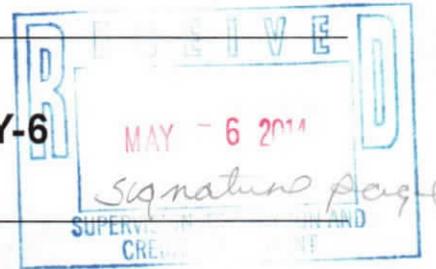


Board of Governors of the Federal Reserve System



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, Robert J. Paulhus, Jr.

Reporter's Name, Street, and Mailing Address

Clinton Financial Services, MHC

Name of the Holding Company Director and Official

Director/CEO/President

Legal Title of Holding Company

200 Church St

Title of the Holding Company Director and Official

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

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.

Clinton	MA	01510
City	State	Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Sheila Azorandia VP/Comptroller

Name Title

978 365 3450

Area Code / Phone Number / Extension

9783658921

Area Code / FAX Number

Sazorandia@clintonsavings.com

E-mail Address

Clintonsavings.com

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

Signature of Holding Company Director and Official

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.

3195756

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

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.

Wachusett Financial Services, Inc

Legal Title of Subsidiary Holding Company

200 Church St

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

Clinton

MA

01510

City

State

Zip Code

Physical location (if different from mailing address)

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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City

State

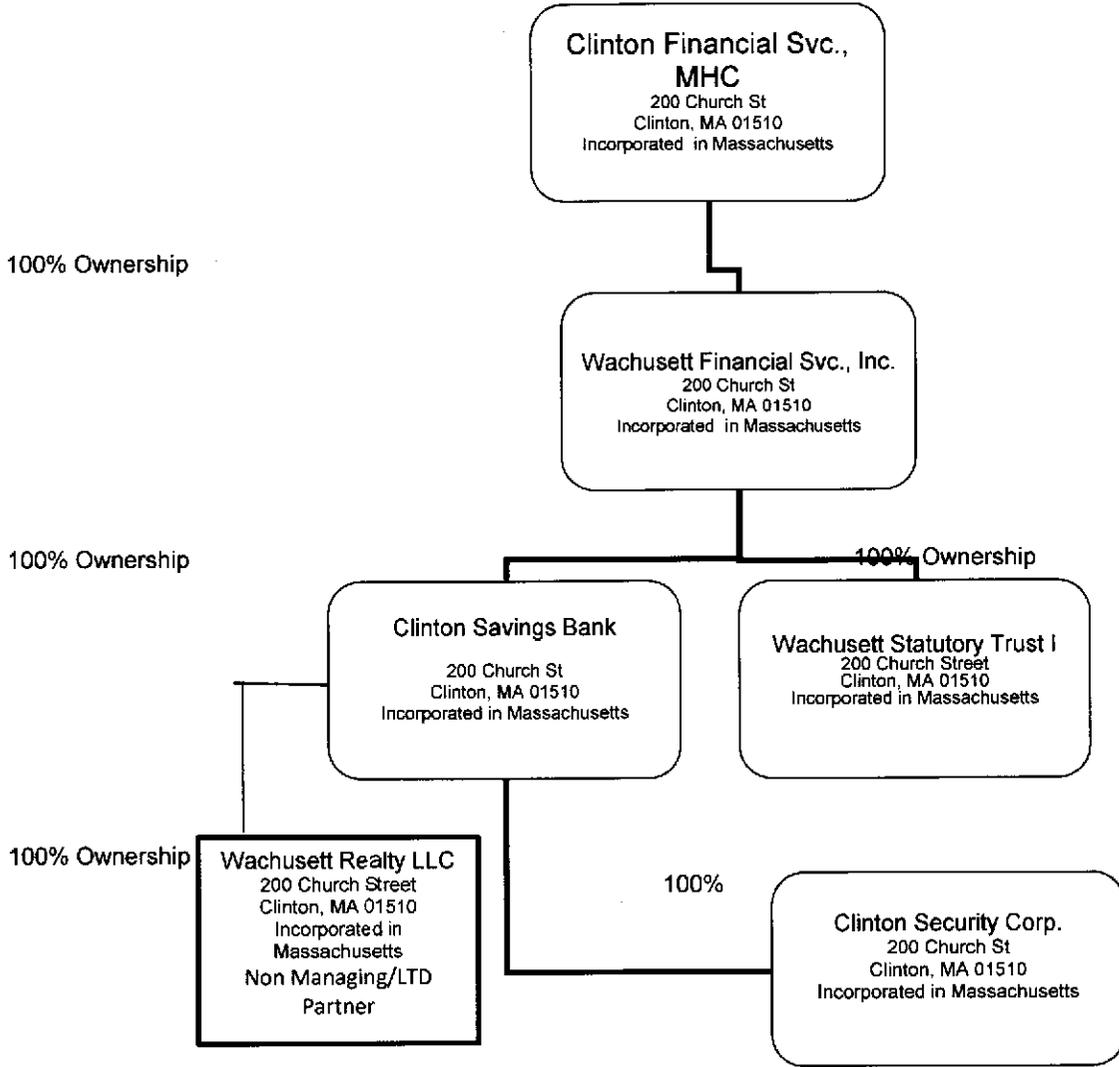
Zip Code

Physical location (if different from mailing address)

Form FR Y-6
Clinton Financial Services, MHC
Clinton, MA 01510
Year Ending December 31, 2013

- 1. a. The Clinton Financial Service, MHC is not required to prepare 10k with the SEC.
- b. Clinton Financial Service, MHC does not prepare an annual report for its shareholders.

2. Organizational Chart



- 3. Clinton Financial Service, MHC is not publically held therefore, no shareholders.

Form FR Y-6
Clinton Financial Services, MHC
31-Dec-13

Report Item 4: Directors and Officers
(1)

Name & Address	(2) Occupation Other Than MHC	(3)(a) Title & Position MHC	(3)(b) Title & Position Subsidiaries	(3)(c) Title & Position Other Businesses	(4)(a) % of Voting Shares in MHC	(4)(b) % of Voting Shares in Subsidiaries	(4)(c) Names of other Companies with 25% or more voting
Robert J Paulhus, Jr Ashland, MA 01721		President	President	N/A	N/A	N/A	N/A
William O'Neil, Jr. Lancaster, MA 01523	Attorney Philbin Law Offices	Director Chairman	Director	Partner	N/A	N/A	Philbin Law Offices
Robert M. Farragher Clinton, MA 01510	Tax Preparer Farragher & Henebry	Director & Vice Chairman	Director & Vice Chairman	Partner	N/A	N/A	Farragher & Henebry
Paul B. Cherubini Clinton, MA 01510	Manufacturing Dunn & Co.	Director	Director	Controller	N/A	N/A	N/A
John Hogan Clinton, MA 01510	Realtor RE/Max	Director	Director	Agent	N/A	N/A	N/A
Barbara E. King Clinton, MA 01510	Tax Preparer BDO Seidman	Director	Director	Sr Tax Manager	N/A	N/A	N/A
John F. Killoyne Sterling, MA 01564	Accountant Solar & Killoyne, CPA	Director	Director	Partner	N/A	N/A	Solar & Killoyne, CPA
David E. Ross Clinton, MA 01510	Land Surveyor David E. Ross Assc.	Director	Director	Owner	N/A	N/A	David E. Ross Assc.
Maureen Quill Clinton, MA 01510	Insurance Fitzgerald & Quill Ins.	Director	Director	Partner	N/A	N/A	Fitzgerald & Quill Ins.
Stanley Starr Lancaster, MA 01523	Financial Svc Starr Investment Svc, Inc	Director	Director	Owner	N/A	N/A	Starr Investment Svc, Inc
Timothy H. Wheeler Berlin, MA 01503	Farming Indian Head Farms	Director	Director	Owner	N/A	N/A	Indian Head Farms

Results: A list of branches for your holding company, CLINTON FINANCIAL SERVICES, MHC (3195795) of CLINTON, 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 Procedures

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.

Branch ID	RSSD	Branch Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM	Office Number	Head Office	Head Office ID	RSSD	Comments
OK	179700	CLINTON SAVINGS BANK	200 CHURCH STREET	CLINTON	MA	01510	WORCESTER	UNITED STATES	17772	0	CLINTON SAVINGS BANK	179700		
OK	897600	BERLIN BRANCH	35 CENTRAL STREET	BERLIN	MA	01503	WORCESTER	UNITED STATES	291068	3	CLINTON SAVINGS BANK	179700		
OK	856801	BOLTON BRANCH	563 MAIN STREET	BOLTON	MA	01740	WORCESTER	UNITED STATES	291066	1	CLINTON SAVINGS BANK	179700		
OK	1322890	WASH-OBA EDUCATIONAL BRANCH	563 GREAT ROAD	BOLTON	MA	01740	WORCESTER	UNITED STATES	291070	5	CLINTON SAVINGS BANK	179700		
OK	3769202	BOYLSTON BRANCH	81 SHREWSBURY STREET	BOYLSTON	MA	01505	WORCESTER	UNITED STATES	448277	7	CLINTON SAVINGS BANK	179700		
OK	746803	STERLING BRANCH	ONE MAIN STREET	STERLING	MA	01564	WORCESTER	UNITED STATES	291067	2	CLINTON SAVINGS BANK	179700		
OK	2917879	WEST BOYLSTON STREET BRANCH	306 WEST BOYLSTON STREET	WEST BOYLSTON	MA	01583	WORCESTER	UNITED STATES	357480	6	CLINTON SAVINGS BANK	179700		

