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Board of Governors of the Federal Reserve System

MAR 31 2015



Annual Report of Holding Companies—FR Y-6
Supervision, Regulation and
Credit Department

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, 2014

Month / Day / Year

I, Mark R. O'Connell

Name of the Holding Company Director and Official

President & 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 in the report concerning that individual.

Signature of Holding Company Director and Official

03/30/2015

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 2465528
C.I. _____

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Assabet Valley Bancorp

Legal Title of Holding Company

42 Main Street

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

Hudson MA 01749
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Karen E. Moe Vice President Financial An

Name Title

978-567-3582

Area Code / Phone Number / Extension

978-567-3601

Area Code / FAX Number

k.moe@avidiabank.com

E-mail Address

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.

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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2014 FORM Y-6

**ASSABET VALLEY BANCORP
42 MAIN STREET
HUDSON, MA 01749
FISCAL YEAR ENDING DECEMBER 31, 2014**

Report Item 1A *Form 10-K*

N/A

Report Item 1B *Annual Reports*

Enclosed

Report Item 2 *Organizational Chart*

Enclosed

Report Item 3 *Shareholders*

Assabet Valley Bancorp is a mutually owned holding company. There are no shareholders.

Report Item 4 *Directors and Officers*

Enclosed report

FORM FR Y-6
ASSABET VALLEY BANCORP
42 MAIN STREET
HUDSON, MA 01749

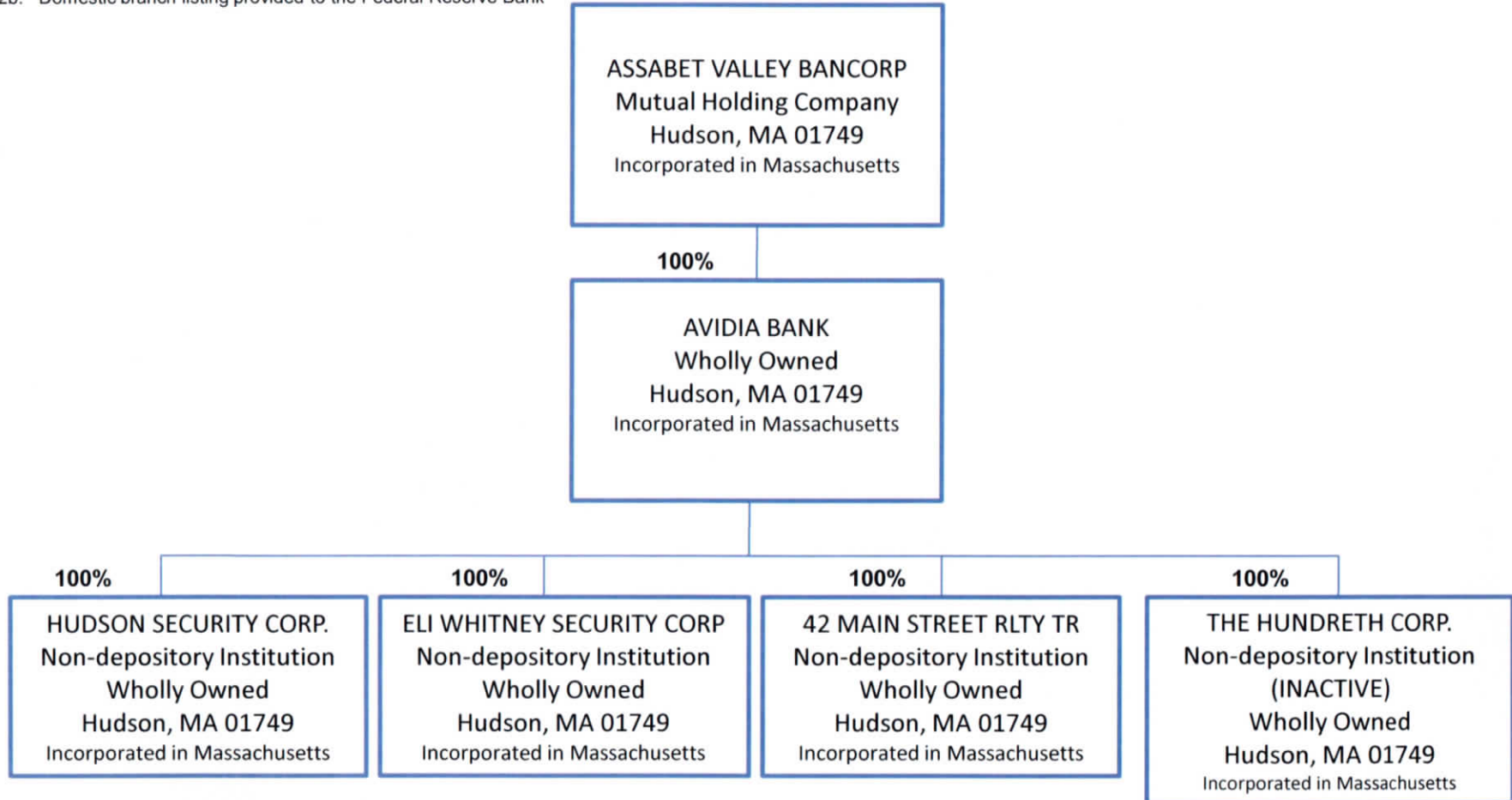
Report Item

1. The savings and loan holding company prepares an annual report for its securities holders and is not registered with the SEC. As specified by the responsible Reserve Bank, 2 copies are enclosed.

Fiscal Year ending December 31, 2014

2a: Organizational Chart

2b: Domestic branch listing provided to the Federal Reserve Bank



Results: A list of branches for your depository institution: **AVIDIA BANK (ID_RSSD: 619701)**.
 This depository institution is held by **ASSABET VALLEY BANCORP (2465528)** of HUDSON, MA.
 The data are as of **12/31/2014**. Data reflects information that was received and processed through **01/07/2015**.

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)	619701		AVIDIA BANK	42 MAIN STREET	HUDSON	MA	01749	MIDDLESEX	UNITED STATES	17806		0	AVIDIA BANK	619701
OK		Full Service	3148882		CLINTON MAIN STREET BRANCH	1073 MAIN STREET, WOODRUFF PLAZA	CLINTON	MA	01510	WORCESTER	UNITED STATES	366131		3	AVIDIA BANK	619701
OK		Full Service	684204		HUDSON SHOPPING CENTER BRANCH	221 WASHINGTON STREET	HUDSON	MA	01749	MIDDLESEX	UNITED STATES	291216		1	AVIDIA BANK	619701
OK		Full Service	3374104		LECOMINSTER BRANCH	470 LANCASTER STREET	LECOMINSTER	MA	01453	WORCESTER	UNITED STATES	443981		4	AVIDIA BANK	619701
OK		Full Service	2572444		MARLBOROUGH BRANCH	256 MAPLE STREET	MARLBOROUGH	MA	01752	MIDDLESEX	UNITED STATES	291217		2	AVIDIA BANK	619701
OK		Full Service	891703		NORTHBOROUGH BRANCH	53 W MAIN ST	NORTHBOROUGH	MA	01532	WORCESTER	UNITED STATES	291534		6	AVIDIA BANK	619701
OK		Full Service	2616414		SHREWSBURY BRANCH	23 MAPLE AVENUE	SHREWSBURY	MA	01545	WORCESTER	UNITED STATES	291537		9	AVIDIA BANK	619701
Close	3/28/2014	Full Service	952305		WEST MAIN BRANCH	33 W MAIN ST	WESTBOROUGH	MA	01581	WORCESTER	UNITED STATES	291535		7	AVIDIA BANK	619701
Close	3/28/2014	Full Service	4664558		WEST MAIN STREET BRANCH	33 WEST MAIN STREET	WESTBOROUGH	MA	01581	WORCESTER	UNITED STATES	Not Required	Not Required		AVIDIA BANK	619701
OK		Full Service	704906		WESTBOROUGH EAST BRANCH	100 EAST MAIN STREET	WESTBOROUGH	MA	01581	WORCESTER	UNITED STATES	17888		5	AVIDIA BANK	619701
OK		Full Service	4124959		WILLOWS BRANCH	1 LYMAN STREET	WESTBOROUGH	MA	01581	WORCESTER	UNITED STATES	291536		8	AVIDIA BANK	619701

Name	Address	Principal Occupation	Title w/BHC (3a)	Title w/subsidiaries (3b)	Title w/other businesses (3c)	Shares	Shares	Shares w/other
Oliver F Nunes, Jr	[REDACTED], MA 01749	Retired	Advisory Council	none	none	n/a	n/a	n/a
Arthur E Lemire	[REDACTED] Southboro, MA 01772	Retired	Trustee	Director	none	n/a	n/a	n/a
Benjamin H. Colonero Jr	[REDACTED], Northboro, MA 01532	Executive Director	Trustee	Director	Executive Director, The Willows at Westborough	n/a	n/a	n/a
Brian Parker	[REDACTED], Marlboro, MA 01752	Retired	Trustee	Director	None	n/a	n/a	n/a
David F Lamson	[REDACTED] Bolton, MA 01740	Retired		none	Chairman / R.S. Lamson & Sons	n/a	n/a	4%
Fred B Williams	[REDACTED] Southborough, Ma. 01772	Attorney	Trustee	Director/Chairman of the Board	none	n/a	n/a	n/a
James Ball	[REDACTED], Westboro, MA 01581	Financial Advisor	Trustee	Director	President	n/a	n/a	100%
James Tashjian	[REDACTED], Westboro, MA 01581	Attorney	Trustee	Director	Partner-Tashjian Simsarian LLP	n/a	n/a	n/a
Jeff Leland	[REDACTED] Northboro, MA 01532	Attorney	Trustee	Director	Vice President - LeLand Law Assoc.	n/a	n/a	50%
Jeff Leland		Business Owner	Trustee	Director	President/ South St Inc	n/a	n/a	40%
Jeff Leland		Vice President/Leland Insurance Agency	Trustee	Director	Vice President - Leland Insurance Agency	n/a	n/a	50%
Joseph Grimaldo	[REDACTED], Marlboro, MA 01752	CPA	Trustee	Director	none	n/a	n/a	n/a
Joseph MacDonough	[REDACTED], Westboro, MA 01581	Retired	Trustee	Director	Director/Treasurer Westborough TV	n/a	n/a	n/a
Lona Lamson	[REDACTED] Hudson, MA 01749	Lumber Dealer / President	Trustee	Director	President / RS Lamson & Sons	n/a	n/a	30%
M Neil Flanigan	[REDACTED] Ashland, MA 01721	Certified Public Accountant	Trustee	Director	Partner / Flanigan, Cotillo & Mainzer, LLP	n/a	n/a	33.30%
Michael Girard, DC	[REDACTED] Hudson, MA 01749	Chiropractor	Trustee	Director	Owner / Hudson Chiropractic	n/a	n/a	100%
Nancy Carlson	[REDACTED] Grafton, MA 01519	Business Owner	Trustee	Director	President/ The Suburban Group	n/a	n/a	100%
Nicholas Zayka	[REDACTED] Bolton, MA 01740	Business Owner	Trustee	Director	Clerk / Machining for Electronics, Inc	n/a	n/a	45%
Nicholas Zayka					President / Aero Brazing Corp	n/a	n/a	50%
Michael D. Murphy	[REDACTED] Bolton, MA 01740	Business Owner	Trustee	Director	President/Murphy Group	n/a	n/a	10%
Paul W Blazar	[REDACTED] Hudson, MA 01749	Retired	Trustee	Director	none	n/a	n/a	n/a
Paul McGrath	[REDACTED] Westboro, MA 01581	CPA	Trustee	Director	none	n/a	n/a	n/a
Phyllis Stone	[REDACTED] Northboro, MA 01532	Retired	Trustee	Director	none	n/a	n/a	n/a
Roger Leland	[REDACTED] Northboro, MA 01532	Attorney	Advisory Council	none	none	n/a	n/a	50%
Walter Kinell	[REDACTED] Westboro, MA 01581	Retired	Advisory Council	none	none	n/a	n/a	n/a
Will E Kirkpatrick	[REDACTED] Hudson, MA 01749	Painter	Trustee	Director	none	n/a	n/a	n/a
Mark R O'Connell	[REDACTED] Hudson, MA 01749	President of Avidia Bank	Trustee	Director	none	n/a	n/a	n/a
Margaret Sullivan	[REDACTED] Hudson, MA 01749	CFO of Avidia Bank	None	Executive Vice President-CFO	none	n/a	n/a	n/a
Richard O. Schrader	[REDACTED] Stow, MA 01775	SVP of Avidia Bank	None	Senior Vice President	none	n/a	n/a	n/a
Lee Thompson	[REDACTED] Maynard, MA 01754	SVP of Avidia Bank	None	Senior Vice President	none	n/a	n/a	n/a
Thomas J. Allain	[REDACTED] Leominster, MA 01453	SVP of Avidia Bank	None	Senior Vice President	none	n/a	n/a	n/a
Joseph G. Sova	[REDACTED] Sterling, MA 01564	SVP of Avidia Bank	None	Senior Vice President	none	n/a	n/a	n/a
Bartholomew H. Murphy	[REDACTED] Holden, MA 01520	EVP Avidia Bank	None	EVP Avidia Bank	none	n/a	n/a	n/a
Gerald Curley	[REDACTED] Bolton, MA 01740	EVP of Avidia Bank	None	Executive Vice President	none	n/a	n/a	n/a
Michael Allard	[REDACTED] Franklin, MA 02038	SVP of Avidia Bank	None	Senior Vice President-Marketing	none	n/a	n/a	n/a
Robert Conery	[REDACTED] Acton, MA 01720	EVP Avidia Bank	None	Executive Vice President - COO	none	n/a	n/a	n/a
Neil Buckley	[REDACTED] Leominster, MA 01453	SVP of Avidia Bank	None	Senior Vice President	none	n/a	n/a	n/a
Robert Callahan	[REDACTED] Hopedale, MA 01767	SVP of Avidia Bank	None	Senior Vice President	none	n/a	n/a	n/a
Thomas Doane	[REDACTED] Auburn, MA 01501	SVP of Avidia Bank	None	Senior Vice President	none	n/a	n/a	n/a
Donald J. Frost III	[REDACTED] Walpole, MA 02081	SVP of Avidia Bank	None	Senior Vice President	none	n/a	n/a	n/a
Sharon Quinn	[REDACTED] Medway, MA 02053	SVP of Avidia Bank	None	Senior Vice President	none	n/a	n/a	n/a
Michael Semizoglou	[REDACTED] Shrewsbury, MA 01545	SVP of Avidia Bank	None	Senior Vice President	Treasurer Washington Gateway Main Street Inc.	n/a	n/a	n/a
James D. Wilkins	[REDACTED] Hudson, MA 01749	SVP of Avidia Bank	None	Senior Vice President	none	n/a	n/a	n/a