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Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

MAR 24 2016
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

N/A

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

I, Sandra J. Pattie

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 Name, Street, and Mailing Address

OceanPoint Financial Partners, MHC

Legal Title of Holding Company

PO Box 450

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

Newport

RI

02840

City

State

Zip Code

184 John Clarke Road, Middletown, RI 02842

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:

Sharon Medeiros

SVP/Controller

Name

Title

401-845-8659

Area Code / Phone Number / Extension

401-845-6505

Area Code / FAX Number

sharon.medeiros@banknewport.com

E-mail Address

www.banknewport.com

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

Signature of Sandra J. Pattie

Signature of Holding Company Director and Official

3/21/16

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 3297481
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.

OceanPoint Financial Partners, LLC
Legal Title of Subsidiary Holding Company

P.O. Box 450
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Newport RI 02840
City State Zip Code

184 John Clarke Road, Middletown, RI 02842
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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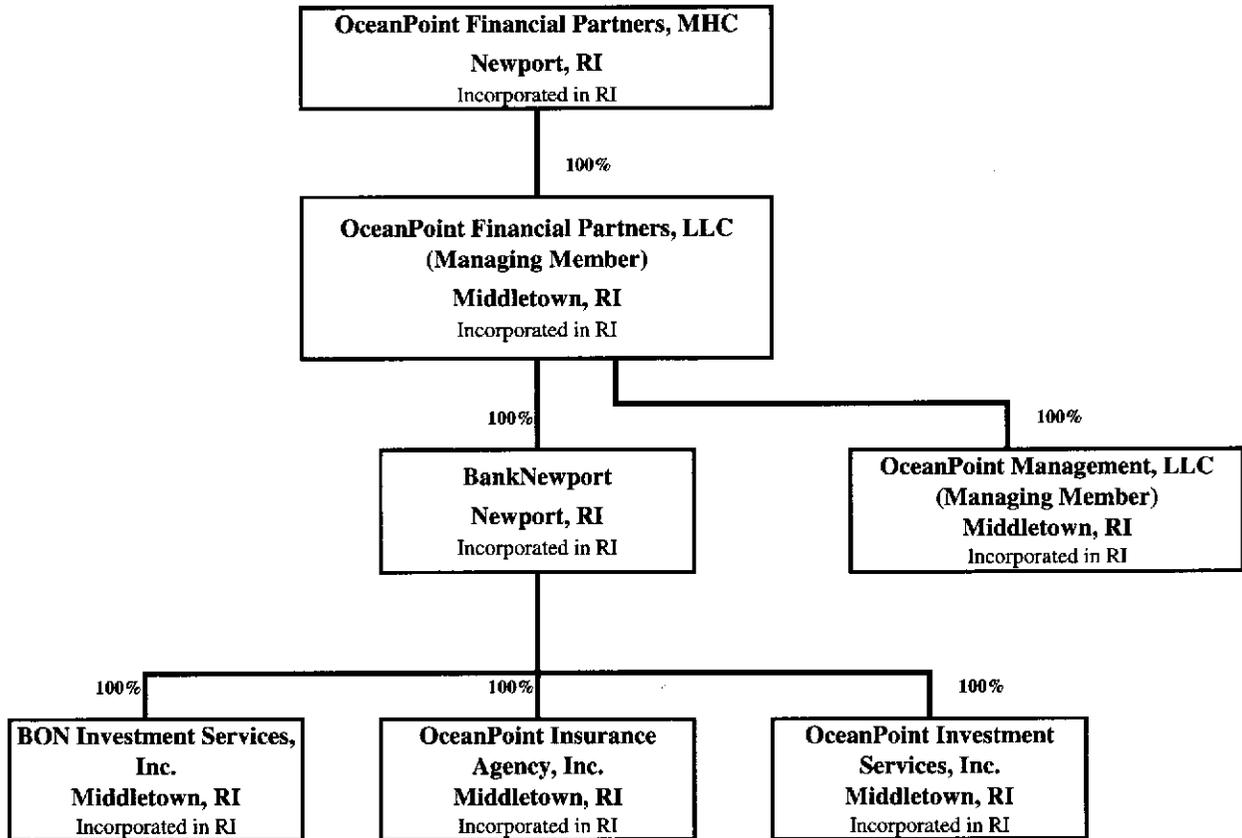
Form FR Y-6

OceanPoint Financial Partners, MHC
Newport, RI
Fiscal Year Ending December 31, 2015

Report Item

1: The bank holding company does not prepare an annual report for its securities holders and is not registered with the SEC.

2a: Organizational Chart (LEIs not applicable unless otherwise noted)



2b: Domestic branch listing submitted via e-mail on 2/23/2016.

Results: A list of branches for your depository institution: BANKNEWPORT (ID_RSSD: 546003).
 This depository institution is held by OCEANPOINT FINANCIAL PARTNERS, MHC (3297481) of NEWPORT, RI.
 The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

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.

*Submitted 2/23/16
AW*

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)	546003	BANKNEWPORT	10 WASHINGTON SQ	NEWPORT	RI	02840	NEWPORT	UNITED STATES	12050	0	BANKNEWPORT	546003	
OK		Full Service	672902	BARRINGTON BRANCH	330 COUNTY ROAD	BARRINGTON	RI	02806	BRISTOL	UNITED STATES	249312	17	BANKNEWPORT	546003	
OK		Full Service	4183817	BRISTOL BRANCH	6 GOODING AVENUE	BRISTOL	RI	02809	BRISTOL	UNITED STATES	243983	18	BANKNEWPORT	546003	
OK		Full Service	3314623	CENTRE OF NEW ENGLAND BRANCH	730 CENTRE OF NEW ENGLAND BOULEVARD	COVENTRY	RI	02816	KENT	UNITED STATES	433920	23	BANKNEWPORT	546003	
OK		Full Service	3944486	PONTIAC AVENUE BRANCH	875 PONTIAC AVENUE	CRANSTON	RI	02910	PROVIDENCE	UNITED STATES	486610	24	BANKNEWPORT	546003	
OK		Full Service	4356068	BANKNEWPORT - EAST GREENWICH	1000 DIVISION STREET	EAST GREENWICH	RI	02818	KENT	UNITED STATES	Not Required	Not Required	BANKNEWPORT	546003	
OK		Full Service	362605	JAMESTOWN BRANCH	31 CANANICUS AVE	JAMESTOWN	RI	02835	NEWPORT	UNITED STATES	243979	5	BANKNEWPORT	546003	
OK		Full Service	423207	WEST MAIN ROAD BRANCH	528 W MAIN RD	MIDDLETOWN	RI	02842	NEWPORT	UNITED STATES	243975	1	BANKNEWPORT	546003	
OK		Full Service	3798960	NARRAGANSETT BRANCH	90 POINT JUDITH ROAD	NARRAGANSETT	RI	02882	WASHINGTON	UNITED STATES	477932	20	BANKNEWPORT	546003	
OK		Full Service	4666749	BANKNEWPORT - QUONSET	130 GATE ROAD	NORTH KINGSTOWN	RI	02852	WASHINGTON	UNITED STATES	Not Required	Not Required	BANKNEWPORT	546003	
OK		Full Service	4183808	NORTH KINGSTOWN BRANCH	1350 TEN ROD ROAD	NORTH KINGSTOWN	RI	02852	WASHINGTON	UNITED STATES	480438	21	BANKNEWPORT	546003	
OK		Full Service	4662639	QUONSET BRANCH	130 GATE ROAD	NORTH KINGSTOWN	RI	02852	WASHINGTON	UNITED STATES	Not Required	Not Required	BANKNEWPORT	546003	
OK		Full Service	142601	PORTSMOUTH BRANCH	2628 EAST MAIN ROAD	PORTSMOUTH	RI	02871	NEWPORT	UNITED STATES	243977	3	BANKNEWPORT	546003	
OK		Full Service	485401	STONE BRIDGE BRANCH	1740 MAIN RD	TIVERTON	RI	02878	NEWPORT	UNITED STATES	243978	4	BANKNEWPORT	546003	
OK		Full Service	226202	TIVERTON BRANCH	614 MAIN RD	TIVERTON	RI	02878	NEWPORT	UNITED STATES	243976	2	BANKNEWPORT	546003	
OK		Full Service	4183826	WARREN BRANCH	323 MARKET STREET	WARREN	RI	02885	BRISTOL	UNITED STATES	243984	19	BANKNEWPORT	546003	

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OceanPoint Financial Partners, MHC
Fiscal Year Ending December 31, 2015

Report Item 4: Insiders

(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 (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Peter Capodilupo Bristol, RI USA	President	Trustee	Chairman & Director (BankNewport)	President (Aquidneck Autocenter, Inc)	None	None	Aquidneck Autocenter, Inc. (50%)
				President (Aquidneck Enterprises, Inc.)			Aquidneck Enterprises, Inc. (50%)
				Member (Avenir Investment, LLC)			Avenir Investment, LLC (100%)
				Member (Avenir Realty, LLC)			Avenir Realty, LLC (100%)
				Member (Corp One Realty, LLC)			Corp One Realty, LLC (100%)
David G. Bazarsky Newport, RI USA	Commercial Real Estate	Trustee	Director (BankNewport)	Executive VP (Samuels Realty Co.)	None	None	Samuel's Realty Co. (52%)
				Member (957 Plaza Associates, LLC)			957 Plaza Associates, LLC (50%)
Timothy P Burns Portsmouth, RI USA	President & CEO	Trustee	Director (BankNewport)	CEO (BioHoldings, LTD)	None	None	BioHoldings, LTD (90%)
				CEO (BioProcessH2O, LLC)			BioProcessH2O, LLC (70%)
				CEO (BioProcess Algae, LLC)			BioProcess Algae, LLC (10%)
				CEO (Timothy P. Burns Consulting)			Timothy P. Burns Consulting (100%)
MaryJo Carr Newport, RI USA	Attorney	Trustee	Director (BankNewport)	Partner (Harvey, Carr, & Hadfield)	None	None	Harvey, Carr, & Hadfield (25%)

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 Fiscal Year Ending December 31, 2015

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Neil P. Galvin Portsmouth, RI USA	Attorney	Trustee	Director (BankNewport)	Attorney (Corcoran, Peckham, Hayes & Galvin, P.C.)	None	None	Corcoran, Peckham, Hayes & Galvin, P.C. (20%)
				Partner (GK Associates)			GK Associates (50%)
Colin P Kane North Kingstown, RI USA	Partner	Trustee	Director (BankNewport)	Partner (Tiverton Partners, LLC)	None	None	Tiverton Partners, LLC (26%)
				Partner (Peregrine Group, LLC)			Peregrine Group, LLC (45%)
				Partner (Peregrine Holdings, LLC)			Peregrine Holding, LLC (33%)
Roger T. Nolan Portsmouth, RI USA	Executive Director	Trustee	Director (BankNewport)	N/A	None	None	N/A
Janet L Robinson New York, NY USA	Retired President & CEO	Trustee	Director (BankNewport)	N/A	None	None	N/A
Cynthia Reed Providence, RI USA	President	Trustee	Director (BankNewport)	N/A	None	None	N/A
James L Wright, Jamestown, RI USA	Partner	Trustee	Director (BankNewport)	Partner (Bridge Technical Talent)	None	None	Bridge Technical Talent (50%)
				Partner (Short Point Realty, LLC)			Short Point Realty, LLC (20%)
				Managing Partner (Horsehead, LLC)			Horsehead, LLC (20%)

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Sandra J. Pattie Rehoboth, MA USA	N/A	President & CEO	President & CEO (BankNewport)	N/A	None	None	N/A
Gregory Derderian, East Greenwich, RI USA	N/A	EVP & CFO & Treasurer	EVP, CFO & Director of Strategic Analysis (BankNewport)	President (REIT, LLC)	None	None	REIT, LLC (100%)
				Treasurer & Secretary (Tax Man Inc.)			Tax Man Inc. (0%)
Leland R Merrill, Jr Portsmouth, RI USA	N/A	EVP	EVP, Chief Lending Officer & Director of Commercial Relationships (BankNewport)	Member (Lincoln Station, LLC)	None	None	Lincoln Station, LLC (33%)
Mary E Leach Mapleville, RI USA	N/A	EVP	EVP, Director of Consumer Relationships (BankNewport)	N/A	None	None	N/A
John P Sullivan Barrington, RI USA	N/A	EVP	EVP, Digital and Technology Strategy (BankNewport)	N/A	None	None	N/A