

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):

**September 30, 2013**

Month / Day / Year

I, James C. Lively

Name of the Holding Company Director and Official

President 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

Bridgewater Financial Mutual Holding Company

Legal Title of Holding Company

756 Orchard Street

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

Raynham

MA

02767

City

State

Zip Code

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Richard Burgess

SVP & CFO

Name

Title

508-884-3313

Area Code / Phone Number / Extension

508-884-3365

Area Code / FAX Number

rburgess@bridgewateravings.com

E-mail Address

www.bridgewateravings.com

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

Signature of Holding Company Director and Official

Richard Burgess  
12/24/13

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. \_\_\_\_\_

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

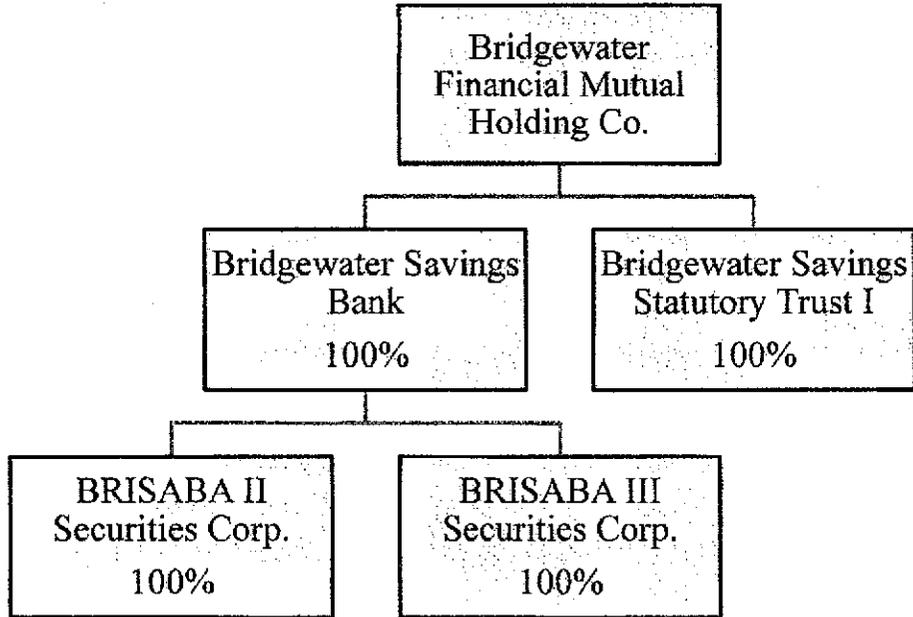
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No



Bridgewater Financial, MHC  
Raynham, MA  
Fiscal Year Ending September 30, 2013



All companies are located at 756 Orchard Street, Raynham, MA 02767

All companies are Massachusetts corporations except Bridgewater Savings Statutory Trust I, which is a Connecticut statutory trust. As indicated above, all are 100% owned.

Report Item

- 1: Annual Report to Shareholders. See attached.  
The MHC has no shareholders and is not registered with the SEC.
- 2a: Organizational Chart. See above.
- 2b: Domestic Branch Listing. See attached.
- 3: Securities holders. There are no securities holders.
- 4: Insiders. See attached. There are no voting percentages for any of the Trustees/Officers.

**Results:** A list of branches for your depository institution: BRIDGEWATER SAVINGS BANK (ID: RSSD: 699105). This depository institution is held by BRIDGEWATER FINANCIAL, MHC (3134302) of RAYNHAM, MA. The data are as of 09/30/2013. Data reflects information that was received and processed through 10/06/2013.

**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.

<b>Data Action</b>	<b>Effective Date</b>	<b>Branch ID_RSSD*</b>	<b>Branch Name</b>	<b>Street Address</b>	<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Country</b>	<b>Country</b>	<b>FDIC UNINUM*</b>	<b>Office Number*</b>	<b>Head Office</b>	<b>Head Office ID_RSSD*</b>	<b>Comments</b>
		699105	BRIDGEWATER SAVINGS BANK	756 ORCHARD STREET	RAYNHAM	MA	02767	UNITED STATES	UNITED STATES	17762	0	0	BRIDGEWATER SAVINGS BANK	699105
		2621333	BRIDGEWATER BRANCH	14 MAIN STREET	BRIDGEWATER	MA	02324	UNITED STATES	UNITED STATES	33437	5	5	BRIDGEWATER SAVINGS BANK	699105
		3700525	BRIDGEWATER BRANCH	1400 PLEASANT STREET	BRIDGEWATER	MA	02324	UNITED STATES	UNITED STATES	291028	4	4	BRIDGEWATER SAVINGS BANK	699105
		182401	BEDFORD STREET BRANCH	29 BEDFORD STREET	EAST BRIDGEWATER	MA	02333	UNITED STATES	UNITED STATES	17778	8	8	BRIDGEWATER SAVINGS BANK	699105
		1465068	LAKEVILLE BRANCH	16 MAIN ST	LAKEVILLE	MA	02347	UNITED STATES	UNITED STATES	291027	3	3	BRIDGEWATER SAVINGS BANK	699105
		4257138	PEMBROKE BRANCH	27 MATTAKESSETT STREET	PEMBROKE	MA	02359	UNITED STATES	UNITED STATES	291093	9	9	BRIDGEWATER SAVINGS BANK	699105
		2914017	RAYNHAM BRANCH	756 ORCHARD STREET	RAYNHAM	MA	02767	UNITED STATES	UNITED STATES	Not Required	Not Required	Not Required	BRIDGEWATER SAVINGS BANK	699105
		3374159	TALUNTON BRANCH	2109 BAY STREET	TALUNTON	MA	02780	UNITED STATES	UNITED STATES	440863	6	6	BRIDGEWATER SAVINGS BANK	699105
		698603	WEST BRIDGEWATER BRANCH	110 WEST CENTER STREET	WEST BRIDGEWATER	MA	02379	UNITED STATES	UNITED STATES	291025	1	1	BRIDGEWATER SAVINGS BANK	699105

Form FR Y-6

**Bridgewater Financial, MHC**  
**Fiscal year ending September 30, 2013**

<u>Officers</u>	<u>Occupation</u>	<u>City, State</u>
James C. Lively*	President and Chief Executive Officer	Bridgewater, MA
Richard J. Burgess, Jr.*	Vice President and Treasurer	Kingston, MA

\* Also serve in same capacity for:

Bridgewater Savings Statutory Trust I  
Bridgewater Savings Bank and subsidiaries:  
BRISABA Securities Corporation II  
BRISABA Securities Corporation III

<u>Trustees of Bridgewater Financial, MHC &amp; Directors of Bridgewater Savings Bank</u>	<u>Occupation</u>	<u>City, State</u>
Ronald C. Broman	Retired	No. Chatham, MA
Peter W. Brown	Commercial Real Estate Owner and Manager of Real Estate Development	Brewster, MA
Peter R. Chase	Chairman & CEO of Chase Corporation	Bridgewater, MA
William L. Clay	President/Owner of Walker-Clay, Inc.	Hanson, MA
D. Christopher Cross	President and Treasurer of Component Properties, Inc.	West Bridgewater, MA
William P. Ferioli	Retired Police Chief	Bridgewater, MA
George K. Gurley	Retired Police Chief	Bridgewater, MA
Stephen T. Hall	Exec. VP of Prism Energy Services	Raynham, MA
Robert C. Hofmann, Jr.	Independent Insurance Agent	Yarmouthport, MA

John D. Hopkins, Jr.	President/Owner of Creative Extrusion & Technologies, Inc.	Duxbury, MA
Reinald G. Ledoux, Jr.	Administrator and CEO of Brockton Area Transit	Bridgewater, MA
James C. Lively	President and CEO, Bridgewater Savings Bank	Bridgewater, MA
Robert L. Todd, Sr.	President of Todd Properties	Bridgewater, MA
Joan M. Ulich	Self-employed Travel Agent & part-time Real Estate Sales Agent	Pembroke, MA
Thomas G. Warren	Senior Executive of Old Colony Y	Lakeville, MA
James D. Wood	President of Kriswood, Inc.	Bridgewater, MA
<b>Trustees of Bridgewater Financial, MHC</b>		
Thomas W. Rudolph	Commercial Real Estate Broker	East Bridgewater, MA
Walter Zaverucha	Owner / Principal of Commercial Masonry Corp. Real estate investor	Duxbury, MA