

Mail Stop 4561

October 11, 2005

By U.S. Mail and Facsimile (202) 966-9409

David J. O'Connor  
President and Chief Executive Officer  
NEBS Bancshares, Inc.  
660 Enfield Street  
Enfield, Connecticut 06082

Re: NEBS Bancshares, Inc.  
Registration Statement on Form SB-2  
Filed September 13, 2005  
File No. 333-128277

New England Bancshares, Inc  
Preliminary Proxy Statement on Form PRE14A  
Filed September 13, 2005  
File No. 000-49711

Dear Mr. O'Connor:

We have reviewed your filing and have the following comments.  
Where indicated, we think you should revise your document in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation.  
In some of our comments, we may ask you to provide us with information so we may better understand your disclosure. After reviewing this information, we may or may not raise additional comments.

The purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We welcome any questions you may have about our comments or on any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Proxy Statement

1. Where comments on your Form SB-2 also relate to your proxy statement, please make corresponding or appropriate changes to your proxy statement.

SB-2  
General

2. In the next amendment, please include the graphics, maps, and related captions as they will appear in the prospectus, or provide us draft copies.

Summary  
Reduced Stockholder Rights, page 5

3. Please briefly describe here, and in the section beginning on page 115, the anti-takeover and related effects of the differences in stockholder rights.

Use of Proceeds, page 23

4. Please be as specific as possible regarding the intended uses of the net proceeds. Disclose any current plans, intentions, arrangements, agreements, or understandings concerning specific acquisitions or other uses.

Market for the Common Stock, page 25

5. We note the decrease in your stock price last quarter and as of the day preceding announcement of the conversion. Please advise what consideration was given to summary or risk factor disclosure.

Our Business, page 33  
Lending Activities, page 34

6. Disclose the primary risks of each loan type, noting which are at higher risk.

Multi-Family and Commercial Real Estate Loans, page 35

7. Disclose the dollar amount and percentage of total loans for your multi-family and commercial real estate loans.

Analysis of Loan Loss Experience, page 68

8. We note your disclosure that you acquired \$160,000 of allowance for loan losses through business combination during fiscal year end March 31, 2004. Please revise to describe the nature of loans acquired and quantify the face value and fair value of loans acquired. Describe how you determined the fair value and the

amount  
of the allowance for loan losses from the business combination.

Supervision and Regulation, page 103

9. With respect to the second introductory paragraph, please  
revise  
to clarify whether you have provided a summary of all relevant  
laws,  
rules and regulations and delete the implication that the  
discussion  
cannot be relied upon by investors.

Plan of Distribution and marketing Arrangements, page 108

10. In the third paragraph, quantify a reasonable the range of  
fees  
payable to KBW for its services in the subscription and community  
offerings.

Consolidated Financial Statements, page 129

11. Please note the updating requirements of Item 310(g) of  
Regulation S-B.

Note 3 - Investments in Available-for-Sale Securities, page F-14

12. We note your disclosure on page F-16 regarding the fair value  
and  
unrealized losses of securities that have been in a continuous  
unrealized loss position for less than twelve months and for  
twelve  
months or more that are not considered to be other than  
temporarily  
impaired. Please revise to describe the nature of your  
investments  
in marketable equity securities and explain your basis for  
concluding  
that these investments were not other than temporarily impaired as  
of  
March 31, 2005 and June 30, 2005. Please provide us with your  
comprehensive analysis based on the factors described in SAB Topic  
5.M.

Note 19 - Acquisition of Windsor Locks Community Bank, page F-29

13. We note your disclosure that neither the Association nor the  
Company was required to pay any consideration directly to any  
affiliated party, including Windsor Locks Community Bank`s members  
in  
the merger. Please revise to clarify the timing and structure of  
the  
transaction, the parties involved, and the nature and fair value  
of  
consideration exchanged.

14. Please revise to explain how New England Bancshares` issuance

of  
171,355 shares to Enfield Mutual Holding is related to this  
transaction. Disclose the estimated fair value of this issuance,  
how  
you determined that amount, and how you accounted for this  
issuance.

## Part II

### Item 27(a) - List of Exhibits, page II-2

15. Please include an updated consent from your independent  
accountants in your next pre-effective amendment.

### Exhibits

16. We note that you have filed "form-of" exhibits for many of the  
required exhibits. Please file executed or final copies by pre-  
effective amendment.

\* \* \*  
Closing Comments

As appropriate, please amend your registration statement in  
response to these comments. You may wish to provide us with  
marked  
copies of the amendment to expedite our review. Please furnish a  
cover letter with your amendment that keys your responses to our  
comments and provides any requested supplemental information.  
Detailed cover letters greatly facilitate our review. Please  
understand that we may have additional comments after reviewing  
your  
amendment and responses to our comments.

We direct your attention to Rules 460 and 461 regarding  
requesting acceleration of a registration statement. Please allow  
adequate time after the filing of any amendment for further review  
before submitting a request for acceleration. Please provide this  
request at least two business days in advance of the requested  
effective date.

We urge all persons who are responsible for the accuracy and  
adequacy of the disclosure in the filings reviewed by the staff to  
be  
certain that they have provided all information investors require  
for  
an informed decision. Since the company and its management are in  
possession of all facts relating to a company's disclosure, they  
are  
responsible for the accuracy and adequacy of the disclosures they  
have made.

Notwithstanding our comments, in the event the company  
requests  
acceleration of the effective date of the pending registration

statement, it should furnish a letter, at the time of such request, acknowledging that

- \* should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- \* the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- \* the company may not assert this action as defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in connection with our review of your filing or in response to our comments on your filing.

We will consider a written request for acceleration of the effective date of the registration statement as a confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. We will act on the request and, pursuant to delegated authority, grant acceleration of the effective date.

You may contact Nancy Maloney, Staff Accountant, at (202) 551-3427 or Joyce Sweeney, Accounting Branch Chief, at (202) 551-3449 if you have questions regarding any matters relating to the financial statements and related matters. Please contact Jessica Livingston, Staff Attorney, at (202) 551-3448 or me at (202) 551-3491 with any other questions.

Sincerely,

Todd Schiffman  
Assistant Director

cc: Lawrence M.F. Spacassi  
Scott A. Brown  
Muldoon, Murphy & Aguggia LLP  
5101 Wisconsin Avenue, NW  
Washington, DC 20016

David J. O`Connor  
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