

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, **Paul Musgrove**

Name of the Holding Company Director and Official

**Chief Financial Officer**

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

**First Trade Union Bancorp Inc**

Legal Title of Holding Company

**One Harbor Street, Suite 201**

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

**Boston**

**MA**

**02210**

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:

**Victoria Lazarova**

**VP Controller**

Name

Title

**617-303-7407**

Area Code / Phone Number / Extension

**617-330-5104**

Area Code / FAX Number

**vlazarova@ftub.com**

E-mail Address

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.

**4121912**

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:

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.

N/A

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)

---

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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Legal Title of Subsidiary Holding Company

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

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City State Zip Code

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Physical location (if different from mailing address)

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Legal Title of Subsidiary Holding Company

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City State Zip Code

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City State Zip Code

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Physical location (if different from mailing address)

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Legal Title of Subsidiary Holding Company

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City State Zip Code

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Physical location (if different from mailing address)

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Legal Title of Subsidiary Holding Company

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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)

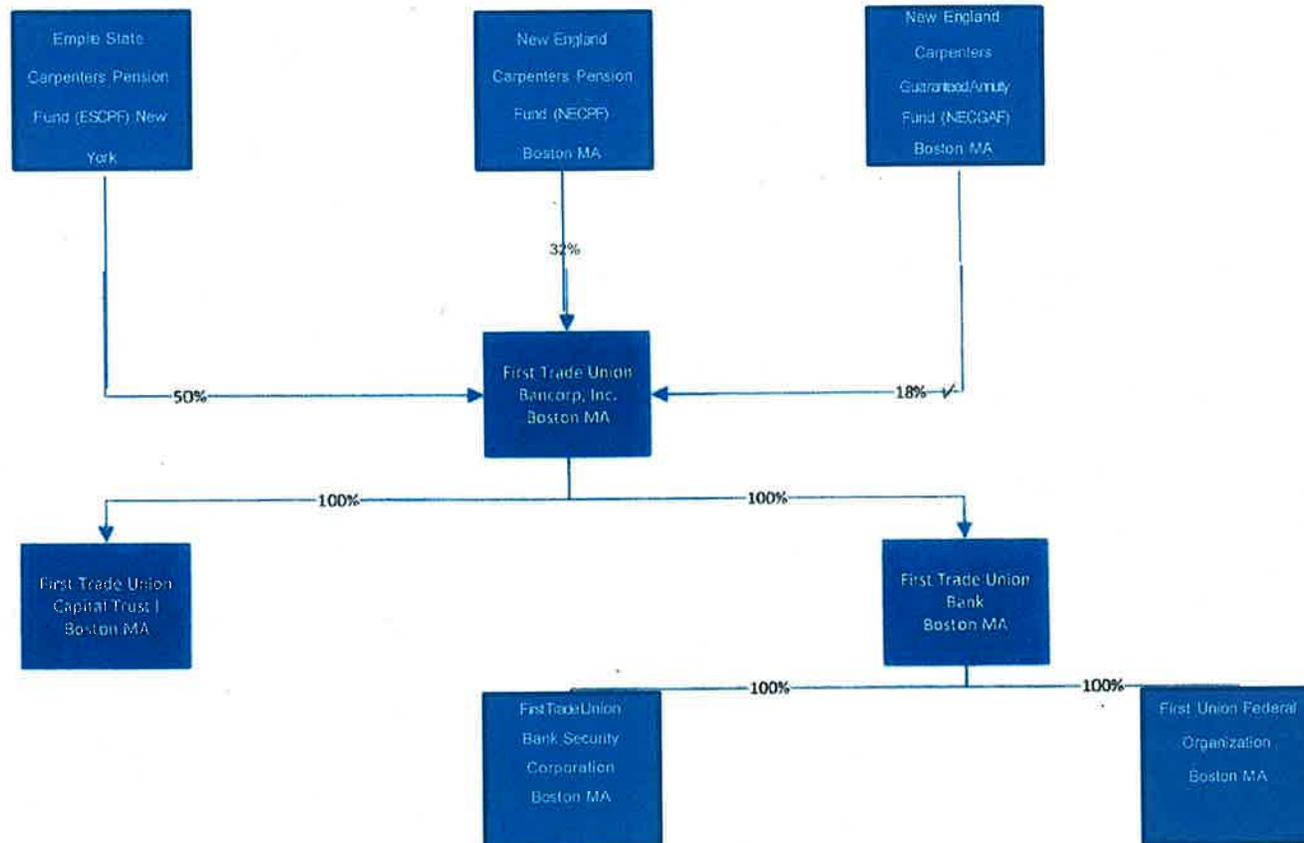
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Form FRY-6

First Trade Union Bancorp, Inc.  
Boston, MA  
Fiscal Year Ending December 31, 2013

Report Item:

- 1: First Trade Union Bancorp prepares an annual report for its shareholders (ESCPF, NECPF and NECGAF). Two copies are enclosed.
- 2: Organization chart follows:



Results: A list of branches for your depository institution: **FIRST TRADE UNION BANK (ID\_RSSD: 264772)**.  
 This depository institution is held by **EMPIRE STATE CARPENTERS PENSION FUND (3793808)** of **HAUAPPAUGE, NY**.  
 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 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.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	264772	FIRST TRADE UNION BANK	1 HARBOR STREET STE 201	BOSTON	MA	02210	SUFFOLK	UNITED STATES	45385	0	FIRST TRADE UNION BANK	264772	
OK		Full Service	429252	LAKEVILLE ROAD BRANCH	2020 LAKEVILLE ROAD	NEW HYDE PARK	NY	11040	NASSAU	UNITED STATES	518113	104	FIRST TRADE UNION BANK	264772	

Form FR Y-6  
**First Trade Union Bancorp, Inc**  
 Fiscal Year Ending December 31, 2013

**Report Item 3: Securities holders**  
 (1)(a)(b)(c) and (2)(a)(b)(c)

**Current Security Holders with Ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013**

**Security Holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2013**

(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and percentage of Each Class of Voting Securities
Empire State Carpenters Pension Fund New York, NY, USA	USA	210,635 - 50% Common Stock	None	None	None
New England Carpenters Pension Fund Boston, MA, USA	USA	135,096 - 32% Common Stock			
New England Carpenters Guaranteed Annuity Fund Boston, MA, USA	USA	75,539 - 18% Common Stock			

1/a

Form FR Y-6  
 First Trade Union Bancorp, Inc  
 Fiscal Year Ending December 31, 2013

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

(1) Name City, State, Country	(2) Principal Occupation if other that 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 (Include names of other businesses)	(4)(a) Percentage of Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include name of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Michael Butler Boston, MA, USA	N/A	President & Chief Executive Officer Director	President & Chief Executive Officer, Director First Trade Union Bank President and Director First Union Federal Organization President and Director First Trade Union Bank Security Corporation	N/A	N/A	N/A	N/A
Shepherd Rainie Sharon, MA, USA	N/A	EVP/ Chief Risk Officer	EVP/ Chief Risk Officer First Trade Union Bank Assistant Secretary First Union Federal Organization	N/A	N/A	N/A	N/A
Paul Musgrove Milton, MA, USA	N/A	EVP/Chief Financial Officer & Secretary	EVP/Chief Financial Officer First Trade Union Bank Director & Treasurer First Union Federal Organization Treasurer First Trade Union Bank Security Corporation	N/A	N/A	N/A	N/A
Joann Noble Brookline, MA, USA	N/A	EVP/Institutional Banking First Trade Union Bank	EVP/Institutional Banking First Trade Union Bank	President Noble Associates Brookline, MA, USA	N/A	N/A	Noble Associates 100%
Robert Landstein Sharon, MA, USA	N/A	EVP/ Chief Information Officer	EVP/ Chief Information Officer First Trade Union Bank	N/A	N/A	N/A	N/A
Doreen Heath Westwood, MA, USA	N/A	SVP/Chief Administrative Officer & Assistant Secretary	SVP/Chief Administrative Officer & Assistant Secretary First Trade Union Bank Secretary First Union Federal Organization	N/A	N/A	0.00020%	N/A

**Form FR Y-6**  
**First Trade Union Bancorp, Inc**  
**Fiscal Year Ending December 31, 2013**

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

(1) Name City, State, Country	(2) Principal Occupation if other that 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 (include names of other businesses)	(4)(a) Percentage of Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include name of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
			Secretary First Trade Union Bank Security Corporation				
Howard Newburg Dover, MA, USA	CPA	Director	Director First Trade Union Bank	Managing Partner Newburg & Company LLP Partner Strategic Capital Management LLP Co-CEO, CFO Glycosyn, LLC Managing Partner Husk, LLC CFO Grid, INC President Jazztan, INC Managing Partner Casnat, LLC	N/A	N/A	Newburg & Company 70% Strategic Capital Management 70% Glycosyn, LLC 21%
Robert Carino East Monckes, NY, USA	Retired	Director	Director First Trade Union Bank	President Cascading Enterprises, INC	N/A	N/A	Cascading Enterprises, INC 100%
Georgina Macdonald Bristol, RI, USA	Consultant	Director	Director First Trade Union Bank	President Morgan Group LLC	N/A	N/A	Morgan Group LLC 50%
Thomas Mackell Douglaston, NY, USA	Consultant	Director	Director First Trade Union Bank	Senior Consultant Abel Noser Group Chair United Benefits & Pension Services President Association of Benefit Administrators President Casady Enterprises	N/A	N/A	Casady Enterprises 100%
Al Peclaro Hull, MA, USA	Labor Relations Director	Director	Director First Trade Union Bank	Director Contractor Relations New England Region Council of Carpenters	N/A	N/A	N/A
Dale Stuhmoller Elre, PA, USA	Retired	Director	Director First Trade Union Bank	N/A	N/A	N/A	N/A
William Mausert Bayport, NY, USA	Retired	Director	Director First Trade Union Bank	N/A	N/A	N/A	N/A
Raymond Weaving Hampton, NH, USA	Retired	Director	Director First Trade Union Bank	0.03%	N/A	N/A	N/A
Steve Adamic Grantham, NH, USA	Retired	Director	Director First Trade Union Bank	N/A	N/A	N/A	N/A

<b>Form FR Y-6</b> <b>New England Carpenters Guaranteed Annuity Fund</b> <b>Wilmington, MA, USA</b> <b>Fiscal Year Ending December 31, 2013</b>					
<b>Report Item 3: Securities holders</b> (1)(a)(b)(c) and (2)(a)(b)(c)					
<b>Current Security Holders with Ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012</b>			<b>Security Holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2012</b>		
<b>(1)(a)</b> Name City, State, Country	<b>(1)(b)</b> Country of Citizenship or Incorporation	<b>(1)(c)</b> Number and percentage of Each Class of Voting Securities	<b>(2)(a)</b> Name City, State, Country	<b>(2)(b)</b> Country of Citizenship or Incorporation	<b>(2)(c)</b> Number and percentage of Each Class of Voting Securities
None	None	None	None	None	None

Form FR Y-6  
 New England Carpenters Guaranteed Annuity Fund  
 Wilmington, MA, USA  
 Fiscal Year Ending December 31, 2013

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

(1) Name City, State, Country	(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 (include names of other businesses)	(4)(a) Percentage of Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include name of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Thomas Steeves Nashua, NH USA	Management Representative	Trustee	N/A	President T.J. McCartney, Inc. Nashua, NH	N/A	N/A	N/A
George A. Allen Malden, MA USA	Management Representative	Trustee	N/A	Treasurer Archer Corporation Malden, MA	N/A	N/A	N/A
George Bridgood Melrose, MA USA	Management Representative	Trustee	N/A	President Bridgood Associates, Inc. Melrose, MA	N/A	N/A	N/A
John Dargin Canton, MA USA	Management Representative	Trustee	N/A	Chief Engineer Barletta Companies Canton, MA	N/A	N/A	N/A
Thomas J. Gunning Braintree, MA USA	Management Representative	Trustee	N/A	Executive Director Building Trades Employers Association Braintree, MA	N/A	N/A	N/A
Mark L. Erlich Boston, MA USA	Labor Representative	Trustee	N/A	Executive Secretary - Treasurer New England Regional Council of Carpenters Boston, MA	N/A	N/A	N/A
Rick Braccia Randolph, MA USA	Labor Representative	Trustee	N/A	Labor Official New England Regional Council of Carpenters Boston, MA	N/A	N/A	N/A
Gary DeCosta Randolph, MA USA	Labor Representative	Trustee	N/A	Labor Official New England Regional Council of Carpenters Boston, MA	N/A	N/A	N/A
Jack Donahue Worcester, MA USA	Labor Representative	Trustee	N/A	Labor Official New England Regional Council of Carpenters Boston, MA	N/A	N/A	N/A

Form FR Y-6  
 New England Carpenters Guaranteed Annuity Fund  
 Wilmington, MA, USA  
 Fiscal Year Ending December 31, 2013

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

(1) Name City, State, Country	(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 (include names of other businesses)	(4)(a) Percentage of Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include name of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Thomas H. O'Connor III Canton, MA USA	Management Representative	Trustee	N/A	President O'Connor Constructors, Inc. Canton, MA	N/A	N/A	N/A
Michael Shaughnessy Boston, MA USA	Management Representative	Trustee	N/A	Vice President Shaughnessy Crane Service, Inc. Boston, MA	N/A	N/A	N/A
William Shea Framingham, MA USA	Management Representative	Trustee	N/A	Vice President J.F. White Contracting Company Framingham, MA	N/A	N/A	N/A
C. Joseph Williams Newton, MA USA	Management Representative	Trustee	N/A	Vice President Commodore Builders Newton, MA	N/A	N/A	N/A
Joseph Gangl, Jr. Methuen, MA USA	Labor Representative	Trustee	N/A	Labor Official New England Regional Council of Carpenters Boston, MA	N/A	N/A	N/A
Jason Garand Springfield, MA USA	Labor Representative	Trustee	N/A	Labor Official New England Regional Council of Carpenters Boston, MA	N/A	N/A	N/A
John Murphy Boston, MA USA	Labor Representative	Trustee	N/A	Labor Official New England Regional Council of Carpenters Boston, MA	N/A	N/A	N/A
Brian Richardson Boston, MA USA	Labor Representative	Trustee	N/A	Labor Official New England Regional Council of Carpenters Boston, MA	N/A	N/A	N/A
Stephan A. Adamic Wilmington, MA, USA	N/A	Acting Executive Director	N/A	N/A	N/A	N/A	N/A

Form FR Y-6

Empire State Carpenters Pension Fund

Hauppauge, NY, USA

Fiscal Year Ending December 31, 2013

Report Item 3: Securities holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current Security Holders with Ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012

Security Holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2012

(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and percentage of Each Class of Voting Securities
None	None	None	None	None	None

Form FR Y-6  
 Empire State Carpenters Pension Fund  
 Hauppaugus, NY, USA  
 Fiscal Year Ending December 31, 2013

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

(1) Name City, State, Country	(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 (Include names of other businesses)	(4)(a) Percentage of Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include name of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Todd Hellrich ██████████ ██████████	Executive Director, Eastern Contractors Association	Co-Chairman	None	None	None	None	
Aaron Hilger ██████████ ██████████	President, Construction Industry Assoc. of Rochester	Vice Co-Chairman	None	None	None	None	
Douglas O'Connor ██████████ ██████████	Donaldson Organization	Employer Trustee	None	None	None	None	
John DeLellis ██████████ ██████████	Executive Director, Wall Ceiling Association	Employer Trustee	None	None	None	None	
Earl R. Hall ██████████ ██████████	Executive Director Construction Employers Assoc.	Employer Trustee	None	None	None	None	
John O'Hare ██████████ ██████████	Building Contractors Assoc.	Employer Trustee	None	None	None	None	
Alan Seidman ██████████ ██████████	Executive Director Construction Contractors Assoc. of HV	Employer Trustee	None	None	None	None	
Ross Pepe ██████████ ██████████	President, Building Contractors Assoc. of Westchester	Employer Trustee	None	None	None	None	
Thomas Holzman ██████████ ██████████	CEO AGC of California	Employer Trustee	None	None	None	None	
Frank Jones ██████████ ██████████	E. Jones Construction, Inc.	Employer Trustee	None	None	None	None	
James Logan ██████████ ██████████	Exec. Vice President Construction Industry Employers Association	Employer Trustee	None	None	None	None	
Michael Capelli ██████████ ██████████ ██████████	Executive Secretary / Treasurer Northeast Regional Council of Carpenters	Co-Chairman	None	None	None	None	
George Laufenberg ██████████ ██████████ ██████████	Funds Manager NJ Carpenters Funds	Vice Co-Chairman	None	None	None	None	
Douglas McCarron ██████████ ██████████	General President United Brotherhood of Carpenters	Union Trustee	None	None	None	None	
Frank Spencer ██████████ ██████████	Eastern District Vice President United Brotherhood of Carpenters	Union Trustee	None	None	None	None	

Form FR Y-6  
 Empire State Carpenters Pension Fund  
 Hauppauge, NY, USA  
 Fiscal Year Ending December 31, 2013

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

(1) Name City, State, Country	(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 (Include names of other businesses)	(4)(a) Percentage of Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include name of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Todd Helfrich [Redacted]	Executive Director, Eastern Contractors Association	Co-Chairman	None	None	None	None	
Thomas Mairs [Redacted]	Council Representative Northeast Regional Council of Carpenters	Union Trustee	None	None	None	None	
Andrew Miller [Redacted]	Council Representative Northeast Regional Council of Carpenters	Union Trustee	None	None	None	None	
Paul Leo [Redacted]	Council Representative Northeast Regional Council of Carpenters	Union Trustee	None	None	None	None	
Michael Shanahan [Redacted]	Council Representative Northeast Regional Council of Carpenters	Union Trustee	None	None	None	None	
Peter Woodward [Redacted]	Council Representative Northeast Regional Council of Carpenters	Union Trustee	None	None	None	None	
David Haines [Redacted]	Regional Manager Northeast Regional Council of Carpenters	Union Trustee	None	None	None	None	
William Banfield [Redacted]	Regional Manager Northeast Regional Council of Carpenters	Union Trustee	None	None	None	None	

**Form FR Y-6**  
**New England Carpenters Pension Fund**  
**Wilmington, MA, USA**  
**Fiscal Year Ending December 31, 2013**

**Report Item 3: Securities holders**  
**(1)(a)(b)(c) and (2)(a)(b)(c)**

Current Security Holders with Ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012			Security Holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2012		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and percentage of Each Class of Voting Securities
None	None	None	None	None	None

Form FR Y-6  
 New England Carpenters Pension Fund  
 Wilmington, MA, USA  
 Fiscal Year Ending December 31, 2013

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

(1) Name City, State, Country	(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 (include names of other businesses)	(4)(a) Percentage of Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include name of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Thomas Steeves Nashua, NH USA	Management Representative	Trustee	N/A	President T.J. McCartney, Inc. Nashua, NH	N/A	N/A	N/A
George A. Allen Malden, MA USA	Management Representative	Trustee	N/A	Treasurer Archer Corporation Malden, MA	N/A	N/A	N/A
George Bidgood Melrose, MA USA	Management Representative	Trustee	N/A	President Bidgood Associates, Inc. Melrose, MA	N/A	N/A	N/A
John Dargin Canton, MA USA	Management Representative	Trustee	N/A	Chief Engineer Bartetta Companies Canton, MA	N/A	N/A	N/A
Thomas J. Cunniff Braintree, MA USA	Management Representative	Trustee	N/A	Executive Director Building Trades Employers Association Braintree, MA	N/A	N/A	N/A
Mark L. Erlich Boston, MA USA	Labor Representative	Trustee	N/A	Executive Secretary - Treasurer New England Regional Council of Carpenters Boston, MA	N/A	N/A	N/A
Rick Braccia Randolph, MA USA	Labor Representative	Trustee	N/A	Labor Official New England Regional Council of Carpenters Boston, MA	N/A	N/A	N/A
Gary DeCosta Randolph, MA USA	Labor Representative	Trustee	N/A	Labor Official New England Regional Council of Carpenters Boston, MA	N/A	N/A	N/A
Jack Donahue Worcester, MA USA	Labor Representative	Trustee	N/A	Labor Official New England Regional Council of Carpenters Boston, MA	N/A	N/A	N/A

Form FR Y-6  
 New England Carpenters Pension Fund  
 Wilmington, MA, USA  
 Fiscal Year Ending December 31, 2013

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

(1) Name City, State, Country	(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 (Include names of other businesses)	(4)(a) Percentage of Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include name of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Thomas H. O'Connor III Canton, MA USA	Management Representative	Trustee	N/A	President O'Connor Constructors, Inc. Canton, MA	N/A	N/A	N/A
Michael Shaughnessy Boston, MA USA	Management Representative	Trustee	N/A	Vice President Shaughnessy Crane Service, Inc. Boston, MA	N/A	N/A	N/A
William Shea Framlingham, MA USA	Management Representative	Trustee	N/A	Vice President J.F. White Contracting Company Framlingham, MA	N/A	N/A	N/A
C. Joseph Williams Newton, MA USA	Management Representative	Trustee	N/A	Vice President Commodore Builders Newton, MA	N/A	N/A	N/A
Joseph Gangi, Jr. Methuen, MA USA	Labor Representative	Trustee	N/A	Labor Official New England Regional Council of Carpenters Boston, MA	N/A	N/A	N/A
Jason Garand Springfield, MA USA	Labor Representative	Trustee	N/A	Labor Official New England Regional Council of Carpenters Boston, MA	N/A	N/A	N/A
John Murphy Boston, MA USA	Labor Representative	Trustee	N/A	Labor Official New England Regional Council of Carpenters Boston, MA	N/A	N/A	N/A
Brian Richardson Boston, MA USA	Labor Representative	Trustee	N/A	Labor Official New England Regional Council of Carpenters Boston, MA	N/A	N/A	N/A
Stephan A. Adamic Wilmington, MA, USA	N/A	Acting Executive Director	N/A	N/A	N/A	N/A	N/A