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. John R. Heerwagen
   Name of the Holding Company Director and Official
   Chairman, President and CEO
   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 of the report concerning that individual.

   Signature of Holding Company Director and Official
   01/29/2014
   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

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 Federal Reserve Bank Use Only

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C.I.

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 (7100-0257), Washington, DC 20503.
Report Item

2.a. Organization Chart is included.
2.b. Domestic Branch Listing is included.
3. Securities Holders - N/A
4. Insider report is included.
<table>
<thead>
<tr>
<th>Position</th>
<th>Name</th>
<th>Company</th>
<th>Address</th>
<th>Phone</th>
<th>Email</th>
<th>Website</th>
<th>LinkedIn</th>
<th>Twitter</th>
<th>Facebook</th>
<th>Instagram</th>
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<th>Industry</th>
<th>Position</th>
<th>Experience</th>
<th>Education</th>
<th>Certification</th>
<th>Skills</th>
<th>Notes</th>
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<tbody>
<tr>
<td>President</td>
<td>John Doe</td>
<td>XYZ Corporation</td>
<td>123 Main St, Anytown, USA</td>
<td>123-456-7890</td>
<td><a href="mailto:john.doe@xyzcorp.com">john.doe@xyzcorp.com</a></td>
<td><a href="http://www.xyzcorp.com">www.xyzcorp.com</a></td>
<td>LinkedIn Profile</td>
<td>Twitter Handle</td>
<td>Facebook Page</td>
<td>Instagram Profile</td>
<td>LinkedIn URL</td>
<td>Industry</td>
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<td>Education</td>
<td>Certification</td>
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<td>Notes</td>
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**Form 8-K Filed: October 31, 2013**

**Report: Readers’ Comments**
<table>
<thead>
<tr>
<th>Bank Counsel</th>
<th>Executive Vice President of Human Resources</th>
<th>Interim Chief Financial Officer</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>

**The Frame Shop & Gallery**

- Board of Directors: N/A
- Executive Director: N/A
- Trustee:
  - Robert M. Wheelman, Esq.
  - Peter J. Wheelman
- Treasurer:
  - Michael J. Wheelman

**Framing Department**

- Director:
  - Michael J. Wheelman
- Trustee:
  - Michael J. Wheelman

**Frame Makers**

- Director:
  - Michael J. Wheelman
- Trustee:
  - Michael J. Wheelman

**Wonders of the Craft**

- Director:
  - Michael J. Wheelman
- Trustee:
  - Michael J. Wheelman

**Framing Institute**

- Director:
  - Michael J. Wheelman
- Trustee:
  - Michael J. Wheelman

**The Frame Shop**

- Executive Director: N/A
- Trustee:
  - Robert M. Wheelman, Esq.
  - Peter J. Wheelman

**Rotating Members**

- Director:
  - Michael J. Wheelman
- Trustee:
  - Michael J. Wheelman

**Executives and Trustees**

- Director:
  - Michael J. Wheelman
- Trustee:
  - Michael J. Wheelman

**Central Massachusetts Chapter**

- Director:
  - Michael J. Wheelman
- Trustee:
  - Michael J. Wheelman