

FR Y-6  
OMB Number 7100-0297  
Approval expires December 31, 2015  
Page 1 of 2

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):  
**December 31, 2013**  
Month / Day / Year

I, Guida R. Sajdak  
Name of the Holding Company Director and Official  
Chief Financial Officer & SVP  
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
Chicopee Bancorp, Inc.  
Legal Title of Holding Company  
70 Center Street/P.O. Box 300  
(Mailing Address of the Holding Company) Street / P.O. Box  
Chicopee MA 01014-0300  
City State Zip Code  
N/A  
Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:  
Arley Ewald Financial Reporting Officer  
Name Title  
413-598-3143  
Area Code / Phone Number / Extension  
413-594-3962  
Area Code / FAX Number  
aewald@chicopeesavings.com  
E-mail Address  
http://www.chicopeesavings.com  
Address (URL) for the Holding Company's web page

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]  
Signature of Holding Company Director and Official  
02/28/2014  
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 3434633  
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

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.



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## 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.

See attachments

Legal Title of Subsidiary Holding Company

(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

City State Zip Code

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City State Zip Code

Physical location (if different from mailing address)

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**Results:** A list of branches for your depository institution: CHICOPEE SAVINGS BANK (ID\_RS5D: 794608). This depository institution is held by CHICOPEE BANCORP, INC. (3434633) of CHICOPEE, MA. The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

**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 Prerequisites**

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 emailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

**Notes:**

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://online.federalreserve.gov>.

\* FDIC NUMBER, Office Number, and ID\_RS5D columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch ID_RS5D*	Popular Name	Street Address	CITY	State	Zip Code	County	Country	FDIC NUMBER*	Office Number*	Head Office	Head Office ID_RS5D*	Comments	
		794608	CHICOPEE SAVINGS BANK	70 CENTER STREET	CHICOPEE	MA	01013	HAMPDEN	UNITED STATES	17721		0	CHICOPEE SAVINGS BANK	794608	
		200095	BURNETT ROAD BRANCH	455 BURNETT ROAD	CHICOPEE	MA	01020	HAMPDEN	UNITED STATES	291063		8	CHICOPEE SAVINGS BANK	794608	
		215202	EAST STREET BRANCH	508 EAST STREET	CHICOPEE	MA	01020	HAMPDEN	UNITED STATES	291064		2	CHICOPEE SAVINGS BANK	794608	
		764003	MELRODAL DRIVE BRANCH	599 MELRODAL DRIVE	CHICOPEE	MA	01020	HAMPDEN	UNITED STATES	291065		1	CHICOPEE SAVINGS BANK	794608	
		313079	LUDLOW BRANCH	447A COTTEN STREET	LUDLOW	MA	01055	HAMPDEN	UNITED STATES	352628		4	CHICOPEE SAVINGS BANK	794608	
		392407	SOUTH HADLEY BRANCH	52 WILLIMANSETT STREET	SOUTH HADLEY	MA	01075	HAMPSHIRE	UNITED STATES	482383		6	CHICOPEE SAVINGS BANK	794608	
		392098	WARE BRANCH	390 PALMER ROAD	WARE	MA	01082	HAMPSHIRE	UNITED STATES	488631		7	CHICOPEE SAVINGS BANK	794608	
		337240	WEST SPRINGFIELD BRANCH	39 MORGAN ROAD	WEST SPRINGFIELD	MA	01089	HAMPDEN	UNITED STATES	437877		5	CHICOPEE SAVINGS BANK	794608	
ADD		1996	Full Service (Lending)	LENDING OPS CENTER	CHICOPEE	MA	01013	HAMPDEN	UNITED STATES			9	CHICOPEE SAVINGS BANK	794608	(manually added this last year, it was on 2010's report and should be included.
ADD		2009	Full Service (Lending)	LENDING OPS CENTER	CHICOPEE	MA	01013	HAMPDEN	UNITED STATES			8	CHICOPEE SAVINGS BANK	794608	(manually added this last year, it was on 2010's report and should be included.

Place code 13660 entry 13

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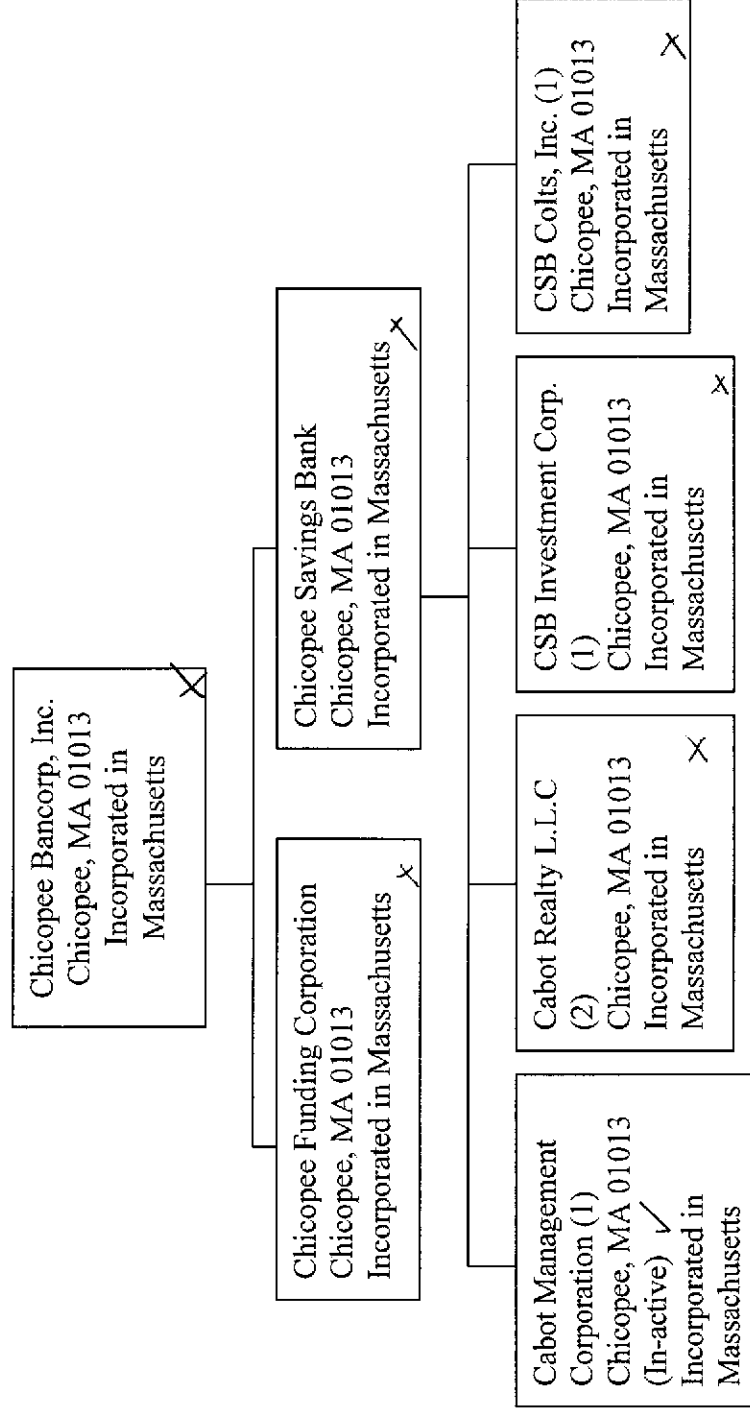
Chicopee Bancorp, Inc.  
Chicopee, MA 01013

Fiscal Year Ending December 31, 2013

**Report Item**

1: The bank holding company is registered with the SEC and prepares a Form 10-K for its shareholders. A copy of the Form 10-K can be found on the SEC website or on the Bank's website, [www.chicopeesavings.com](http://www.chicopeesavings.com).

2a: Organization Chart (Chicopee Bancorp, Inc owns 100% of Chicopee Funding Corporation and Chicopee Savings Bank)



(1) Wholly owned subsidiary of Chicopee Savings Bank.

(2) Chicopee Savings Bank owns a 99% interest in Cabot Realty L.L.C. and Cabot Management Corporation owns a 1% interest. ✓

2b: Domestic Branch Listing provided to the Federal Reserve Bank

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Form FR Y-6  
 Chicopee Bancorp, Inc.  
 Fiscal Year Ending December 31, 2013

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

(1) Names & Address (City, State)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with other Businesses (included names of other businesses)
William J. Wagner Longmeadow, MA	N/A	Chairman CEO & President	CEO & President (Chicopee Savings Bank) President (Chicopee Funding)	N/A
Guida R. Sajdak Ludlow, MA	N/A	CFO & Senior Vice President	Senior Vice President & Treasurer (Chicopee Savings Bank) Treasurer (Chicopee Funding)	N/A
Cidalia Inacio Ludlow, MA	N/A	Senior Vice President	N/A	N/A
Russell J. Omer South Hadley, MA	N/A	Executive Vice President	N/A	N/A
Maria J.C. Aigner Springfield, MA	N/A	Senior Vice President	N/A	N/A
Darlene Libiszewski West Springfield, MA	N/A	Senior Vice President	N/A	N/A
Thomas J. Bardon Chicopee, MA	Chicopee Provision Co., Inc.	Director	Director (Chicopee Funding)	N/A



James H. Bugbee Wilbraham, MA	Granfield, Bugbee & Masse Insurance Agency	Director	Director (Chicopee Funding)	N/A
Douglas K. Engebretson South Hadley, MA	Tessier Associates, Inc.	Director	Director (Chicopee Funding)	N/A
Gary G. Fitzgerald Springfield, MA	Downey Sweeney & Fitzgerald, P.C.	Director	N/A	N/A
William J. Giokas Wilbraham, MA	Lamb Knitting Machine Corp.	Director	Lead director (Chicopee Bancorp) Clerk of the Corporation (Chicopee Savings Bank)	N/A
James P. Lynch West Springfield, MA	Retired	Director	N/A	N/A
William D. Masse Ludlow, MA	Granfield, Bugbee & Masse Insurance Agency	Director	N/A	N/A
Gregg F. Orlen Granby, MA	Gregg Orlen Custom Homebuilders	Director	Director (Chicopee Funding)	N/A
Paul C. Picknelly Hampden, MA	Hotel Owner & Operator Commercial Real Estate Developer	Director	N/A	N/A
Judith T. Tremble Longmeadow, MA	Valley Communications Systems, Inc.	Director	N/A	N/A

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**Report Item 4: Insiders (continued)**

**(4)(a)(b)(c)**

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**4 (a):** All insiders have less than 1% of voting shares in Chicopee Bancorp, Inc.

**4 (b):** N/A

**4 (c):** N/A

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Form FR Y-6  
**Chicopee Bancorp, Inc.**  
**Fiscal Year Ending December 31, 2013**

**Report Item 3: Securities holders**

Current shareholders with ownership, control or holding of 5% or more with power to vote as of fiscal year ending December 31, 2013

(1)(a) Name & Address (City, State)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and percentage of Each Class of Voting Securities
Chicopee Savings Bank Charitable Foundation Chicopee, MA 01013	USA	394,964 – 7.3% Common Stock
Chicopee Savings Bank Employee Stock Ownership Plan Chicopee, MA 01013	USA	558,656 – 10.3% Common Stock
Clover Partners, LP Clover Investments, LLC Michael C. Mewhinney 100 Crescent Court Suite 575 Dallas, TX 75201	USA	488,706 – 9.0% Common Stock
Amica Mutual Insurance Company 100 Amica Way Lincoln, RI 02865	USA	343,295 – 6.3% Common Stock

**(2)(a)(b)(c) None**

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