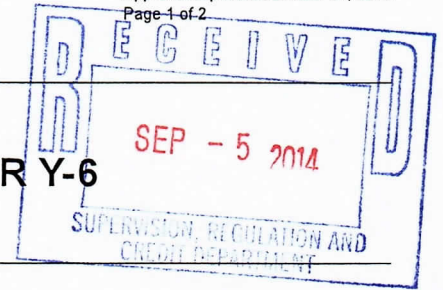


Board of Governors of the Federal Reserve System



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.

Trad Campbell
Name of the Holding Company Director and Official

SVP/Treasurer
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]
Signature of Holding Company Director and Official

Date of Signature 8/25/14

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 1985131
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):
6/30/2014

Month / Day / Year

Reporter's Name, Street, and Mailing Address
Berkshire Financial Services, Inc.

Legal Title of Holding Company

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

Lee, MA 01238
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Jill Cozzaglio Accountant II
Name Title

(413) 243-9271
Area Code / Phone Number / Extension

(413) 243-1524
Area Code / FAX Number

jcozzaglio@leebank.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

2nd review
11-6-14 Epm

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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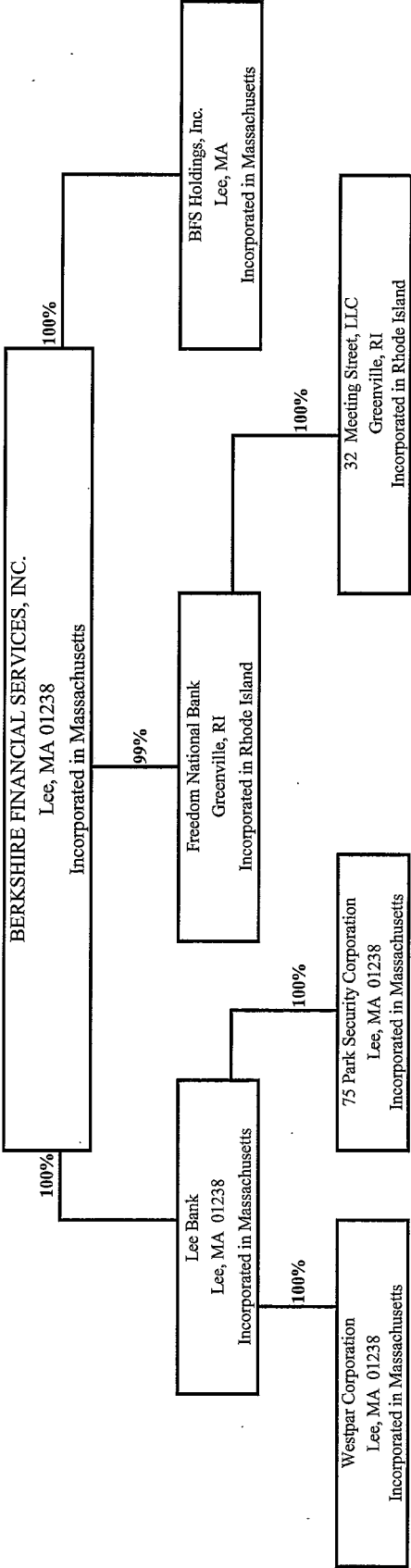
BERKSHIRE FINANCIAL SERVICES, INC.

Report Item 1: Annual Report to Shareholders

Berkshire Financial Services does not normally prepare an annual report for shareholders

BERKSHIRE FINANCIAL SERVICES, INC.

Report Item 2a: Organization Chart



BERKSHIRE FINANCIAL SERVICES, INC.

Report Item 3: Securities Holders

Mutual Holding Company - Not Applicable

Report Item 4: Insiders (Directors and Officers)

Trad A. Campbell Pittsfield, MA	Sr. Vice	Sr. Vice	Treasurer	Treasurer	Treasurer		
Kathy Naventi-Brown Lee, MA		Sr. Vice President - Commercial Lending					
Jessie Schoonmaker Pittsfield, MA		Sr. Vice President - Retail Banking					
Bruce Marzotto Great Barrington, MA		Sr. Vice President - Commercial Lending					

Results: A list of branches for your holding company: BERKSHIRE FINANCIAL SERVICES, INC. (1985131) of LEE, MA
The data are as of 06/30/2014. Data reflects information that was received and processed through 07/06/2014.

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://fionline.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Action	Effective Date	Branch Service Type	ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK	6/30/2014	Full Service (Head Office)	3051432	FREEDOM NATIONAL BANK	584 PUTNAM PIKE	GREENVILLE	RI	02828	PROVIDE	UNITED STATES	360137	0	FREEDOM NATIONAL BANK	3051432	
OK	6/30/2014	Full Service (Head Office)	3633623	CUMBERLAND BRANCH	2150 MENDON ROAD	CUMBERLAND	RI	02864	PROVIDE	UNITED STATES	428049	1	FREEDOM NATIONAL BANK	3051432	
OK	6/30/2014	Full Service (Head Office)	790703	LEE BANK	75 PARK STREET	LEE	MA	01238	BERKSHIRE	UNITED STATES	47726	0	LEE BANK	790703	
OK	6/30/2014	Full Service	3633481	GREAT BARRINGTON BRANCH	279 MAIN STREET	GREAT BARRINGTON	MA	01230	BERKSHIRE	UNITED STATES	289829	3	LEE BANK	790703	
Change	11/7/2013	Full Service	4573641	LENEX BRANCH	450 PITTSFIELD LENOX RD.	LENEX	MA	01240	BERKSHIRE	UNITED STATES	Not Required	Not Required	LEE BANK	790703	
OK	6/30/2014	Full Service	4438629	NORTH STREET PITTSFIELD BRANCH	75 NORTH ST.	PITTSFIELD	MA	01201	BERKSHIRE	UNITED STATES	Not Required	Not Required	LEE BANK	790703	
OK	6/30/2014	Full Service	731108	STOCKBRIDGE BRANCH	3 ELM STREET	STOCKBRIDGE	MA	01262	BERKSHIRE	UNITED STATES	291247	2	LEE BANK	790703	