

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)); 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, 2018

Month / Day / Year

549300D7AV8NGI6N3S98

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

Reporter's Name, Street, and Mailing Address

I, **Cory Richardson**

Name of the Holding Company Director and Official

SVP and Chief Financial Officer

Title of the Holding Company Director and Official

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)

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this reporting 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.

Person to whom questions about this report should be directed:

Ed Sulva VP Controller

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

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.

[Signature]
 Signature of Holding Company Director and Official

2/25/19
 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. _____

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 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 Tumpike 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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NORTHFIELD MUTUAL HOLDING COMPANY AND SUBSIDIARIES

Fiscal Year Ending December 31, 2018

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)

LEI: 549300D7AV8NGI6N3S98
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 8th, 2019.
- 3. No 5% Holders
- 4. Insider List Attached

Results: A list of branches for your depository institution: NORTHFIELD SAVINGS BANK (ID_RSSD: 520003).
 This depository institution is held by NORTHFIELD MHC (2934305) of NORTHFIELD, VT.
 The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

Recommendation 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://fy10online.federalreserve.gov>.

* FDIC UNIFORM, 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 UNIFORM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	520003	NORTHFIELD SAVINGS BANK	33 SOUTH MAIN STREET	NORTHFIELD	VT	05663	WASHINGTON	UNITED STATES	Not Required	Not Required	NORTHFIELD SAVINGS BANK	520003	
OK		Full Service	315300	BARRE BRANCH	289 NORTH MAIN STREET	BARRE	VT	05641	WASHINGTON	UNITED STATES	Not Required	Not Required	NORTHFIELD SAVINGS BANK	520003	
OK		Full Service	519801	WALL STREET COMPLEX BRANCH	117 SOUTH MAIN STREET	BARRE	VT	05641	WASHINGTON	UNITED STATES	Not Required	Not Required	NORTHFIELD SAVINGS BANK	520003	
OK		Full Service	2631901	BETHEL BRANCH	1875 ROUTE 107	BETHEL	VT	05632	WINDSOR	UNITED STATES	Not Required	Not Required	NORTHFIELD SAVINGS BANK	520003	
OK		Full Service	3716629	COLLEGE STREET BRANCH	160 COLLEGE STREET	BURLINGTON	VT	05401	CHITTENDEN	UNITED STATES	Not Required	Not Required	NORTHFIELD SAVINGS BANK	520003	
OK		Full Service	3716638	ESSEX BRANCH	71 PEARL STREET	ESSEX JUNCTION	VT	05452	CHITTENDEN	UNITED STATES	Not Required	Not Required	NORTHFIELD SAVINGS BANK	520003	
OK		Full Service	285405	MONTPELIER BRANCH	100 STATE ST	MONTPELIER	VT	05602	WASHINGTON	UNITED STATES	Not Required	Not Required	NORTHFIELD SAVINGS BANK	520003	
OK		Full Service	581705	RANDOLPH BRANCH	214 MAIN ST	RANDOLPH	VT	05660	DRAKE	UNITED STATES	Not Required	Not Required	NORTHFIELD SAVINGS BANK	520003	
OK		Full Service	3716647	SHELBURNE ROAD BRANCH	1120 SHELBURNE ROAD	SOUTH BURLINGTON	VT	05403	CHITTENDEN	UNITED STATES	Not Required	Not Required	NORTHFIELD SAVINGS BANK	520003	
OK		Full Service	3716656	WILLISTON ROAD BRANCH	1143 WILLISTON ROAD	SOUTH BURLINGTON	VT	05403	CHITTENDEN	UNITED STATES	Not Required	Not Required	NORTHFIELD SAVINGS BANK	520003	
OK		Full Service	3716601	WATTSFIELD BRANCH	200 MAD RIVER GREEN SHOPPING CENTER	WATTSFIELD	VT	05673	WASHINGTON	UNITED STATES	Not Required	Not Required	NORTHFIELD SAVINGS BANK	520003	
OK		Full Service	234801	WATERBURY BRANCH	75 S MAIN ST	WATERBURY	VT	05676	WASHINGTON	UNITED STATES	Not Required	Not Required	NORTHFIELD SAVINGS BANK	520003	
OK		Full Service	3716665	WILLISTON BRANCH	60 WRIGHT AVENUE	WILLISTON	VT	05495	CHITTENDEN	UNITED STATES	Not Required	Not Required	NORTHFIELD SAVINGS BANK	520003	

NORTHFIELD MUTUAL HOLDING COMPANY
FR Y-6 INFORMATION

2018

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	Chair	Director - Northfield Bancorp, Inc.; Chairman - Northfield Savings Bank	Real Estate Investment Advisor	0	0	N/A
Brian C. Eagan Grand Isle, VT	Vermont Mutual Insurance Group	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	Chief Financial Officer	0	0	N/A
Laura Carlsmith Hinesburg, VT	Sole Proprietor	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	Sole Proprietor	0	0	Green Street LLC 50% 10802 Rt. 116 LLC 50% 10792 Rt. 116 LLC 50%
Nicole M. Carignan Essex, VT	Senior Business Advisor and Founder of ProfitFusion, LLC	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	Owner - ProfitFusion, LLC	0	0	N/A
Thomas Robbins Northfield, VT	Koffee Kup Bakery	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	Chief Financial Officer - Koffee Kup Bakery	0	0	N/A

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	Consultant	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	Consultant	0	0	N/A
Mark W. Saba Burlington, VT	Car and Boat Dealer	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	President, Managing Partner	0	0	Formula Ford, Inc. 100% Formula Ford Lincoln, Inc. 100% Formula Nissan 80% Saba Marina LLC 100% Bay Harbor Marina, Inc. 100% Gaines Marina, Inc. 33.3%

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		SVP and Chief Operating Officer Northfield Savings Bank	N/A	0	0	N/A
Cory B. Richardson Waterbury, VT	Northfield Savings Bank	Treasurer	SVP and Chief Financial Officer Northfield Savings Bank	N/A	0	0	N/A
Donna Austin-Hawley	Northfield Savings Bank		SVP and Chief Human Resources Officer Northfield Saving Bank	N/A	0	0	N/A
Alfred Flory	Northfield Savings Bank	N/A	SVP and Chief Lending Officer Northfield Saving Bank	N/A	0	0	N/A
Melissa A. Neun	Northfield Savings Bank		VP Compliance and BSA Officer Northfield Savings Bank	N/A	0	0	N/A

**Northfield Bancorp
FR Y-6 INFORMATION**

2018

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	Chair	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	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	Chief Financial Officer	0	0	N/A
Laura Carlsmith Hinesburg, VT	Sole Proprietor	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	Sole Proprietor	0	0	Green Street LLC 50% 10802 Rt. 116 LLC 50% 10792 Rt. 116 LLC 50%
Nicole M. Carignan Essex, VT	Senior Business Advisor and Founder of ProfitFusion, LLC	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	Owner - ProfitFusion, LLC	0	0	N/A
Thomas Robbins Northfield, VT	Koffee Kup Bakery	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	Chief Financial Officer – Koffee Kup Bakery	0	0	N/A

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	Consultant	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	Consultant	0	0	N/A
Mark W. Saba Burlington, VT	Car and Boat Dealer	Director	Director - Northfield Bancorp, Inc.; Trustee - Northfield Savings Bank	President, Managing Partner	0	0	Formula Ford, Inc. 100% Formula Ford Lincoln, Inc. 100% Formula Nissan 80% Saba Marina LLC 100% Bay Harbor Marina, Inc. 100% Gaines Marina, Inc. 33.3%

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		SVP and Chief Operating Officer Northfield Savings Bank	N/A	0	0	N/A
Cory B. Richardson Waterbury, VT	Northfield Savings Bank	Treasurer	SVP and Chief Financial Officer Northfield Savings Bank	N/A	0	0	N/A
Donna Austin-Hawley	Northfield Savings Bank		SVP and Chief Human Resources Officer Northfield Saving Bank	N/A	0	0	N/A
Alfred Flory	Northfield Savings Bank	N/A	SVP and Chief Lending Officer Northfield Saving Bank	N/A	0	0	N/A
Melissa A. Neun	Northfield Savings Bank		VP Compliance and BSA Officer Northfield Savings Bank	N/A	0	0	N/A