

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, James F. Paulhus

Name of the Holding Company Director and Official

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.

Reporter's Name, Street, and Mailing Address

UFS Bancorp

Legal Title of Holding Company

49 Church Street

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

Whitinsville

MA

01588

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:

William M. Mahoney

Treasurer

Name

Title

508-849-4502

Area Code / Phone Number / Extension

508-234-7605

Area Code / FAX Number

bill.mahoney@unibank.com

E-mail Address

www.unibank.com

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

Signature of Holding Company Director and Official

03/26/2014

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
C.I.

2465519

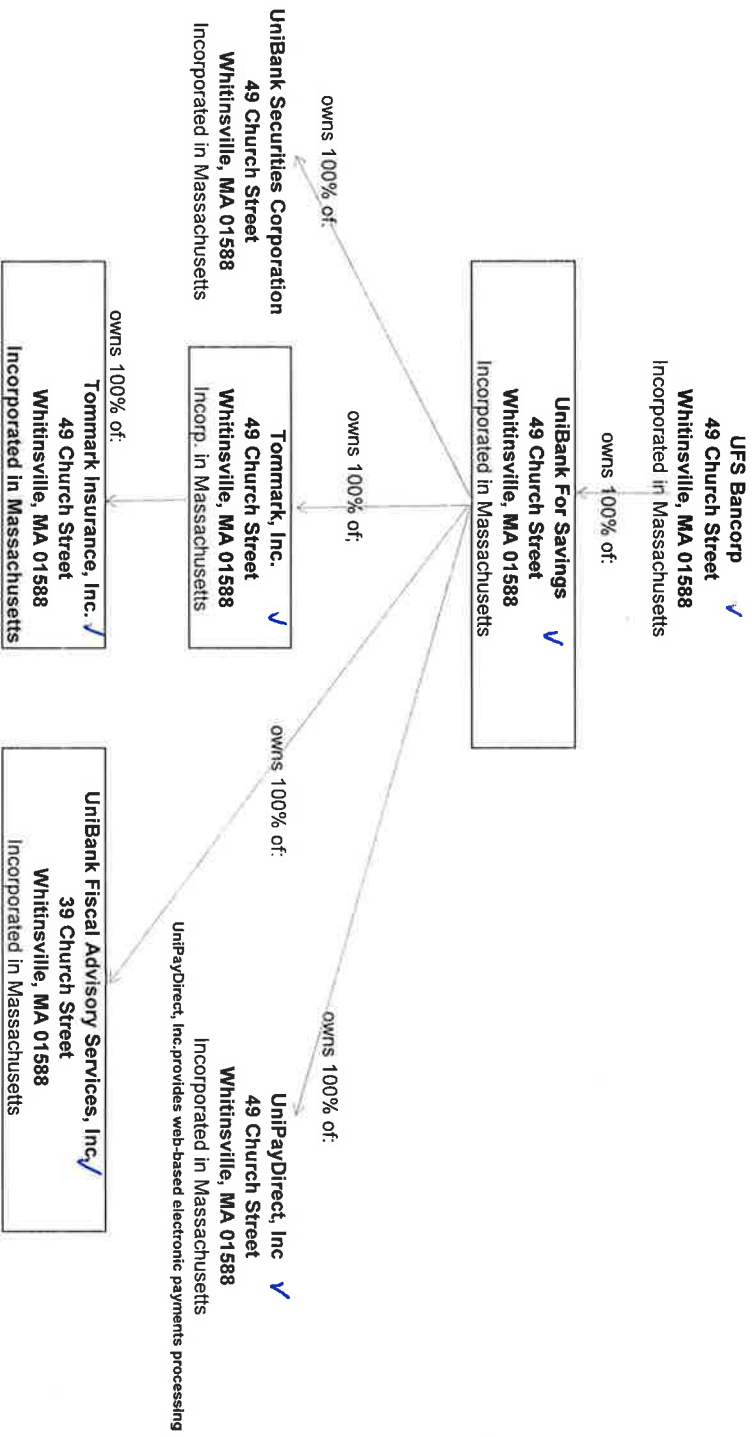
Does the reporter request confidential treatment for any portion of this submission?

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



UFS BC

*Luc*  
3.26

Results: A list of branches for your holding company: UFS BANCORP (2465519) of WHITINSVILLE, MA. The data 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)	709602	UNIBANK FOR SAVINGS	49 CHURCH ST	WHITINSVILLE	MA	01588	WORCESTER	UNITED STATES	17879		0	UNIBANK FOR SAVINGS	709602	
OK		Full Service	811206	BLACKSTONE BRANCH	10 CHERY STREET	BLACKSTONE	MA	01504	WORCESTER	UNITED STATES	291564		4	UNIBANK FOR SAVINGS	709602	
OK		Full Service	771908	EAST DOUGLAS BR	4 MECHANIC STREET	DOUGLAS	MA	01516	WORCESTER	UNITED STATES	291508		1	UNIBANK FOR SAVINGS	709602	
OK		Full Service	394447	PROSPECT STREET BRANCH	91 PROSPECT STREET	MILFORD	MA	01757	WORCESTER	UNITED STATES	489398		9	UNIBANK FOR SAVINGS	709602	
OK		Full Service	4531324	NORTH GRAFTON BRANCH	156 WORCESTER-PROVIDENCE TURNPIKE, ROUTE 140	NORTH GRAFTON	MA	01536	WORCESTER	UNITED STATES		Not Required		UNIBANK FOR SAVINGS	709602	
OK		Full Service	3177869	SUTTON SQUARE MALL BRANCH	113 MAIN STREET	SUTTON	MA	01590	WORCESTER	UNITED STATES	366337		7	UNIBANK FOR SAVINGS	709602	
OK		Full Service	2247868	WEST UPTON BRANCH	25 NORTH MAIN STREET	UPTON	MA	01568	WORCESTER	UNITED STATES	291509		5	UNIBANK FOR SAVINGS	709602	
OK		Full Service	8952068	NORTH MAIN ST BRANCH	1189 PROVIDENCE ROAD	WHITINSVILLE	MA	01588	WORCESTER	UNITED STATES	427036		2	UNIBANK FOR SAVINGS	709602	
OK		Full Service	3263600	WHITINSVILLE PLAZA BRANCH		WHITINSVILLE	MA	01588	WORCESTER	UNITED STATES			8	UNIBANK FOR SAVINGS	709602	
OK		Full Service	4422141	GOLD STAR BRANCH	24 GOLD STAR BOULEVARD	WORCESTER	MA	01605	WORCESTER	UNITED STATES		Not Required		UNIBANK FOR SAVINGS	709602	

(1) Name & Address (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) Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies of percentage of voting securities held)
John T Andreoli Shrewsbury, MA, USA	Insurance Broker	Trustee	Director Unibank for Savings; UnipayDirect, Inc.	President and Director - Andreoli Insurance Agency, Inc. President and Director - Green, Andreoli, Small Ins. Agency, Inc. Director: Salmon Health and Retirement	0%	0%	Sullivan Insurance Group - 50% Andreoli Insurance Group, Inc. - 100% Green Andreoli Small Insurance Agency, Inc. - 50%
John A Armstrong Whitinsville, MA, USA	Professor of Accounting and Finance: Nichols College CPA/Consultant to numerous CPA firms	Trustee	Director Unibank for Savings	Partner - Armstrong & Nogler CPAs Owner - John A Armstrong, CPA and Consultant Peer Review and Executive Committee - Mass Society of CPAs Chairman of Ethics Committee, member of Peer Review Board - Mass Assoc. of Public Accountants Board and Audit Committee - Nichols College Board and Audit Committee: Milford Hospital	0%	0%	Armstrong & Nogler, CPA - Managing Partner - 50% John A Armstrong, CPA and Consultant - 100%
Robert A Barnstein Richmond Hill, GA USA	Attorney/consultant	Executive Committee / Trustee	Executive Committee / Director - Unibank For Savings Director - UPASI	Chairman/CEO - Bay State Strategies Group Trustee - Becker College	0%	0%	Bay State Strategies Group - 50%
Charles E Broadhurst Uxbridge, MA USA	Retired	Trustee	Director Unibank for Savings	President, Board of Trustees, Pine Grove Cemetery Assoc.	0%	0%	
Denise H Brookhouse Whitinsville, MA USA	CFO, Lumber/Hardware Company	Trustee	Director - Unibank For Savings	Koopman Lumber Co, Inc. - CFO Hope Properties, LLC - Manager JP Properties LLC - Manager Graton Self Storage LLC - Member/Partner Whitinsville Christian School - Board of Trustees Whitin Community Center - Board of Trustees	0%	0%	Koopman Lumber Co, Inc. - 48% non-voting Hope Properties, LLC - 27% JP Properties LLC - 50% Graton Self Storage LLC - 27%
Robert B Clarke, Jr Whitinsville, MA USA	Retired	Clerk, Executive Committee / Trustee	Director and Clerk, Executive Committee Unibank for Savings Director/Secretary - Tommark.	Trustee: Robert B Clarke Trust	0%	0%	none
Michael J Kroll Uxbridge, MA USA	Retired	Trustee, Executive Committee	Executive Committee / Director - Unibank for Savings Director - Tommark	President and Director - Uxbridge Scholarship Fund, Inc. Director: REC Manufacturing Inc.	0%	0%	none
James W Kuekan Shrewsbury, MA USA	Financial Advisor	Trustee	Director - Unibank for Savings	Sole proprietor of James W Kuekan Ins & Fincl Planning	0%	0%	none

(1) Names & Address (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) Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies or percentage of voting securities held)
Joseph R. Meichelbeck Grafton, MA, USA	Treasurer King Philip Regional School District	Executive Committee / Trustee	Executive Committee / Director - Unibank for Savings Director - UFASI, Tommark	Treasurer King Philip Regional School District; Dighton Rehoboth Regional Schoold District; Tahanto Regional School District	0%	0%	none
John P. Meersma Whitinsville, MAUSA	President & Chief Executive Officer Iwaki America, Inc.	Trustee	Director Unibank for Savings	President, Chairman CEO - Iwaki America Inc Trustee - Whitinsville Christian School Director - Hydraulic Institute	0%	0%	Goldthwaite LLC - 100%
James F. Paulhus Auburn, MA USA	President & Chief Executive Officer Unibank for Savings	President & Chief Executive Officer Executive Committee / Trustee	President/Chief Executive Officer, Executive Committee/ Director - Unibank for Savings: Director - UFASI, Tommark UnipayDirect, Inc Treasurer/Director - Unibank Securities Corp	Director: Worcester Research Bureau Director: Worcester Education Partnership	0%	0%	none
Kathleen Salmon-Robinson Whitinsville, MA USA	Manager/Owner: Senior Housing and Healthcare	Trustee	Director Unibank for Savings	Board of Directors - Touchstone Community School, Grafton, MA Corporator - Whittin Community Center, Whitinsville, MA Board of Directors - Salmon Health and Retirement The Willows at Worcester Assisted Living, Northbridge, MA Whittin Place	0%	0%	none
Mary E. Thompson Whitinsville, MA USA	Town Accountant	Trustee	Director Unibank for Savings	Town Accountant - Town of Shrewsbury Secretary - Mass Municipal Auditors & Accountants' Association	0%	0%	none
Timothy P Wickstrom Whitinsville, MA USA	Attorney	Chairman of the Board Executive Committee / Trustee	Chairman of the Board / Executive Committee/ Director - Unibank for Savings Director - UFASI, Tommark, UnipayDirect	Partner - Wickstrom Morse LLP Trustee - Pine Grove Cemetery	0%	0%	none
William M. Mahoney Auburn, MA USA	Treasurer Unibank for Savings	Treasurer	Treasurer - Unibank for Savings, Unibank Fiscal Advisory Tommark, Tommark Insurance Corp, UnipayDirect, Inc. Treasurer/Director - Unibank Securities Corp	Treasurer: Auburn Youth and Family Services, Inc. Finance Committee: Youth Opportunities Upheld, Inc.	0%	0%	none