

APR 02 2018

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FR Y-6
OMB Number 7100-0297
Approval expires November 30, 2019
Page 1 of 2

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, 2017

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

I, **Charles A. Walker**

Name of the Holding Company Director and Official

President

Title of the Holding Company Director and Official

Pentucket Bank Holdings, MHC

Legal Title of Holding Company

One Merrimack Street

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

Haverhill MA 01830

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)

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:

David A. Bennett SVP/CFO

Name Title

978-556-5426

Area Code / Phone Number / Extension

978-945-0785

Area Code / FAX Number

dbennett@pentucketbank.com

E-mail Address

www.pentucketbank.com

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

Signature of Holding Company Director and Official

03/26/2018

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

Is confidential treatment requested for any portion of this report submission? No Yes **0**

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 Federal Reserve Bank Use Only

RSSD ID **49333 20**

C.I. _____

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.

Pentucket Bancorp, Inc.
 Legal Title of Subsidiary Holding Company
 One Merrimack Street
 (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
 Haverhill MA 01830
 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
 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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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)

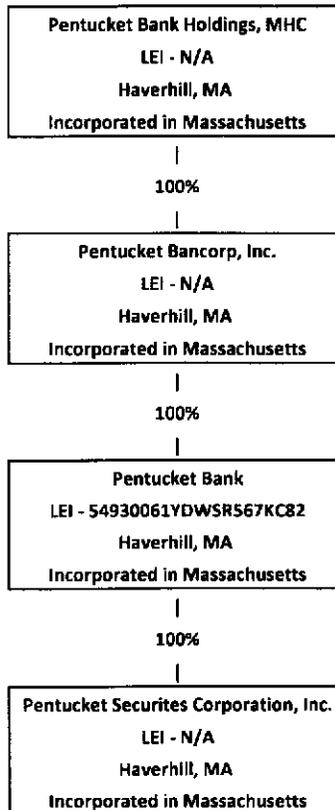
Legal Title of Subsidiary Holding Company
 (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
 City State Zip Code
 Physical Location (if different from mailing address)

Form FR Y-6
Pentucket Bank Holdings, MHC
Haverhill, Massachusetts
Fiscal Year Ending December 31, 2017

Report Items:

1: The mutual holding company is not publicly owned and is therefore not registered with the SEC. Audited financial statement are prepared and will be submitted under separate cover.

2a: Organizational Chart



2b: Domestic branch listing provided to the Federal Reserve Bank.

Results: A list of branches for your depository institution: **PENTUCKET BANK (ID: RSSD: 635907)**. This depository institution is held by **PENTUCKET BANK HOLDINGS, MHC (4933320)** of **HAVERTHILL, MA**. The data are as of **12/31/2017**. Data reflects information that was received and processed through **01/04/2018**.

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)	635907	PENTUCKET BANK	1 MERRIMACK ST	HAVERTHILL	MA	01830	ESSEX	UNITED STATES	Not Required	Not Required	PENTUCKET BANK	635907	
OK		Full Service	668008	LOWELL AVENUE BRANCH	395 LOWELL AVE	HAVERTHILL	MA	01832	ESSEX	UNITED STATES	Not Required	Not Required	PENTUCKET BANK	635907	
OK		Full Service	1219180	STADIUM BRANCH	120 LINCOLN AVENUE	HAVERTHILL	MA	01830	ESSEX	UNITED STATES	Not Required	Not Required	PENTUCKET BANK	635907	
OK		Full Service	5113811	NORTH ANDOVER BRANCH	1065 OSGOOD STREET	NORTH ANDOVER	MA	01845	ESSEX	UNITED STATES	Not Required	Not Required	PENTUCKET BANK	635907	
OK		Full Service	3485653	HAMPSTEAD COMMONS BRANCH	201 ROUTE 111	HAMPSTEAD	NH	03841	ROCKINGHAM	UNITED STATES	Not Required	Not Required	PENTUCKET BANK	635907	
OK		Full Service	3616327	SALEM BRANCH	234 NORTH BROADWAY	SALEM	NH	03079	ROCKINGHAM	UNITED STATES	Not Required	Not Required	PENTUCKET BANK	635907	

**Form FR Y-6
Pentucket Bank Holdings, MHC
Fiscal Year Ending December 31, 2017**

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 12-31-2017

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 12/31/2017

{1}(a) Name, City, State, Country	{1}(b) Country of Citizenship or Incorporation	{1}(c) Number and Percentage of Each Class of Voting Securities
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{2}(a) Name, City, State, Country	{2}(b) Country of Citizenship or Incorporation	{2}(c) Number and Percentage of Each Class of Voting Securities
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N/A - Mutual Holding Company

N/A - Mutual Holding Company

Form FR Y-6
Pentucket Bancorp, Inc.
Fiscal Year Ending December 31, 2017

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 12-31-2017

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 12/31/2017

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
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(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
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N/A - Second Tiered Holding Company of MHC

N/A - Second Tiered Holding Company of MHC

Form FR Y-6
Pentucket Bank Holdings, MHC
Fiscal Year Ending December 31, 2017

Report Item 4: Insiders

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

(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 (includes partnerships) in 25% or more of voting securi- ties are held (List names of companies and percentage of voting securities held)
Terrence A. Beaton Haverhill, MA, USA	Investment Advisory Services Owner	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank Pentucket Securities Corporation	President Beaton Management Co. Sole Member Summer St. Management, LLC	N/A	N/A	Beaton Management Co. 100% Summer St. Management, LLC 100%
Peter A. Carbone Bradford, MA, USA	Cleaning Services Owner	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank	President EZ Way Cleaners, Inc.	N/A	N/A	EZ Way Cleaners, Inc. 50%
Joseph A. Cleary Haverhill, MA, USA	Attorney/Law Practice	Trustee	Director/Clerk Pentucket Bancorp, Inc. Pentucket Bank Director/Secretary Pentucket Securities Corporation	President/Partner James P. Cleary III & Joseph A. Cleary PC Trustee/Beneficiary CW Realty Trust	N/A	N/A	James P. Cleary III & Joseph A. Cleary, PC 50% CW Realty Trust 50%
Scott D. Cole, Sr. Windham, NH, USA		Trustee/Chairman of the Board and Chief Executive Officer	Director/Chairman of the Board and CEO Pentucket Bancorp, Inc. Pentucket Bank President Pentucket Securities Corporation	N/A	N/A	N/A	N/A
Thomas Desmet Wells, ME, USA	Information Technology Infrastructure Solutions Company Owner	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank Pentucket Securities Corporation	President & CEO Mosaic Technology Corp.	N/A	N/A	Mosaic Technology Corp. 100%
E. Lynn Garner Haverhill, MA, USA	Retired	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank	N/A	N/A	N/A	N/A
William J. Kueber Bradford, MA, USA	Retired	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank Pentucket Securities Corporation	N/A	N/A	N/A	N/A
Ronald J. Pollina Haverhill, MA, USA	Retired	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank	N/A	N/A	N/A	N/A

Form FR Y-6
Pentucket Bank Holdings, MHC
Fiscal Year Ending December 31, 2017

Report Item 4: Insiders

(1), (2), (3), (4)(b)(i)-(c), and (4)(a)(b)(k)

(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 (includes partnerships) if 25% or more of voting securi- ties are held (List names of companies and percentage of voting securities held)
Elizabeth Rogers Ward Hill, MA, USA	Self Employed	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank	Co-owner Rogers Spring Hill Farm Co owner Rogers Spring Hill Garden Center Co-owner Vista Farms	N/A	N/A	Rogers Spring Hill Farm 50% Rogers Spring Hill Garden Center 50% Vista Farms 25%
Timothy J. Schiavoni Haverhill, MA, USA	Attorney	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank	Partner Sheehan, Schiavoni, Juras and Magliocchetti, LLP Member Global Environmental Solutions, LLC	N/A	N/A	Sheehan, Schiavoni, Juras and Magliocchetti, LLP 25% Global Environmental Solutions, LLC 10%
Charles A. Walker E. Kingston, NH, USA		Trustee/President and Chief Credit Officer	Director/President and Chief Credit Officer Pentucket Bancorp, Inc. Pentucket Bank	N/A	N/A	N/A	N/A
David A. Bennett Chestier, NH, USA		Senior Vice President, CFO and Treasurer	Senior Vice President, CFO and Treasurer Pentucket Bancorp, Inc. Pentucket Bank Treasurer Pentucket Securities Corporation	N/A	N/A	N/A	N/A
Diane L. Galvin Bradford, MA, USA		Executive Vice President, Chief Operating Officer and Assistant Clerk	Executive Vice President, Chief Operating Officer and Assistant Clerk Pentucket Bancorp, Inc. Pentucket Bank	N/A	N/A	N/A	N/A
Gregory J. Shaw Manchester, NH, USA		First Senior Vice President and Chief Risk Officer	First Senior Vice President and Chief Risk Officer Pentucket Bancorp, Inc. Pentucket Bank	N/A	N/A	N/A	N/A

Form FR Y-6
Pentucket Bancorp, Inc.
Fiscal Year Ending December 31, 2017

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 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 (includes partnerships) if 25% or more of voting securi- ties are held (list names of companies and percentage of voting securities held)
Terrence A. Beaton Haverhill, MA, USA	Investment Advisory Services Owner	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank Pentucket Securities Corporation	President Beaton Management Co. Sole Member Summer St. Management, LLC	N/A	N/A	Beaton Management Co. 100% Summer St. Management, LLC 100%
Peter A. Carbone Bradford, MA, USA	Cleaning Services Owner	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank	President EZ Way Cleaners, Inc.	N/A	N/A	EZ Way Cleaners, Inc. 50%
Joseph A. Cleary Haverhill, MA, USA	Attorney/Law Practice	Trustee	Director/Clerk Pentucket Bancorp, Inc. Pentucket Bank Director/Secretary Pentucket Securities Corporation	President/Partner James P. Cleary III & Joseph A. Cleary PC Trustee/Beneficiary CW Realty Trust			James P. Cleary III & Joseph A. Cleary, PC 50% CW Realty Trust 50%
Scott D. Cole, Sr. Windham, NH, USA		Trustee/Chairman of the Board and Chief Executive Officer	Director/Chairman of the Board and CEO Pentucket Bancorp, Inc. Pentucket Bank President Pentucket Securities Corporation	N/A	N/A	N/A	N/A
Thomas Desmet Wells, ME, USA	Information Technology Infrastructure Solutions Company Owner	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank Pentucket Securities Corporation	President & CEO Mosaic Technology Corp	N/A	N/A	Mosaic Technology Corp. 100%
E. Lynn Garner Haverhill, MA, USA	Retired	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank	N/A	N/A	N/A	N/A
William J. Klueber Bradford, MA, USA	Retired	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank Pentucket Securities Corporation	N/A	N/A	N/A	N/A
Ronald J. Polina Haverhill, MA, USA	Retired	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank	N/A	N/A	N/A	N/A

Form FR Y-6
Pentucket Bancorp, Inc.
Fiscal Year Ending December 31, 2017

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 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 (includes partnerships) if 25% or more of voting securi- ties are held (List names of companies and percentage of voting securities held)
Elizabeth Rogers Ward Hill, MA, USA	Self Employed	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank	Co-owner Rogers Spring Hill Farm Co-owner Rogers Spring Hill Garden Center Co-owner Vista Farms	N/A	N/A	Rogers Spring Hill Farm 50% Rogers Spring Hill Garden Center 50% Vista Farms 25%
Timothy J. Schiavoni Haverhill, MA, USA	Attorney	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank	Partner Sheehan, Schiavoni, Iulias and Magliocchetti, LLP Member Global Environmental Solutions, LLC	N/A	N/A	Sheehan, Schiavoni, Iulias and Magliocchetti, LLP 25% Global Environmental Solutions, LLC 10%
Charles A. Walker E. Kingston, NH, USA		Trustee/President and Chief Credit Officer	Director/President and Chief Credit Officer Pentucket Bancorp, Inc. Pentucket Bank	N/A	N/A	N/A	N/A
David A. Bennett Chester, NH, USA		Senior Vice President, CFO and Treasurer	Senior Vice President, CFO and Treasurer Pentucket Bancorp, Inc. Pentucket Bank Treasurer Pentucket Securities Corporation	N/A	N/A	N/A	N/A
Diane L. Galvin Bradford, MA, USA		Executive Vice President, Chief Operating Officer and Assistant Clerk	Executive Vice President, Chief Operating Officer and Assistant Clerk Pentucket Bancorp, Inc. Pentucket Bank	N/A	N/A	N/A	N/A
Gregory J. Shaw Manchester, NH, USA		First Senior Vice President and Chief Risk Officer	First Senior Vice President and Chief Risk Officer Pentucket Bancorp, Inc. Pentucket Bank	N/A	N/A	N/A	N/A