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FR Y-6
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Approval expires September 30, 2018
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MAR 27 2017

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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

December 31, 2016

Month / Day / Year

Not Applicable

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

Reporter's Name, Street, and Mailing Address

I, Janice C. Morse

Name of the Holding Company Director and Official

President & CEO

Title of the Holding Company Director and Official

Newburyport Five Cents Bancorp. MHC

Legal Title of Holding Company

63 State Street

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

Newburyport

MA

01950

City

State

Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Sandra Licciardo

Vice President & Controller

Name

Title

978-225-8717

Area Code / Phone Number / Extension

978-462-9672

Area Code / FAX Number

slicciardo@newburyportbank.com

E-mail Address

Janice C. Morse
Signature of Holding Company Director and Official

*Reviewed
JCL*

March 15, 2017
Date of Signature

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

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 4267472
C.I.

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes
In accordance with the General Instructions for this report (check only one),
1. a letter justifying this request is being provided along with the report
2. a letter justifying this request has been provided separately
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

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.

Newburyport Five Cents Bancorp, Inc.

Legal Title of Subsidiary Holding Company

63 State Street

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

Newburyport

MA

01950

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

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State

Zip Code

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Physical Location (if different from mailing address)

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City

State

Zip Code

Physical Location (if different from mailing address)

Form FR Y-6
Newburyport Five Cents Bancorp, MHC
Newburyport, MA 01950
Fiscal Year Ending December 31, 2016

<u>Report Item</u>	<u>Response</u>
1:	A copy of the Newburyport Five Cents Bancorp, MHC annual report will be submitted under separate cover.
2a:	Organizational Chart - See Exhibit 2 attached.
2b:	Submitted via email 3/10/2017
3:	Not Applicable
4:	Insider Information - See Exhibit 4 attached <ul style="list-style-type: none">• Newburyport Five Cents Bancorp, MHC• Newburyport Five Cent Bancorp, Inc.

Exhibit 2

NEWBURYPORT FIVE CENTS BANCORP, MHC
NEWBURYPORT, MA
(LEI is not applicable unless otherwise noted)

NEWBURYPORT FIVE CENTS BANCORP, MHC
INCORPORATED IN THE STATE OF MA

100%

NEWBURYPORT FIVE CENTS BANCORP, INC
INCORPORATED IN THE STATE OF MD

100%

NEWBURYPORT FIVE CENTS SAVINGS BANK
INCORPORATED IN THE STATE OF MA

100%

100%

Newburyport Five
Securities Corporation I
Incorporated in the State of MA

Newburyport Five
Securities Corporation II
Incorporated in the State of MA

Results: A list of branches for your depository institution: NEWBURYPORT FIVE CENTS SAVINGS BANK (ID_RSSD: 67209). This depository institution is held by NEWBURYPORT FIVE CENTS BANCORP MHC (4267472) of NEWBURYPORT, MA. The data are as of 1/23/2016. Data reflects information that was received and processed through 01/10/2017.

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*
OK		Full Service (Head Office)	67209	NEWBURYPORT FIVE CENTS SAVINGS BANK	63 STATE STREET	NEWBURYPORT	MA	01950	ESSEX	UNITED STATES	17841	0
OK		Full Service	4443182	AMESBURY MAIN STREET BRANCH	43 MAIN STREET	AMESBURY	MA	01913	ESSEX	UNITED STATES	476949	6
OK		Full Service	3620847	FRIEND STREET BRANCH	40 FRIEND STREET	AMESBURY	MA	01913	ESSEX	UNITED STATES	465266	5
OK		Full Service	65102	NEWBURY BRANCH	27 HIGH RD	NEWBURY	MA	01951	ESSEX	UNITED STATES	291364	2
OK		Full Service	64600	NEWBURYPORT BRANCH	21 STOREY AVE	NEWBURYPORT	MA	01950	ESSEX	UNITED STATES	291365	3
OK		Full Service	66707	SALISBURY BRANCH	5 MERRILL STREET, CROSSROADS PLAZA	SALISBURY	MA	01952	ESSEX	UNITED STATES	291363	1
OK		Full Service	4573717	PORTSMOUTH - LAFAYETTE RD BRANCH	1390B LAFAYETTE RD	PORTSMOUTH	NH	03801	ROCKINGHAM	UNITED STATES	Not Required	Not Required
OK		Full Service	4558330	PORTSMOUTH BRANCH	254 STATE STREET	PORTSMOUTH	NH	03802	ROCKINGHAM	UNITED STATES	540028	7

Form FR Y-6
 Newburyport Five Cents Bancorp, MHC
 Fiscal Year Ending December 31, 2016

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

[1]	[2]	[3](a)	[3](b)	[3](b)	[3](b)	[3](c)	[4](a)(b)	[4](c)
Name, City, State, Country	Holding Company	Principal Occupation if other than with Bank Holding Company	Title & Position with Subsidiaries (Newburyport Five Cents Savings Bank)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation I)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation II)	Title & Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Other Businesses
Patricia Johnson Bascom, Salisbury, MA, USA	Lumber Company Owner	Trustee	Director	N/A	N/A	Director/Vice President-Johnson Lumber Co, Inc.	N/A	Bascom Wealth Management LLC (50%)
James T. Connolly, Newburyport, MA, USA	Attorney	Trustee	Director	N/A	N/A	Partner-Connolly & Connolly	N/A	N/A
Richard A. Eaton, Newburyport, MA, USA		Trustee & Chairman	Director & Chairman	N/A	N/A	N/A	N/A	N/A
Timothy L. Felter, Newburyport, MA, USA		Senior Vice President/CFO & Treasurer	Senior Vice President/CFO & Treasurer	Treasurer	Treasurer	N/A	N/A	N/A
Lucien Lacroix, Newburyport, MA, USA	Accountant	Trustee	Director	N/A	N/A	N/A	N/A	N/A
Dorothy R. LaFrance, Salisbury, MA, USA	Retired Librarian	Trustee	Director	N/A	N/A	N/A	N/A	N/A
Stephen P. Blanchette, Newburyport, MA, USA	Financial Planner	Trustee	Director	N/A	N/A	N/A	N/A	N/A
Jerry C. Lischke, Newburyport, MA, USA	Realtor	Trustee	Director	N/A	N/A	President-Harbor Realty, Inc.	N/A	Harbor Realty Inc. (50%)
Charles W. Morse III, Berwick, ME, USA	Pharmaceutical Courier	Trustee	Director	Director	Director	N/A	N/A	N/A

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

[1]	[2]	[3](a)	[3](b)	[3](b)	[3](b)	[3](c)	[4](a)(b)	[4](c)
Name, City, State, Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (Newburyport Five Cents Savings Bank)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation I)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation II)	Title & Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Other Businesses
Janice C. Morse, Berwick, ME, USA		Trustee, President & CEO	Director, President & CEO	President	President	Trustee-Frank L. Currier Charitable Foundation	N/A	Frank L Currier Charitable Foundation (100%)
Stephen J. DeGuglielmo, Danvers, MA, USA	Accountant	Trustee	Director	Director	Director	Owner-Ritz Payroll Solutions Inc.	N/A	Ritz Payroll Solutions Inc.(50%)
Michael A. Webber, South Hampton, NH, USA	Realtor	Trustee	Director	Director	Director	Partner-Stoneridge Properties, Inc.	N/A	N/A
Marc A. MacBurnie, Amesbury, MA, USA		Trustee	Director & Executive Vice President	N/A	N/A	N/A	N/A	N/A
Edward A. Hayes, Rye, NH, USA	Lumber Company Owner	Trustee	Director	N/A	N/A	President - Ricci Supply Co., Inc.	N/A	Ricci Supply Co., Inc. (94%)
						Manager - Central Park LLC		Central Park LLC (100%)
						Manager - Clipper Traders LLC		Clipper Traders LLC (50%)
						Manager - Portsmouth Lumber & Hardware		Portsmouth Lumber & Hardware (100%)
						Manager - Wallis Road Properties LLC		Wallis Road Properties LLC (50%)
Brian Fecteau, Rye, NH, USA	Car Dealership Owner	Trustee	Director	N/A	N/A	President - Amesbury Chevrolet	N/A	Amesbury Chevrolet (50%)
						President - Liliada Reinsurance LTD		Liliada Reinsurance LTD (100%)

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

[1]	[2]	[3](e)	[3](b)	[3](b)	[3](b)	[3](c)	[4](a)(b)	[4](c)
Name, City, State, Country	Principal Occupation if other than Holding Company	Title & Position with Subsidiaries (Newburyport Five Cents Savings Bank)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation I)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation II)	Title & Position with Subsidiaries (Barking Dog Bar & Grill, Inc.)	Title & Position with Subsidiaries (Barking Dog Ale House, Inc.)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Other Businesses
Jeffrey Nahas, Amesbury, MA, USA	Restaurant Owner	Trustee	Director	N/A	N/A	President - Barking Dog Bar & Grill, Inc. (90%)	N/A	Barking Dog Ale House Group, Inc. (100%)
						Member - Barking Dog Ale House, LLC		Barking Dog Ale House, LLC (90%)
						Member - BD Ale House, LLC		BD Ale House, LLC (90%)
						Member - 37 Friend Street Realty Trust, LLC		37 Friend Street Realty Trust, LLC (90%)
						Member - 77 Washington Street Ale House, LLC		77 Washington Street Ale House, LLC (90%)
						Member - Kepasi, LLC		Kepasi, LLC (90%)
						Member - Fifteen Cedar Street Realty, LLC		Fifteen Cedar Street Realty, LLC (85%)
						Member - 30 Milliard Realty, LLC		30 Milliard Realty, LLC (90%)
						Grantor - 78 Market Street Realty Trust		78 Market Street Realty Trust (100%)

Form FR Y-6
 Newburyport Five Cents Bancorp, Inc.
 Fiscal Year Ending December 31, 2016

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

(1)	(2)	(3)(a)	(3)(b)	(3)(b)	(3)(b)	(3)(c)	(4)(a)(b)	(4)(c)
Name, City, State, Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (Newburyport Five Cents Savings Bank)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation I)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation II)	Title & Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Other Businesses
Patricia Johnson Bascom, Salisbury, MA, USA	Lumber Company Owner	Trustee	Director	N/A	N/A	Director/Vice President-Johnson Lumber Co, Inc.	N/A	Bascom Wealth Management LLC (50%)
James T.Connolly, Newburyport, MA, USA	Attorney	Trustee	Director	N/A	N/A	Partner-Connolly & Connolly	N/A	N/A
Richard A. Eaton, Newburyport, MA, USA		Trustee & Chairman	Director & Chairman	N/A	N/A	N/A	N/A	N/A
Timothy L. Felter, Newburyport, MA, USA		Senior Vice President/CFO & Treasurer	Senior Vice President/CFO & Treasurer	Treasurer	Treasurer	N/A	N/A	N/A
Lucien Lacroix, Newburyport, MA, USA	Accountant	Trustee	Director	N/A	N/A	N/A	N/A	N/A
Dorothy R. LaFrance, Salisbury, MA, USA	Retired Librarian	Trustee	Director	N/A	N/A	N/A	N/A	N/A
Stephen P. Blanchette, Newburyport, MA, USA	Financial Planner	Trustee	Director	N/A	N/A	N/A	N/A	N/A
Jerry C. Lischke, Newburyport, MA, USA	Realtor	Trustee	Director	N/A	N/A	President-Harbor Realty, Inc.	N/A	Harbor Realty Inc. (50%)
Charles W. Morse III, Berwick, ME, USA	Pharmaceutical Courier	Trustee	Director	Director	Director	N/A	N/A	N/A

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

[1]	[2]	[3](a)	[3](b)	[3](b)	[3](b)	[3](c)	[4](a)(b)	[4](c)
Name, City, State, Country	Principal Occupation if other than with Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (Newburyport Five Cents Savings Bank)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation I)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation II)	Title & Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Other Businesses
Janice C. Morse, Berwick, ME, USA		Trustee, President & CEO	Director, President & CEO	President	President	Trustee-Frank L. Currier Charitable Foundation	N/A	Frank L Currier Charitable Foundation (100%)
Stephen J. DeGuglielmo, Danvers, MA, USA	Accountant	Trustee	Director	Director	Director	Owner-Ritz Payroll Solutions Inc.	N/A	Ritz Payroll Solutions Inc.(50%)
Michael A. Webber, South Hampton, NH, USA	Realtor	Trustee	Director	Director	Director	Partner- Stoneridge Properties, Inc.	N/A	N/A
Marc A. MacBurnie, Amesbury, MA, USA		Trustee	Director & Executive Vice President	N/A	N/A		N/A	N/A
Edward A. Hayes, Rye, NH, USA	Lumber Company Owner	Trustee	Director	N/A	N/A	President - Ricci Supply Co., Inc. Manager - Central Park LLC	N/A	Ricci Supply Co., Inc. (94%) Central Park LLC (100%)
						Manager - Clipper Traders LLC		Clipper Traders LLC (50%)
						Manager - Portsmouth Lumber & Hardware		Portsmouth Lumber & Hardware (100%)
						Manager - Wallis Road Properties LLC		Wallis Road Properties LLC (50%)
Brian Fecteau, Rye, NH, USA	Car Dealership Owner	Trustee	Director	N/A	N/A	President - Amesbury Chevrolet President - Uliada Reinsurance LTD	N/A	Amesbury Chevrolet (50%) Uliada Reinsurance LTD (100%)

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

(1)	(2)	(3)(a)	(3)(b)	(3)(b)	(3)(b)	(3)(c)	(4)(a)(b)	(4)(c)
Name, City, State, Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (Newburyport Five Cents Savings Bank)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation I)	Title & Position with Subsidiaries (Newburyport Five Securities Corporation II)	Title & Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Other Businesses
Jeffrey Nahas, Amesbury, MA, USA	Restaurant Owner	Trustee	Director	N/A	N/A	President - Barking Dog Bar & Grill, Inc.	N/A	Barking Dog Bar & Grill, Inc. (90%)
						President - Barking Dog Ale House Group, Inc.		Barking Dog Ale House Group, Inc. (100%)
						Member - Barking Dog Ale House, LLC		Barking Dog Ale House, LLC (90%)
						Member - BD Ale House, LLC		BD Ale House, LLC (90%)
						Member - 37 Friend Street Realty Trust, LLC		37 Friend Street Realty Trust, LLC (90%)
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						Member - 30 Milliard Realty, LLC		30 Milliard Realty, LLC (90%)
						Grantor - 78 Market Street Realty Trust		78 Market Street Realty Trust (100%)