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, Michael E. Tucker
Name of the Holding Company Director and Official
President and Chief Executive 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.

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 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 3736690 / 376979

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 validOMB control number.

Date of Report (top-tier holding company's fiscal year-end):
March 31, 2013
Month / Day / Year

Reporters' Name, Street, and Mailing Address
Greenfield Bancorp, MHC
P.O. Box 1345
Greenfield
MA 01302-1345

City
State
Zip Code

Physical location (if different from mailing address)
63 Federal St., Greenfield, MA

Person to whom questions about this report should be directed:
Eric A. Marsh
SVP, Treasurer & CFO

Name
Title

Area Code / Phone Number / Extension
413-773-6120
Area Code / FAX Number
413-773-3808
e marsh@greenfieldcoopbank.com

E-mail Address
n/a

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.”

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.
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>Greenfield Co-operative Bank</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>P.O. Box 1345</td>
<td>Legal Title of Subsidiary Holding Company</td>
</tr>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>Greenfield</td>
<td>City State Zip Code</td>
</tr>
<tr>
<td>MA 01302-1345</td>
<td>City State Zip Code</td>
</tr>
<tr>
<td>63 Federal St., Greenfield, MA</td>
<td>Physical location (if different from mailing address)</td>
</tr>
</tbody>
</table>

| 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) |

12/2012
Greenfield Bancorp, MHC

FRY - 6

Report Item 1: Annual Report to Shareholders
March 31, 2013

Note: Report Item 1 is not applicable as Greenfield Bancorp, MHC is mutually owned, having no shareholders.
Greenfield Bancorp, MHC
FRY - 6
Report Item 2a: Organization Chart
March 31, 2013

Greenfield Bancorp, MHC
Incorporated in Massachusetts

62 Fed LLC
(holds title to operations building)
Incorporated in Massachusetts

Greenfield Co-operative Bank
Incorporated in Massachusetts

GCB Securities Corporation
Incorporated in Massachusetts

GCB Securities Corporation
Three
Incorporated in Massachusetts

GCB Securities Corp. Two
Incorporated in Massachusetts
Greenfield Bancorp, MHC
FRY – 6
Report Item 2b: Domestic Branch Listing
March 31, 2013

Greenfield Co-operative Bank
Branch Office
277 Federal Street
Greenfield, MA 01301

Greenfield Co-operative Bank
Main Office
63 Federal Street
+Operations/ Lending Office: 62 Federal Street
Greenfield, MA 01301

Greenfield Co-operative Bank
Branch Office
144 Main Street
Northfield, MA 01360

Greenfield Co-operative Bank
Branch Office
18 Amherst Road
Sunderland, MA 01375

Greenfield Co-operative Bank
24 Hour -ATM – Limited Service
1229 Mohawk Trail
Shelburne, MA 01370

Greenfield Co-operative Bank
Branch Office
33-37 Bridge Street
Shelburne Falls, MA 01370
Greenfield Bancorp, MHC
FRY - 6
Report Item 3: Securities Holders
(as of March 31, 2013)

Note: Report Item 3 is not applicable as Greenfield Bancorp, MHC’s ownership is mutual with no stock or securities issued with related voting rights.
Greenfield Bancorp, MHC  
FRY – 6  
Report Item 4: Insiders  
As of 3/31/2013

**Officers**

Kevin J. O’Neil  - Chairman of the Board  
   - Greenfield, MA  
   - President, Wilsons Department Store

Michael E. Tucker, Esq.  - President & Chief Executive Officer  
   - Easthampton, MA

Eric A. Marsh, CPA  - Senior Vice President, Treasurer & CFO  
   - Greenfield, MA

Robert J. Carey, Esq.  - Clerk  
   - Bernardston, MA

**Directors**

Robert R. Carey, Esq. – Bernardston, MA  
   - Attorney at Law & Partner – Curtiss, Carey, Gates & Goodrich, LLP

William A. Dufraine – Greenfield, MA  
   - President – Dumont Company, LLC

Nancy Fournier, CPA – Shelburne, MA  
   - Shareholder – Melanson, Heath & Co., PC

Eugene L’Etoile – Northfield, MA  
   - President – Four Star Farms

Regis MacNeil Johnston – Greenfield, MA  
   - President – Crocker Communications

Kevin J. O’Neil (Chairman) – Greenfield, MA  
   - President – Wilsons Department Store

C. Michael Sheridan – North Chatam, MA  
   - Retired

Josiah L. “Josh” Simpson – Shelburne, MA  
   - President – Josh Simpson Contemporary Glass, Inc.

Michael E. Tucker, Esq. (President) – Easthampton, MA

Robert L. Underhill – South Deerfield, MA  
   - Executive Vice President, Channing Bete, Co.

*Note: No person on this page has ownership in any class of stocks as the ownership is mutual with no stock ownership by individuals.*
<table>
<thead>
<tr>
<th>Name</th>
<th>Position/Description</th>
<th>Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nancy A. Fournier CPA; shareholder</td>
<td>Melanson, Heath &amp; Co., PC</td>
<td>Shelburne, MA</td>
</tr>
<tr>
<td>William F. Ahlemeyer; Senior Vice President</td>
<td>Greenfield Co-operative Bank</td>
<td>Hadley, MA</td>
</tr>
<tr>
<td>Andrew Chase; Head of School</td>
<td>Eaglebrook School</td>
<td>Deerfield, MA</td>
</tr>
<tr>
<td>Keith Finan; Chief Financial Officer</td>
<td>Deerfield Academy</td>
<td>Deerfield, MA</td>
</tr>
<tr>
<td>Josiah L. Simpson, Jr.; artist</td>
<td></td>
<td>Shelburne, MA</td>
</tr>
<tr>
<td>Molly Wood; owner, Small Corporation</td>
<td></td>
<td>Greenfield, MA</td>
</tr>
<tr>
<td>Darci Brown; owner, Brown Motors, Inc.</td>
<td></td>
<td>Northfield, MA</td>
</tr>
<tr>
<td>William R. Pratt; Realtor, Masiello Real</td>
<td>Estate</td>
<td>Bernardston, MA</td>
</tr>
<tr>
<td>Christine M. Eugin; Senior Vice President</td>
<td>Greenfield Co-operative Bank</td>
<td>Conway, MA</td>
</tr>
<tr>
<td>Kevin D. Parsons; Attorney at Law</td>
<td></td>
<td>Shelburne Falls, MA</td>
</tr>
<tr>
<td>Richard LaPierre; owner, LaPierre’s</td>
<td>Advertising</td>
<td>Shelburne, MA</td>
</tr>
<tr>
<td>Margarita O’Byrne Curtis; Head of School</td>
<td>Deerfield Academy</td>
<td>Deerfield, MA</td>
</tr>
<tr>
<td>Douglas P. Clarke; Manager, Customer</td>
<td>Operations- Western Mass. Electric Co.</td>
<td>Greenfield, MA</td>
</tr>
<tr>
<td>June Malenfant; retired</td>
<td></td>
<td>Greenfield, MA</td>
</tr>
<tr>
<td>Susan Renfrew; Realtor, Renfrew Real Estate</td>
<td></td>
<td>Bernardston, MA</td>
</tr>
</tbody>
</table>

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<table>
<thead>
<tr>
<th>Name</th>
<th>Title &amp; Affiliation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deborah J. Falcon</td>
<td>Senior Vice President, Greenfield Co-operative Bank, Buckland, MA</td>
</tr>
<tr>
<td>Eric A. Marsh</td>
<td>CPA; Senior VP, Treasurer &amp; CFO, Greenfield Co-operative Bank, Greenfield, MA</td>
</tr>
<tr>
<td>William A. Dufraine</td>
<td>President, Dumont Company LLC, Greenfield, MA</td>
</tr>
<tr>
<td>Michael E. Tucker</td>
<td>President &amp; CEO, Greenfield Co-operative Bank, Easthampton, MA</td>
</tr>
<tr>
<td>Robert Underhill</td>
<td>Executive Vice President, Channing Bete Co., S. Deerfield, MA</td>
</tr>
<tr>
<td>Robert R. Carey</td>
<td>Attorney at Law, Curtiss, Carey, Gates &amp; Goodridge LLP, Bernardston, MA</td>
</tr>
<tr>
<td>C. Michael Sheridan</td>
<td>retired, N. Chatham, MA</td>
</tr>
<tr>
<td>Kevin J. O’Neil</td>
<td>President &amp; owner, Wilson’s Department Store, Greenfield, MA</td>
</tr>
<tr>
<td>Regis M. MacNeil-Johnston</td>
<td>President, Crocker Communications, Greenfield, MA</td>
</tr>
<tr>
<td>Eugene A. L’Etoile</td>
<td>President, Four Star Farms, Northfield, MA</td>
</tr>
<tr>
<td>Daniel Graves, Esq.</td>
<td>Partner, Law Offices of Daniel F. Graves, Bernardston, MA</td>
</tr>
</tbody>
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