

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.

I, **Thomas L. Mortimer**

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.

*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.*

*Thomas L. Mortimer*  
 Signature of Holding Company Director and Official

*September 27, 2021*  
 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. \_\_\_\_\_

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

**June 30, 2021**

Month / Day / Year

NA

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

Reporter's Name, Street, and Mailing Address

**HB Holdings, MHC**

Legal Title of Holding Company

**180 Merrimack Street**

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

<b>Haverhill</b>	<b>MA</b>	<b>01830</b>
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

**Charlette M. Weeden**      **Treasurer**

Name      Title

**978-556-4247**

Area Code / Phone Number / Extension

**978-556-4258**

Area Code / FAX Number

**cweeden@haverhillbank.com**

E-mail Address

**N/A**

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

Is confidential treatment requested for any portion of this report submission? ..... 0=No 1=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."

Form FR Y-6

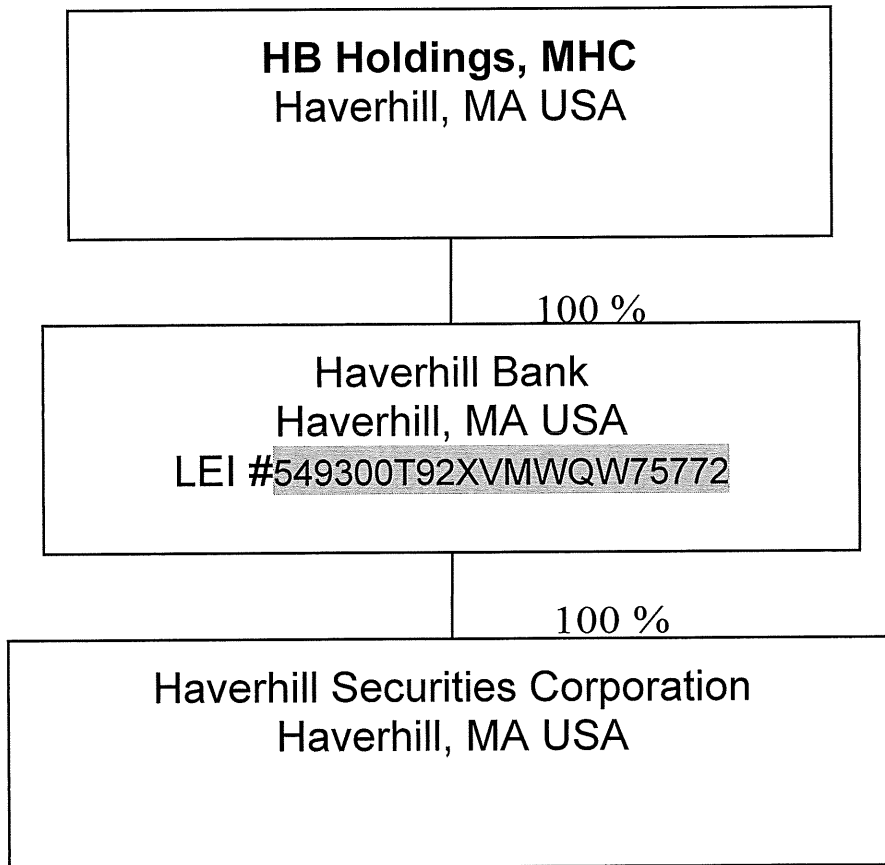
HB Holdings, MHC  
Haverhill, Massachusetts  
Fiscal Year Ending June 30, 2021

Report Items:

1: HB Holdings, MHC (bank holding company) does not prepare an annual report for shareholders.

2a: Organizational Chart:

State of incorporation for all entities Massachusetts



"LEI not applicable unless otherwise noted"

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

3: Securities Holders: Not applicable

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

(1) Name & Address	(2) Principal Occupation if other than BHC	(3a) Title & Position with BHC	(3b) Title & Position with Subsidiaries	(3c) Title & position with Other Businesses	(4a) Percentage of Voting Shares in BHC	(4b) Percentage of Voting Shares in Subsidiaries	(4c) Names of other companies, if 25% or more of voting securities are held
Thomas L. Mortimer Haverhill, MA USA	N/A	Director- President & CEO	Director & Chairman & President & Chief Executive Officer (Haverhill Bank) Director & President (Haverhill Securities Corporation)	N/A	NONE	NONE	N/A
Paul M. Accardi Haverhill, MA USA	Accountant	Director	Director-Haverhill Bank	CPA, Carr, Staples & Accardi	NONE	NONE	Carr, Staples & Accardi (50%)
William J. Barron Haverhill, MA USA	Attorney	Director	Director-Haverhill Bank	Attorney, LaFlamme, Barron & Chabot, LLP	NONE	NONE	LaFlamme, Barron & Chabot, LLP (33%)
Joseph J. Bevilacqua Haverhill, MA USA	President & CEO Merrimack Valley Chamber of Commerce	Director	Director-Haverhill Bank	President & CEO, Merrimack Valley Chamber of Commerce	NONE	NONE	N/A
Mary E. Carrington Bradford, MA USA	Retired	Director & Secretary	Director & Clerk-Haverhill Bank	N/A	NONE	NONE	N/A
Stuart B. Davis Atkinson, MA USA	Insurance Broker	Director	Director-Haverhill Bank	Vice President, Client Executive, Fred C. Church Insurance	NONE	NONE	N/A
William S. Faraci Salisbury, MA USA	Attorney	Director	Director-Haverhill Bank	Attorney, Faraci Law	NONE	NONE	Faraci Law (100%)
Dana A. Fields Bradford, MA USA	Manager Retail	Director	Director-Haverhill Bank	Manager, CVS Health	NONE	NONE	N/A
Kristin M. Murphy Haverhill, MA USA	Owner of Bradford Country Club	Director	Director-Haverhill Bank	Bradford Country Club	NONE	NONE	Bradford Country Club (50%)
Christos S. Papaefthemiou Haverhill, MA USA	Retired	Director	Director-Haverhill Bank	N/A	NONE	NONE	N/A
Richard J. Sheehan Jr. Wells, ME USA	Attorney	Director	Director-Haverhill Bank	Attorney, Sheehan, Schiavoni, Jutras and Magliocchetti, LLP	NONE	NONE	N/A
Charlette M. Weeden Haverhill, MA USA	N/A	Treasurer	Senior Vice President, CFO & Treasurer (Haverhill Bank), Director & Treasurer (Haverhill Securities Corporation)	N/A	NONE	NONE	N/A

Results: A list of branches for your holding company: HB HOLDINGS MHC (5462975) of HAVERHILL, MA.  
 The data are as of 06/30/2021. Data reflects information that was received and processed through 07/06/2021.

**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)	109574	HAVERHILL BANK	180 MERRIMACK STREET	HAVERHILL	MA	01830	ESSEX	UNITED STATES	Not Required	Not Required	HAVERHILL BANK	109574	
OK		Full Service	2245757	BRADFORD BRANCH	163 SOUTH MAIN STREET	HAVERHILL	MA	01830	ESSEX	UNITED STATES	Not Required	Not Required	HAVERHILL BANK	109574	
CLOSED	7/15/2021	Full Service	4443468	HAVERHILL HIGH BRANCH	137 MONUMENT AVENUE	HAVERHILL	MA	01832	ESSEX	UNITED STATES	Not Required	Not Required	HAVERHILL BANK	109574	
OK		Full Service	3207471	MAIN STREET BRANCH	1094 MAIN STREET	HAVERHILL	MA	01830	ESSEX	UNITED STATES	Not Required	Not Required	HAVERHILL BANK	109574	
CLOSED	7/1/2017	Full Service	8097	NORTHEAST COMMUNITY BRANCH	100 LAFAYETTE SQUARE	HAVERHILL	MA	01832	ESSEX	UNITED STATES	Not Required	Not Required	HAVERHILL BANK	109574	
CLOSED	7/15/2021	Full Service	4443454	WHITTER HIGH SCHOOL BRANCH	115 AMESBURY LINE ROAD	HAVERHILL	MA	01830	ESSEX	UNITED STATES	Not Required	Not Required	HAVERHILL BANK	109574	
OK		Full Service	59679	WEST MAIN STREET BRANCH	6 WEST MAIN STREET	MERRIMAC	MA	01860	ESSEX	UNITED STATES	Not Required	Not Required	HAVERHILL BANK	109574	
ADD	9/30/2016	Full Service		WEST NEWBURY BRANCH	281 MAIN STREET	WEST NEWBURY	MA	01985	ESSEX	UNITED STATES	Not Required	Not Required	HAVERHILL BANK	109574	
ADD	12/11/2013	Full Service		SALEM NH BRANCH	396 MAIN STREET	SALEM	NH	03079	ROCKINGHAM	UNITED STATES	Not Required	Not Required	HAVERHILL BANK	109574	