

JFR
8/30/19
OTC
7/2/19

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.

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, 2018

Month / Day / Year

N/A

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

I, Michael G. McAuliffe

Name of the Holding Company Director and Official

Chairman 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.

Reporter's Name, Street, and Mailing Address

Middlesex Bancorp, MHC

Legal Title of Holding Company

6 Main Street

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

Natick

MA

01760

City

State

Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Gina Mazzarro

Vice President

Name

Title

508-315-5313

Area Code / Phone Number / Extension

508-651-3359

Area Code / FAX Number

gmazzarro@middlesexbank.com

E-mail Address

www.middlesexbank.com

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

Signature of Holding Company Director and Official

03/26/2019

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.

393 2072

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)

Legal Title of Subsidiary Holding Company

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City State Zip Code

Physical Location (if different from mailing address)

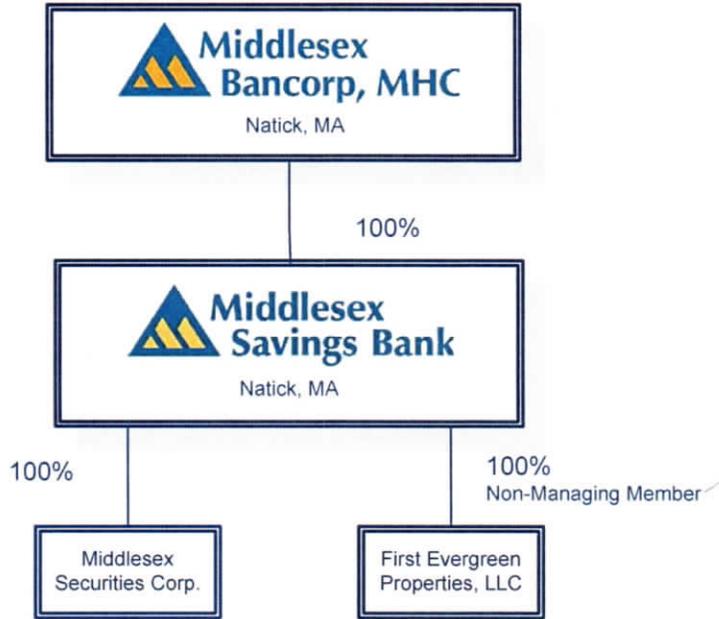
Form FR Y-6

Middlesex Bancorp, MHC ✓
Natick, Massachusetts
Fiscal Year Ending December 31, 2018

Report Item

1. The Bank Holding Company annual Report
- 2.a. Organization Chart is included.
- 2.b. Domestic Branch Listing is included.
3. Securities Holders - N/A
4. Insider report is included.

Form FR Y-6
Middlesex Bancorp, MHC
Natick, Massachusetts
Fiscal Year Ending December 31, 2018



State of Incorporation is the State of Massachusetts unless otherwise noted ✓
LEI for Middlesex Savings Bank is VMDPCBOQ43W3PZTYZL93 ✓
LEI is not applicable for other entities ✓

Results: A list of branches for your depository institution: **MIDDLESEX SAVINGS BANK (ID_RSSD: 888002)**.

This depository institution is held by **MIDDLESEX BANCORP MHC (3932072)** of **NATICK, MA**.

The data are as of **12/31/2018**. Data reflects information that was received and processed through **01/06/2019**.

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)	888002	MIDDLESEX SAVINGS BANK	6 MAIN ST	NATICK	MA	01760	MIDDLESEX	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	680701	ACTON BRANCH	577 MASSACHUSETTS AVE	ACTON	MA	01720	MIDDLESEX	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	180304	SHOPPING CENTER BRANCH	291 MAIN STREET	ACTON	MA	01720	MIDDLESEX	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	701606	ASHLAND BRANCH	2 W UNION ST	ASHLAND	MA	01721	MIDDLESEX	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	3483761	GREAT ROAD BRANCH	186 GREAT ROAD	BEDFORD	MA	01730	MIDDLESEX	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	2822943	BELLINGHAM BRANCH	267 HARTFORD AVENUE	BELLINGHAM	MA	02019	NORFOLK	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	3431025	BOXBOROUGH BRANCH	629 MASSACHUSETTS AVENUE	BOXBOROUGH	MA	01719	MIDDLESEX	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	749000	CONCORD BRANCH	64 MAIN ST	CONCORD	MA	01742	MIDDLESEX	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	856805	W CONCORD BRANCH	1208 MAIN ST	CONCORD	MA	01742	MIDDLESEX	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	1891670	FRAMINGHAM BRANCH	899 EDGELL	FRAMINGHAM	MA	01701	MIDDLESEX	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	4124968	ROUTE 9 BRANCH	598 WORCESTER ROAD	FRAMINGHAM	MA	01702	MIDDLESEX	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	1923580	FRANKLIN VILLAGE SHOPPING CENTER	1000 FRANKLIN VILLAGE DRIVE	FRANKLIN	MA	02038	NORFOLK	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	2869715	GROTON BRANCH	112 BOSTON ROAD	GROTON	MA	01450	MIDDLESEX	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	617604	HOLLISTON OFFICE	830 WASHINGTON STR	HOLLISTON	MA	01746	MIDDLESEX	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	651402	HOPKINTON BRANCH	10 MAIN STR	HOPKINTON	MA	01748	MIDDLESEX	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	2947529	LITTLETON BRANCH	308 GREAT ROAD	LITTLETON	MA	01460	MIDDLESEX	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	681203	MAYNARD BRANCH	17 NASON ST	MAYNARD	MA	01754	MIDDLESEX	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	1003400	POWDER MILL BRANCH	72 POWDER MILL ROAD	MAYNARD	MA	01754	MIDDLESEX	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	3431034	MEDFIELD BRANCH	495 MAIN STREET	MEDFIELD	MA	02052	NORFOLK	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	760108	MEDWAY MAIN STREET BRANCH	81 MAIN ST	MEDWAY	MA	02053	NORFOLK	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	1223909	MILLISTON ROAD BRANCH	36A MILLISTON ROAD	MILLIS	MA	02054	NORFOLK	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	3160259	CHESTNUT STREET BRANCH	50 CHESTNUT STREET	NEEDHAM	MA	02492	NORFOLK	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	4901404	SHERBORN BRANCH	31 N. MAIN STREET	SHERBORN	MA	01770	MIDDLESEX	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	2701150	SOUTHBOROUGH BRANCH	162 CORDAVILLE ROAD	SOUTHBOROUGH	MA	01772	WORCESTER	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	3820450	SUDBURY BRANCH	454 BOSTON POST ROAD	SUDBURY	MA	01776	MIDDLESEX	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	5046870	WALPOLE BRANCH	657 MAIN STREET	WALPOLE	MA	02081	NORFOLK	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	952707	WAYLAND BRANCH	150 COMMONWEALTH ROAD	WAYLAND	MA	01778	MIDDLESEX	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	4516929	WAYLAND CENTER BRANCH	1 ANDREW AVENUE	WAYLAND	MA	01778	MIDDLESEX	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	2531487	WELLESLEY BRANCH	278 WASHINGTON STREET	WELLESLEY	MA	02481	NORFOLK	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	
OK		Full Service	764704	WESTFORD BRANCH	160 LITTLETON RD	WESTFORD	MA	01886	MIDDLESEX	UNITED STATES	Not Required	Not Required	MIDDLESEX SAVINGS BANK	888002	

Form FR Y-6
Middlesex Bancorp, MHC
Fiscal Year Ending December 31, 2018

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 Bank Holding Company	(3)(a) Title & Position with Bank 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 Bank 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 M. Burke Natick, Ma	Developer Real Estate Broker	Trustee	Director Middlesex Savings Bank	President B&B Land Corp Walnut Hill Management Corp	N/A	N/A	B&B Land Corp 50% Walnut Hill Management Corp 50%
Robert E. Carr Concord, MA	Retired	Trustee	Director Middlesex Savings Bank	N/A	N/A	N/A	N/A
Arthur J. Chaves Natick, MA	Accountant	Trustee	Director Middlesex Savings Bank	Treasurer/COO Coan, Inc.	N/A	N/A	N/A
Joan M. Craig West Chatham, MA	Retired	Trustee	Director Middlesex Savings Bank	N/A	N/A	N/A	N/A
Arthur B. Fair III Natick, MA	Insurance Agent	Trustee	Director Middlesex Savings Bank	President Fair & Yeager Insurance Agency, Inc.	N/A	N/A	Fair & Yeager Insurance Agency 100%
George F. Fiske, Jr. Sherborn, MA	Financial Services	Trustee	Director Middlesex Savings Bank	President Fiske Capital Mgmt	N/A	N/A	Boggastow Farm LLC 100% Fiske Investment Co 100% Fiske Capital Management, Inc 100%
Carolyn Hatch Flood Concord, MA	Manager	Trustee	Director Middlesex Savings Bank	Mass Audubon Drumlin Farm Wildlife Sanctuary	N/A	N/A	N/A
Donna M. Gallo Natick, MA	Professor	Trustee	Director Middlesex Savings Bank	Clark University	N/A	N/A	N/A
Paul J. Gerry, Jr. Natick, MA	CPA	Trustee	Director Middlesex Savings Bank	Partner Gray, Gray, Gray CPAs	N/A	N/A	N/A
Kenneth C. A. Isaacs Lincoln, MA	Investment Advisor	Trustee	Director Middlesex Savings Bank	Investment Advisor Massachusetts Finance Group	N/A	N/A	N/A
Kelly A. Kober Medway, MA	Food Broker	Trustee	Director Middlesex Savings Bank	Director of Customer Svc & Administration Old Colony Foods, Inc.	N/A	N/A	N/A
Brian D. Lanigan Concord, MA	Retired	Trustee	Director Middlesex Savings Bank	N/A	N/A	N/A	N/A
Michael G. McAuliffe Framingham, MA	N/A	Chairman, President & CEO	Chairman, President & CEO Middlesex Savings Bank	N/A	N/A	N/A	
Richard J. Napoli Acton, MA	Specialty Foods & Farmers Market	Trustee	N/A	Owner/Treasurer Idylwilde Farm, Inc	N/A	N/A	N/A
Richard M. Presti Sudbury, MA	Real Estate Advisor	Trustee	Director Middlesex Savings Bank	President Chapel Partners, Inc	N/A	N/A	Domus, LLC 100% 160 Lincoln Road LLC 100% 66 Commonwealth Ave LLC 100% 168 Ayer Road LLC 100% Stonehouse Nominee Trust 100% 7 Mill Street LLC 100%

(1) Name, City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank 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 Bank 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)
Lauren Stiller Rikleen Wayland, MA	Attorney	Trustee	N/A	Executive Director - Rikleen Institute for Strategic Leadership	N/A	N/A	Rikleen Institute 100%
Ian E. Rubin Wayland, MA	Consultant	Trustee	Director Middlesex Savings Bank	Forrester	N/A	N/A	N/A
Betty C. Scott Natick, MA	Certified Picture Framer	Trustee	Director Middlesex Savings Bank	Owner The Frame Shop & Gallery	N/A	N/A	The Frame Shop & Gallery 100%
Sean F. Burke Townsend, MA	N/A	Executive Vice President Chief Technology Officer	Executive Vice President Chief Technology Officer Middlesex Savings Bank	N/A	N/A	N/A	N/A
Cheryl Corman Millis, MA	N/A	Executive Vice President & Chief Human Resources Officer	Executive Vice President & Chief Human Resources Officer Middlesex Savings Bank	N/A	N/A	N/A	N/A
Dana Neshe Framingham, MA	N/A	Executive Vice President Chief Risk Officer	Executive Vice President Chief Risk Officer Middlesex Savings Bank	N/A	N/A	N/A	N/A
Brian D. Stewart Walpole, MA	N/A	Executive Vice President Chief Investment Officer	Executive Vice President Chief Investment Officer Middlesex Savings Bank	N/A	N/A	N/A	N/A
Thomas F. Farley, Jr Acton, MA	N/A	Executive Vice President Chief Commercial Banking Officer	Executive Vice President Chief Commercial Banking Officer Middlesex Savings Bank	N/A	N/A	N/A	N/A
Jon Auger Grafton, MA	N/A	Executive Vice President Chief Retail Lending Officer	Executive Vice President Chief Retail Lending Officer Middlesex Savings Bank	N/A	N/A	N/A	N/A
Ian D. Hecker Wayland, MA	N/A	Senior Vice President & Bank Counsel	Senior Vice President & Bank Counsel Middlesex Savings Bank	N/A	N/A	N/A	N/A
Michael J. O'Riordan Franklin, MA	N/A	Senior Vice President Senior Credit Officer	Senior Vice President Senior Credit Officer Middlesex Savings Bank	N/A	N/A	N/A	N/A
Michael Sullivan North Attleboro, MA	N/A	Senior Vice President Director of Internal Audit	Senior Vice President Director of Internal Audit Middlesex Savings Bank	N/A	N/A	N/A	N/A