

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies - FR Y-6

APR 11 2014

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, Rebecca Caplice

Reporter's Name, Street, and Mailing Address

GSB, MHC

Legal Title of Holding Company

400 Main St., PO Box 1537

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

Greenfield MA 01302

City State Zip Code

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:

Michael Mandile SVP & Treasurer

Name Title

413-774-3191

Area Code / Phone Number / Extension

413-775-0859

Area Code / FAX Number

mmandile@greenfieldsavings.com

E-mail Address

www.greenfieldsavings.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.

Rebecca B. Caplice

Signature of Holding Company Director and Official

4/3/2014

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 3309889-632607
 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:

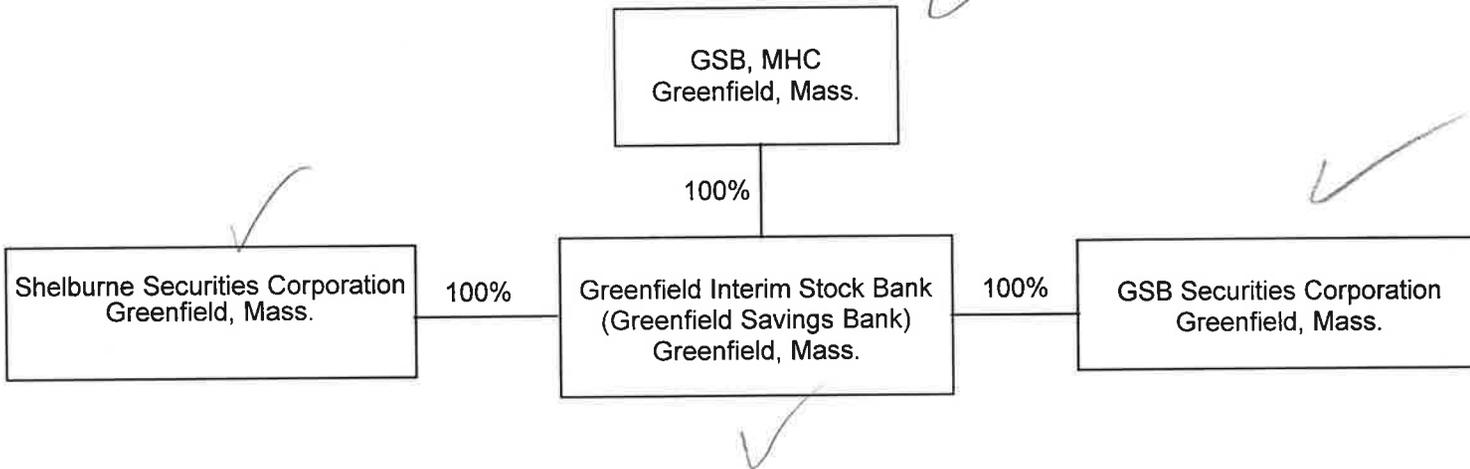
- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Wase

**Annual Report of Bank Holding Companies
GSB, MHC
Fiscal Year Ending December 31, 2013**

Report Item
2a. Organization Chart



Remains structure as of April 2014.

Done

Results: A list of branches for your holding company: GSB, MHC (3309889) of GREENFIELD, MA.
The data are as of 12/31/2013. Data reflects information that was received and processed through 04/02/2014.

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)	632607	GREENFIELD SAVINGS BANK	400 MAIN STREET	GREENFIELD	MA	01301	FRANKLIN	UNITED STATES	17797	0	GREENFIELD SAVINGS BANK	632607	
✓	OK	Full Service	3101690	UNIVERSITY DRIVE BRANCH	6 UNIVERSITY DRIVE	AMHERST	MA	01002	HAMPSHIRE	UNITED STATES	363114	5	GREENFIELD SAVINGS BANK	632607	
✓	OK	Full Service	134905	CONWAY BRANCH	181 PARSONS DRIVE	CONWAY	MA	01341	FRANKLIN	UNITED STATES	17866	6	GREENFIELD SAVINGS BANK	632607	
✓	OK	Full Service	4466828	KING STREET BRANCH	325A KING STREET	NORTHAMPTON	MA	01060	HAMPSHIRE	UNITED STATES	Not Required	Not Required	GREENFIELD SAVINGS BANK	632607	
✓	OK	Full Service	1223927	SHELBURNE FALLS BRANCH	58 BRIDGE STREET	SHELBURNE FALLS	MA	01370	FRANKLIN	UNITED STATES	291166	3	GREENFIELD SAVINGS BANK	632607	
✓	OK	Full Service	664907	SOUTH DEERFIELD BRANCH	61 NORTH MAIN STREET	SOUTH DEERFIELD	MA	01373	FRANKLIN	UNITED STATES	291165	2	GREENFIELD SAVINGS BANK	632607	
✓	OK	Full Service	634704	TURNERS FALLS BRANCH	282 AVENUE A	TURNERS FALLS	MA	01376	FRANKLIN	UNITED STATES	291164	1	GREENFIELD SAVINGS BANK	632607	

Form FR Y-6
GSB, MHC
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Names & Address	(2) Principal Occupation	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities are held
Rebecca Caplice Shelburne, MA	N/A	Trustee & President	Director & President (Greenfield Savings Bank & GSB Securities Corp. & Shelburne Securities Corp.)	N/A	N/A	N/A	N/A
Robert Cohn Greenfield, MA	Realtor	Trustee	Director (Greenfield Savings Bank)	President - Cohn & Company Real Estate	N/A	N/A	Cohn & Company Real Estate
Regina Curtis Warwick, MA	College Administrator	Trustee	Director (Greenfield Savings Bank)	Greenfield Community College	N/A	N/A	N/A
David Damery Greenfield, MA	Professor	Trustee	Director (Greenfield Savings Bank)	University of Massachusetts	N/A	N/A	N/A
Mark Donoghue Greenfield, MA	Realtor	Trustee	Director (Greenfield Savings Bank)	Donoghue Realty; Taylors Tavern	N/A	N/A	Donoghue Realty; Taylors Tavern
Timothy Farrell Greenfield, MA	Insurance Agent	Trustee	Director (Greenfield Savings Bank)	Gilmore & Farrell Insurance Agency	N/A	N/A	Gilmore & Farrell Insurance Agency
Edward Hammond Greenfield, MA	Retired	Trustee	Director (Greenfield Savings Bank & GSB Securities Corp. & Shelburne Securities Corp.)	N/A	N/A	N/A	N/A
Shane Hammond Bernardston, MA	College Administrator	Trustee	Director (Greenfield Savings Bank)	Greenfield Community College	N/A	N/A	N/A
Kenneth Kahn Leverett, MA	Attorney	Trustee	Director (Greenfield Savings Bank)	Kenneth P. Kahn, Attorney at Law	N/A	N/A	Kalmar Realty, LLC & Law Offices of Kenneth P. Kahn
Philip Lemere Greenfield, MA	N/A	Trustee & Clerk	Director, Executive Vice President & Clerk (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
James Lunt Greenfield, MA	Manufacturing	Trustee	Director (Greenfield Savings Bank)	President - Rogers, Lunt & Bowlen Co.	N/A	N/A	Rogers, Lunt & Bowlen Co.
Edward Margola Gill, MA	Certified Public Accountant	Trustee & Chairman	Director & Chairman (Greenfield Savings Bank & GSB Securities Corp. & Shelburne Securities Corp.)	Edward L. Margola, CPA	N/A	N/A	Edward L. Margola, CPA

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Joseph Poirier Shelburne, MA	Retired	Trustee	Director (Greenfield Savings Bank)	Greenfield Grille LLC/Federal Street Dining LLC	N/A	N/A	Federal Street Dining, LLC & Greenfield Grille LLC
Dennis Putnam Greenfield, MA	Certified Public Accountant	Trustee	Director (Greenfield Savings Bank)	Dennis Putnam CPA	N/A	N/A	Dennis Putnam CPA
John M. Shanahan Greenfield, MA	Production Manager	Trustee	Director (Greenfield Savings Bank)	Penfield Productions, Ltd.	N/A	N/A	Penfield Productions, Ltd.
Pamela Stobierski South Deerfield, MA	Attorney	Trustee	Director (Greenfield Savings Bank & GSB Securities Corp. & Shelburne Securities Corp.)	Partner - Stobierski & Stobierski	N/A	N/A	Stobierski & Stobierski
Warren Thomas, Jr. Turners Falls, MA	Retired	Trustee	Director (Greenfield Savings Bank & GSB Securities Corp. & Shelburne Securities Corp.)	N/A	N/A	N/A	Bostley Sales and Leasing, Inc.
Denise Coyne Montague, MA	N/A	Executive Vice President	Executive Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Carmen Bassett Ashfield, MA	N/A	Senior Vice President	Senior Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Alan Blanker Greenfield, MA	N/A	Senior Vice President	Senior Vice President (Greenfield Savings Bank) Clerk (GSB Securities Corp. & Shelburne Securities Corp.)	N/A	N/A	N/A	N/A
Lori Grover Greenfield, MA	N/A	Senior Vice President	Senior Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Mark Grumoli Northampton, MA	N/A	Senior Vice President	Senior Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Stephen Hamlin South Hadley, MA	N/A	Senior Vice President	Senior Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Michael Mandile Conway, MA	N/A	Senior Vice President	Senior Vice President & Treasurer (Greenfield Savings Bank) Treasurer (GSB Securities Corp. & Shelburne Securities Corp.)	N/A	N/A	N/A	N/A

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Andrew Bresciano Turners Falls, MA	N/A	Vice President	Vice President	N/A	N/A	N/A	N/A
Christopher Caouette Florence, MA		Vice President	Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
John Cormican Shelburne, MA	N/A	Vice President	Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Joan Cramer Amherst, MA	N/A	Vice President	Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Linda Dagilus South Deerfield, MA	N/A	Vice President	Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Maura Guzik Belchertown, MA	N/A	Vice President	Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Donald LaFontaine W. Chesterfield, NH	N/A	Vice President	Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Sandra Laude Greenfield, MA	N/A	Vice President	Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Joshua Parker Greenfield, MA	N/A	Vice President	Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Mark Russo Deerfield, MA	N/A	Vice President	Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A