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.

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, James C. Lively
Name of the Holding Company Director and Officer
President and CEO
Title of the Holding Company Director and Officer

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 Officer

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

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Richard Burgess
Name
SVP & CFO
Title
508-884-3313
Area Code / Phone Number / Extension
508-884-3365
Area Code / FAX Number
rburgess@bridgewatersavings.com
E-mail Address
www.bridgewatersavings.com
Address (URL) for the Holding Company’s web page

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

September 30, 2013

Month / Day / Year

Reportee’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

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.

12/2012
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>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

City | State | Zip Code
---|-------|-------

Physical location (if different from mailing address)

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

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City | State | Zip Code
---|-------|-------

Physical location (if different from mailing address)
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 items

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.
This depository institution is held by BRIDGEWATER FINANCIAL, NHC (013410) of BAYNHAM, MA.
The data are as of 09/10/2012. Data reflects information that was received and processed through 10/09/2012.

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
OCR: If the branch information is correct, enter 'OCR' 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 the 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 file, 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 IRB contact. See the detailed instructions on this site for more information.
If you are e-mailing this to your IRB 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.

* FCIC UNNUM: Office Number, and ID: RSSD* columns are for reference only. Verification of these values is not required.

<table>
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<th>Data Action</th>
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<th>Branch Service Type</th>
<th>Branch ID: RSSD*</th>
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<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
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<th>Office number</th>
<th>Head Office</th>
<th>Head Office ID: RSSD*</th>
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<td>Full Service</td>
<td>6029005</td>
<td>WEST BRIDGEWATER BRANCH</td>
<td>120 WEST CENTER STREET</td>
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<td>MA</td>
<td>02379</td>
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<td>BAYNHAM BRANCH</td>
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<td>BRISTOL</td>
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<td>4372116</td>
<td>PEMBROKES BRANCH</td>
<td>226 MADISON STREET</td>
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Form FR Y-6
Bridgewater Financial, MHC
Fiscal year ending September 30, 2013

<table>
<thead>
<tr>
<th>Officers</th>
<th>Occupation</th>
<th>City, State</th>
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<tbody>
<tr>
<td>James C. Lively*</td>
<td>President and Chief Executive Officer</td>
<td>Bridgewater, MA</td>
</tr>
<tr>
<td>Richard J. Burgess, Jr.*</td>
<td>Vice President and Treasurer</td>
<td>Kingston, MA</td>
</tr>
</tbody>
</table>

* Also serve in same capacity for:
Bridgewater Savings Statutory Trust I
Bridgewater Savings Bank and subsidiaries:
BRISABA Securities Corporation II
BRISABA Securities Corporation III

<table>
<thead>
<tr>
<th>Trustees of Bridgewater Financial, MHC &amp; Directors of Bridgewater Savings Bank</th>
<th>Occupation</th>
<th>City, State</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ronald C. Broman</td>
<td>Retired</td>
<td>No. Chatham, MA</td>
</tr>
<tr>
<td>Peter W. Brown</td>
<td>Commercial Real Estate Owner and Manager of Real Estate Development</td>
<td>Brewster, MA</td>
</tr>
<tr>
<td>Peter R. Chase</td>
<td>Chairman &amp; CEO of Chase Corporation</td>
<td>Bridgewater, MA</td>
</tr>
<tr>
<td>William L. Clay</td>
<td>President/Owner of Walker-Clay, Inc.</td>
<td>Hanson, MA</td>
</tr>
<tr>
<td>D. Christopher Cross</td>
<td>President and Treasurer of Component Properties, Inc.</td>
<td>West Bridgewater, MA</td>
</tr>
<tr>
<td>William P. Ferioli</td>
<td>Retired Police Chief</td>
<td>Bridgewater, MA</td>
</tr>
<tr>
<td>George K. Gurley</td>
<td>Retired Police Chief</td>
<td>Bridgewater, MA</td>
</tr>
<tr>
<td>Stephen T. Hall</td>
<td>Exec. VP of Prism Energy Services</td>
<td>Raynham, MA</td>
</tr>
<tr>
<td>Robert C. Hofmann, Jr.</td>
<td>Independent Insurance Agent</td>
<td>Yarmouthport, MA</td>
</tr>
<tr>
<td>Name</td>
<td>Position and Affiliation</td>
<td>Location</td>
</tr>
<tr>
<td>-----------------------</td>
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</tr>
<tr>
<td>John D. Hopkins, Jr.</td>
<td>President/Owner of Creative Extrusion &amp; Technologies, Inc.</td>
<td>Duxbury, MA</td>
</tr>
<tr>
<td>Reinald G. Ledoux, Jr.</td>
<td>Administrator and CEO of Brockton Area Transit</td>
<td>Bridgewater, MA</td>
</tr>
<tr>
<td>James C. Lively</td>
<td>President and CEO, Bridgewater Savings Bank</td>
<td>Bridgewater, MA</td>
</tr>
<tr>
<td>Robert L. Todd, Sr.</td>
<td>President of Todd Properties</td>
<td>Bridgewater, MA</td>
</tr>
<tr>
<td>Joan M. Ulich</td>
<td>Self-employed Travel Agent &amp; part-time Real Estate Sales Agent</td>
<td>Pembroke, MA</td>
</tr>
<tr>
<td>Thomas G. Warren</td>
<td>Senior Executive of Old Colony Y</td>
<td>Lakeville, MA</td>
</tr>
<tr>
<td>James D. Wood</td>
<td>President of Kriswood, Inc.</td>
<td>Bridgewater, MA</td>
</tr>
</tbody>
</table>

**Trustees of Bridgewater Financial, MHC**

<table>
<thead>
<tr>
<th>Name</th>
<th>Position and Affiliation</th>
<th>Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>Thomas W. Rudolph</td>
<td>Commercial Real Estate Broker</td>
<td>East Bridgewater, MA</td>
</tr>
<tr>
<td>Walter Zaverucha</td>
<td>Owner / Principal of Commercial Masonry Corp. Real estate investor</td>
<td>Duxbury, MA</td>
</tr>
</tbody>
</table>