK		Full Service	2622901
OK		Full Service	3716629
OK		Full Service	3716638
OK		Full Service	285405
OK		Full Service	581705
OK		Full Service	3716647
OK		Full Service	3716656
OK		Full Service	3716601
OK		Full Service	334808
OK		Full Service	3716665

BANK (ID_RSSD: 520003).
D, VT.
processed through 01/07/2016.

ons specified below.

ter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective**
nn and the sale or closure date in the **Effective Date** column.

Delete' in the **Data Action** column.

ter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

landscape orientation, page scaling, and/or legal sized paper.

nstructions on this site for more information.
state in the subject line of the e-mail.

nestic Branch Schedules for each branch with a **Data Action** of **Change, Close, Delete, or Add**.
line application - <https://y10online.federalreserve.gov>.

erification of these values is not required.

Popular Name	Street Address	City
NORTHFIELD SAVINGS BANK	33 SOUTH MAIN STREET	NORTHFIELD
BARRE BRANCH	289 NORTH MAIN STREET	BARRE
WALL STREET COMPLEX BRANCH	137 SOUTH MAIN STREET	BARRE
BETHEL BRANCH	1875 ROUTE 107	BETHEL
COLLEGE STREET BRANCH	160 COLLEGE STREET	BURLINGTON
ESSEX BRANCH	71 PEARL STREET	ESSEX JUNCTION
MONTPELIER BRANCH	100 STATE ST	MONTPELIER
RANDOLPH BRANCH	2 N MAIN ST	RANDOLPH
SHELBURNE ROAD BRANCH	1120 SHELBURNE ROAD	SOUTH BURLINGTON
WILLISTON ROAD BRANCH	1143 WILLISTON ROAD	SOUTH BURLINGTON
WAITSFIELD BRANCH	200 MAD RIVER GREEN SHOPPING CENTER	WAITSFIELD
WATERBURY BRANCH	29 S MAIN ST	WATERBURY
WILLISTON BRANCH	60 WRIGHT AVENUE	WILLISTON

e Date column.

State	Zip Code	County	Country	FDIC UNINUM*	Office Number*
VT	5663	WASHINGTON	UNITED STATES	8830	0
VT	5641	WASHINGTON	UNITED STATES	231023	1
VT	5641	WASHINGTON	UNITED STATES	231027	5
VT	5032	WINDSOR	UNITED STATES	231028	6
VT	5401	CHITTENDEN	UNITED STATES	441411	11
VT	5452	CHITTENDEN	UNITED STATES	423092	8
VT	5602	WASHINGTON	UNITED STATES	231026	4
VT	5060	ORANGE	UNITED STATES	231025	3
VT	5403	CHITTENDEN	UNITED STATES	424736	9
VT	5403	CHITTENDEN	UNITED STATES	454491	12
VT	5673	WASHINGTON	UNITED STATES	231029	7
VT	5676	WASHINGTON	UNITED STATES	231024	2
VT	5495	CHITTENDEN	UNITED STATES	428158	10

