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.

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.

i. Peter B. Alden
Name of the Holding Company Director and Official
President
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.

Signature of Holding Company Director and Official

Date of Signature
2-4-14

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
RSSID ID 3535437
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2013
Month / Day / Year

Reporters Name, Street, and Mailing Address
1695 MHC
Legal Title of Holding Company
28 Franklin Street
(Mailing Address of the Holding Company) Street / P.O. Box
Worcester MA 01608
City State Zip Code
SAME
Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
Cheri E. Carty VP & Treasurer
Name Title
508-890-9078 Area Code / Phone Number / Extension
508-890-9070 Area Code / FAX Number
ccarty@baystatesavings.com E-mail Address
N/A Address (URL) for the Holding Company’s web page

Does the reporter request confidential treatment for any portion of this submission?
☐ Yes Please identify the report items to which this request applies:
☐ No

☐ 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.”

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
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.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</th>
</tr>
</thead>
<tbody>
<tr>
<td>1895 Corp</td>
<td></td>
</tr>
<tr>
<td>28 Franklin Street</td>
<td></td>
</tr>
<tr>
<td>Worcester MA 01608</td>
<td></td>
</tr>
<tr>
<td>SAME</td>
<td></td>
</tr>
</tbody>
</table>

Physical location (if different from mailing address)

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</th>
</tr>
</thead>
</table>

12/2012
Corporate Structure

1895 MHC is a mutual holding company without shareholders.
1895 MHC has 100% ownership of 1895 Corp (Mid Tier).
1895 Corp (Mid Tier) has 100% ownership of Bay State Savings Bank, a Massachusetts Stock Savings Bank.

1895 MHC
[Tax ID #75-3238878]
Worcester MA
Incorporated in Massachusetts

100%

1895 CORP
[Tax ID #75-3238876]
Worcester MA
Incorporated in Massachusetts

100%

BAY STATE SAVINGS BANK
[Tax ID #75-3238872]
Worcester MA
Incorporated in Massachusetts

100% 100% 99.99%

BSSB SECURITIES CORP
[Tax ID #04-3248652]
Worcester MA
Incorporated in Massachusetts

BSSB CORP
[Tax ID #04-3485145]
Worcester MA
Incorporated in Massachusetts

Worcester Lofts Limited Partnership
[Tax ID #04-3538413]
Worcester MA
Incorporated in Massachusetts
12/31/2013

Officers

Alden, Peter B., President & CEO
Andrew A. Brown, Senior Vice President – Chief Financial Officer
Diane M. Giampa, Senior Vice President - Human Resources & Marketing
Steven L. Groccia, Senior Vice President - Commercial Lending
Lisa A. Perrin, Senior Vice President – Chief Retail Banking Officer
Osman K. Acheampong, Vice President - Credit Administration Officer
Cheryl A. Begin, Commercial Relationship Officer
Thomas J. Belton, Vice President – Information Technology
Jayme D. Burdett, Assistant Vice President – Branch Manager
Cheri E. Carty, Vice President / Treasurer
Maria C. Costa, Vice President – Retail Lending Manager
Lisa A. Duquette, Assistant Vice President - Operations
Dominique J. Fauteux, Operations Officer
Rosa M. Hernandez, BSA and Branch Operations Officer
Janet L. Jones, Assistant Vice President – Branch Manager
Jeffrey B. Locke, Assistant Vice President - Branch Manager
Christine M. Lucier, Assistant Vice President - Branch Manager
William L. Martin, Vice President – Commercial Loans
Karen L. Matt – Marketing Officer
Lucas J. Miller – Vice President – Compliance Officer
Joseph G. Moro, Mortgage Officer
David Perez, Vice President - Commercial Lending
Leonard Reposa – Mortgage Officer
Peter P. Rovezzi, Assistant Vice President - Branch Manager
Veronika Tovanyan, Assistant Vice President - Branch Manager

Directors

F. Stephen Harvey, Jr.
Timothy M. Jarry
Patricia L. Jones
John H. McCabe
Andrew C.J. Meagher, Esq.
Joni Milluzzo
John J. Monahan
William J. Mulford
Gerald J. Power, Esq.
Robert P. Powers
George F. Sullivan, Jr., Chairman
Head Offices for Selected Holding Company

A list of head offices for the holding company: 1895 MHC (3535437) of WORCESTER, MA. The data are as of 12/31/2013.

Click on a Head Office ID_RSSD to see all of its branches, or click on the link below to see a consolidated branch listing for all head offices.

* Click here to get a consolidated branch listing for this holding company *

<table>
<thead>
<tr>
<th>Head Office ID_RSSD</th>
<th>Head Office Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
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</thead>
<tbody>
<tr>
<td>0630007</td>
<td>BAY STATE SAVINGS BANK</td>
<td>23 FRANKLIN STREET</td>
<td>WORCESTER</td>
<td>MA</td>
<td>01608</td>
<td>WORCESTER</td>
<td>UNITED STATES</td>
</tr>
</tbody>
</table>

No Changes

Cheri ECarty
VP & Treasurer

12/31/13
# Board of Governors of the Federal Reserve System

FR Y-6 Depository Institution Branch Data Verification

## Branches for Selected Institution

A list of branches for your depository institution: BAY STATE SAVINGS BANK (ID_RSSD: 963002).
This depository institution is held by 1895 MHC (3535437) of WORCESTER, MA.
The data are as of 12/31/2013.

Save a copy of this list by clicking the download button below. **When asked if you would like to open or save this file, choose the 'Save' button.** Make corrections to your saved copy and then send it to your FRB contact. See the detailed instructions (linked above) for more information.

### Download List to Excel

Institutions: 1 to 8 of 8

<table>
<thead>
<tr>
<th>Branch Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
</tr>
</thead>
<tbody>
<tr>
<td>Full Service</td>
<td>963002</td>
<td>BAY STATE SAVINGS BANK</td>
<td>28 FRANKLIN STREET</td>
<td>WORCESTER</td>
<td>MA</td>
<td>01608</td>
<td>WORCESTER</td>
<td>UNITED STATES</td>
<td>17900</td>
<td>0</td>
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<td>963002</td>
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<td>Full Service</td>
<td>1411180</td>
<td>AUBURN HIGH SCHOOL BRANCH</td>
<td>99 AUBURN STREET</td>
<td>AUBURN</td>
<td>MA</td>
<td>01501</td>
<td>WORCESTER</td>
<td>UNITED STATES</td>
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<tr>
<td>Full Service</td>
<td>2727338</td>
<td>MINUTEMAN PLAZA BRANCH</td>
<td>123 AUBURN STREET</td>
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<td>01501</td>
<td>WORCESTER</td>
<td>UNITED STATES</td>
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<td>963002</td>
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<td>Full Service</td>
<td>2572417</td>
<td>HOLDEN BRANCH</td>
<td>628 MAIN STREET</td>
<td>HOLDEN</td>
<td>MA</td>
<td>01520</td>
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<td>UNITED STATES</td>
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<td>963002</td>
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<tr>
<td>Full Service</td>
<td>710202</td>
<td>BURNCOAT STREET BRANCH</td>
<td>378 BURNCOAT STREET</td>
<td>WORCESTER</td>
<td>MA</td>
<td>01606</td>
<td>WORCESTER</td>
<td>UNITED STATES</td>
<td>291580</td>
<td>1</td>
<td>BAY STATE SAVINGS BANK</td>
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<tr>
<td>Full Service</td>
<td>3788176</td>
<td>EASTERN AVE BRANCH</td>
<td>TWO EASTERN AVENUE</td>
<td>WORCESTER</td>
<td>MA</td>
<td>01605</td>
<td>WORCESTER</td>
<td>UNITED STATES</td>
<td>474302</td>
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<td>BAY STATE SAVINGS BANK</td>
<td>963002</td>
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<tr>
<td>Full Service</td>
<td>3220340</td>
<td>GRAFTON STREET BRANCH</td>
<td>799 GRAFTON STREET</td>
<td>WORCESTER</td>
<td>MA</td>
<td>01604</td>
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<td>423057</td>
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<td>963002</td>
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<tr>
<td>Full Service</td>
<td>717700</td>
<td>MILL STREET BRANCH</td>
<td>275 MILL STREET</td>
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<td>291581</td>
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<td>BAY STATE SAVINGS BANK</td>
<td>963002</td>
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</table>

*FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

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No Changes
Cheri E. Carty
VP & Treasurer
12/31/13