

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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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

549300AS2OC6UMMBNO37

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

Reporter's Name, Street, and Mailing Address

Berkshire Hills Bancorp, Inc.

Legal Title of Holding Company

24 North Street

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

Pittsfield

MA

01201

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Brett Brbovic

VP, Controller

Name

Title

413-553-3459

Area Code / Phone Number / Extension

413-448-9062

Area Code / FAX Number

BBrbovic@BerkshireBank.com

E-mail Address

BerkshireBank.com

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

I, Michael P. Daly

Name of the Holding Company Director and Official

Director, 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.

Michael P. Daly
 Signature of Holding Company Director and Official

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

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RSSD ID 2333663
 C.I. _____

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

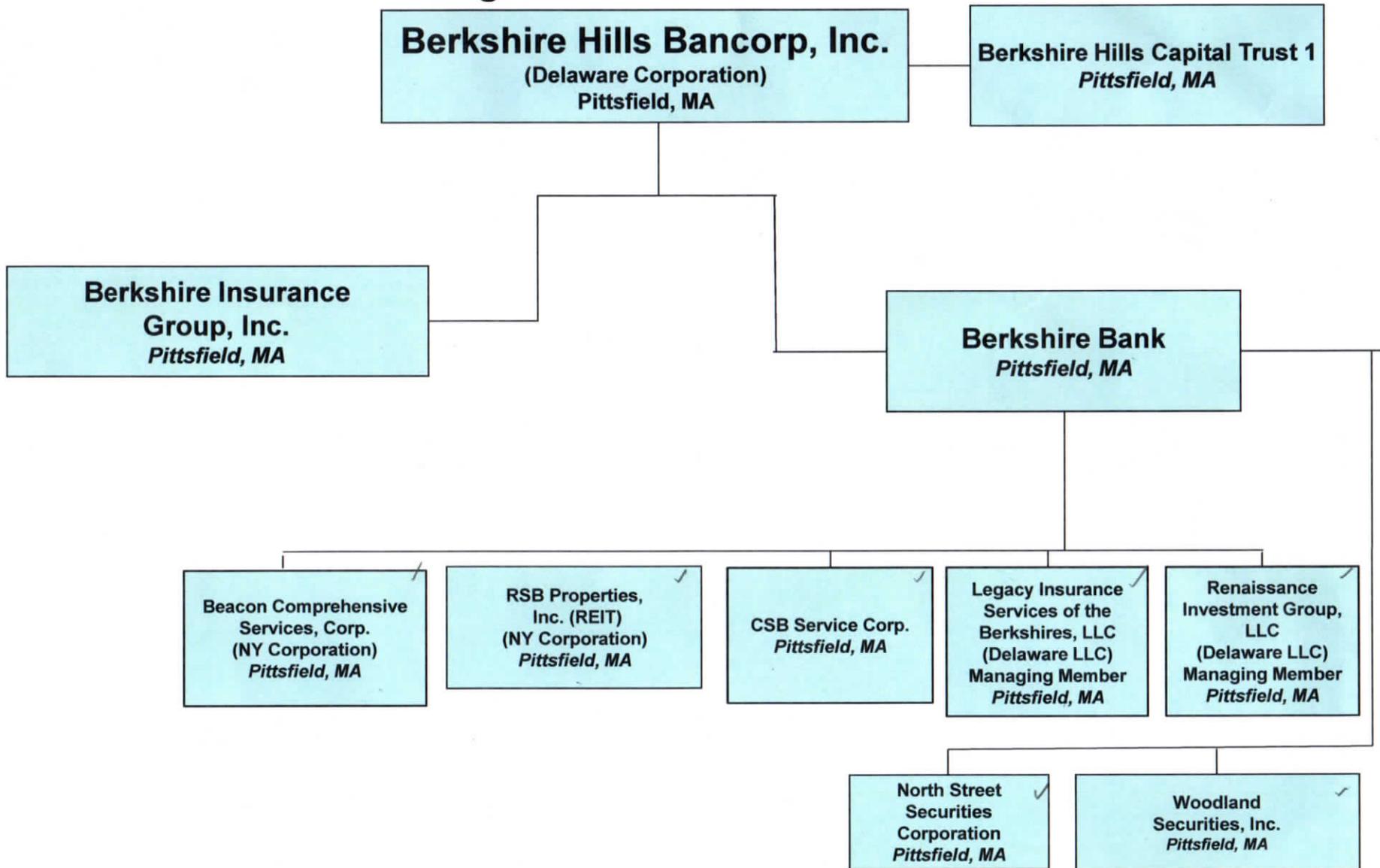
Yes Please identify the report items to which this request applies:

- 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

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2/10/15
EBO 4/12/2015

Form FR Y-6 : Berkshire Hills Bancorp & Subsidiaries Organization Chart 12/31/14



*All entities organized in MA, unless otherwise noted and are owned 100% by the direct holder.

BERKSHIRE HILLS BANCORP

FOHM PR Y-6
Fiscal Year Ending December 31, 2014
Report Item 26: Branch Listing

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNIMUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	473501	BERKSHIRE BANK	24 NORTH STREET	PITTSFIELD	MA	01201	BERKSHIRE	UNITED STATES	16536	0	BERKSHIRE BANK	473501	
OK		Full Service	3383629	GLASTONBURY BRANCH	7 SYCAMORE STREET	GLASTONBURY	CT	06033	HARTFORD	UNITED STATES	428004	79	BERKSHIRE BANK	473501	
OK		Full Service	3383638	STATE HOUSE SQUARE BRANCH	58 STATE HOUSE SQUARE	HARTFORD	CT	06103	HARTFORD	UNITED STATES	511416	84	BERKSHIRE BANK	473501	
OK		Full Service	4181505	ST FRANCIS HOSPITAL BRANCH	134 WOODLAND STREET	HARTFORD	CT	06105	HARTFORD	UNITED STATES	465194	81	BERKSHIRE BANK	473501	
OK		Full Service	3461611	NEWINGTON BRANCH	56 CEDAR STREET	NEWINGTON	CT	06111	HARTFORD	UNITED STATES	478791	83	BERKSHIRE BANK	473501	
OK		Full Service	3650291	ROCKY HILL BRANCH	398 CROMWELL AVENUE	ROCKY HILL	CT	06067	HARTFORD	UNITED STATES	452594	80	BERKSHIRE BANK	473501	
CHANGE	11/5/2015	Full Service	3396155	VERMION BRANCH	435 HARTFORD TURNPIKE	VERMION	CT	06307	HARTFORD	UNITED STATES	428003	78	BERKSHIRE BANK	473501	
OK		Full Service	3260672	WEST HARTFORD BRANCH	927 FARMINGTON AVENUE	WEST HARTFORD	CT	06095	HARTFORD	UNITED STATES	465791	87	BERKSHIRE BANK	473501	
OK		Full Service	2612570	WINDSOR BRANCH	148 BROAD STREET	WINDSOR	CT	06095	HARTFORD	UNITED STATES	290811	89	BERKSHIRE BANK	473501	
OK		Full Service	4110609	CHELMSFORD BRANCH	116 CHELMSFORD STREET	CHELMSFORD	MA	01824	MIDDLESEX	UNITED STATES	423080	26	BERKSHIRE BANK	473501	
OK		Full Service	3214021	CHECOREE BRANCH	1339 MEMORIAL DRIVE	CHECOREE	MA	01020	HAMPDEN	UNITED STATES	423080	26	BERKSHIRE BANK	473501	
OK		Full Service	4518853	DALTON BRANCH	488 MAIN STREET	DALTON	MA	01226	BERKSHIRE	UNITED STATES	360987	25	BERKSHIRE BANK	473501	
OK		Full Service	3449178	EAST LONGMEADOW BRANCH	72 SHAEER ROAD	EAST LONGMEADOW	MA	01028	HAMPDEN	UNITED STATES	291553	23	BERKSHIRE BANK	473501	
OK		Full Service	2523074	FEEDING HILLS BRANCH	1359 SPRINGFIELD STREET	FEEDING HILLS	MA	01030	HAMPDEN	UNITED STATES	393584	4	BERKSHIRE BANK	473501	
OK		Full Service	3097073	STOCKBRIDGE RD BRANCH	255 STOCKBRIDGE ROAD	GREAT BARRINGTON	MA	01230	BERKSHIRE	UNITED STATES	17795	7	BERKSHIRE BANK	473501	
OK		Full Service	660002	GB MAIN ST BRANCH	244 MAIN STREET	GREAT BARRINGTON	MA	01230	BERKSHIRE	UNITED STATES	17801	75	BERKSHIRE BANK	473501	
OK		Full Service	600606	HAYDENVILLE BRANCH	142 MAIN STREET	HAYDENVILLE	MA	01039	HAMPSHIRE	UNITED STATES	225605	11	BERKSHIRE BANK	473501	
OK		Full Service	115007	LEE BRANCH	1 PARK STREET	LEE	MA	01238	BERKSHIRE	UNITED STATES	17813	64	BERKSHIRE BANK	473501	
OK		Full Service	4362685	LENOX PRICE CHOPPER BRANCH	495 PITTSFIELD LENOX ROAD	LENOX	MA	01240	BERKSHIRE	UNITED STATES	193685	5	BERKSHIRE BANK	473501	
OK		Full Service	4518651	LENOX MAIN ST BRANCH	25 MAIN STREET	LENOX	MA	01240	BERKSHIRE	UNITED STATES	432003	27	BERKSHIRE BANK	473501	
OK		Full Service	3449187	LONGMEADOW BRANCH	138 LONGMEADOW STREET	LONGMEADOW	MA	01306	HAMPDEN	UNITED STATES	193685	5	BERKSHIRE BANK	473501	
OK		Full Service	2684347	LUDLOW BRANCH	491 CENTER STREET	LUDLOW	MA	01056	HAMPDEN	UNITED STATES	193549	14	BERKSHIRE BANK	473501	
OK		Full Service	355401	NORTH ADAMS BRANCH	37 MAIN STREET	NORTH ADAMS	MA	01247	BERKSHIRE	UNITED STATES	291404	58	BERKSHIRE BANK	473501	
OK		Full Service	729301	OTIS BRANCH	30 EAST OTIS ROAD	OTIS	MA	01201	BERKSHIRE	UNITED STATES	275602	15	BERKSHIRE BANK	473501	
OK		Full Service	413404	W HOUSATONIC STREET BRANCH	480 WEST HOUSATONIC STREET	PITTSFIELD	MA	01201	BERKSHIRE	UNITED STATES	291404	58	BERKSHIRE BANK	473501	
OK		Full Service	114905	ALLENDALE OFFICE	39 CHESHIRE	PITTSFIELD	MA	01201	BERKSHIRE	UNITED STATES	291402	3	BERKSHIRE BANK	473501	
OK		Full Service	595805	ELM STREET BRANCH	165 ELM STREET	PITTSFIELD	MA	01201	BERKSHIRE	UNITED STATES	17855	56	BERKSHIRE BANK	473501	
OK		Full Service	351207	NORTH STREET BRANCH	99 NORTH STREET	PITTSFIELD	MA	01201	BERKSHIRE	UNITED STATES	193758	16	BERKSHIRE BANK	473501	
OK		Full Service	302203	WEST STREET BRANCH	66 WEST STREET	PITTSFIELD	MA	01201	BERKSHIRE	UNITED STATES	291403	57	BERKSHIRE BANK	473501	
OK		Full Service	596307	WILLIAMS STREET BRANCH	734 WILLIAM STREET	PITTSFIELD	MA	01201	BERKSHIRE	UNITED STATES	291160	9	BERKSHIRE BANK	473501	
OK		Full Service	629105	SHEFFIELD BRANCH	303 MAIN STREET	SHEFFIELD	MA	01257	BERKSHIRE	UNITED STATES	291500	22	BERKSHIRE BANK	473501	
OK		Full Service	2012623	SOUTH HADLEY BRANCH	74 LAING ST	SOUTH HADLEY	MA	01075	HAMPSHIRE	UNITED STATES	291548	21	BERKSHIRE BANK	473501	
OK		Full Service	953900	SOUTHWICK BRANCH	608 COLLEGE HIGHWAY	SOUTHWICK	MA	01077	HAMPDEN	UNITED STATES	510566	47	BERKSHIRE BANK	473501	
OK		Full Service	4180944	SPRINGFIELD BRANCH	1259 EAST COLUMBUS AVE	SPRINGFIELD	MA	01108	HAMPDEN	UNITED STATES	225003	10	BERKSHIRE BANK	473501	
OK		Full Service	349400	STOCKBRIDGE BRANCH	32 MAIN STREET	STOCKBRIDGE	MA	01567	BERKSHIRE	UNITED STATES	291161	3	BERKSHIRE BANK	473501	
OK		Full Service	659600	WEST STOCKBRIDGE BRANCH	2 DEPOIT STREET	WEST STOCKBRIDGE	MA	01266	BERKSHIRE	UNITED STATES	291161	3	BERKSHIRE BANK	473501	
OK		Full Service	4789349	WESTBOROUGH BRANCH	303 TURNPIKE RD	WESTBOROUGH	MA	01581	WORCESTER	UNITED STATES	291547	20	BERKSHIRE BANK	473501	
OK		Full Service	306300	LITTLE RIVER BRANCH	44 LITTLE RIVER RD	WESTFIELD	MA	01085	HAMPDEN	UNITED STATES	441428	18	BERKSHIRE BANK	473501	
OK		Full Service	618405	COURT ST OFFICE	31 COURT ST	WESTFIELD	MA	01085	HAMPDEN	UNITED STATES	517234	40	BERKSHIRE BANK	473501	
OK		Full Service	3378568	ALBANY STATE ST BRANCH	41 STATE STREET	ALBANY	NY	12207	ALBANY	UNITED STATES	460994	35	BERKSHIRE BANK	473501	
OK		Full Service	4782595	CENTRAL AVENUE ALBANY BRANCH	979 CENTRAL AVENUE	ALBANY	NY	12209	ALBANY	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501	
OK		Full Service	3531235	COLOMIE BRANCH	157 VLY ROAD	AMSTERDAM	NY	12010	MONTGOMERY	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501	
OK		Full Service	684532	AMSTERDAM BRANCH	140 SANFORD FARMS SHOPPING CTR	AMSTERDAM	NY	12013	GREENE	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501	
OK		Full Service	340706	CAIRO OFF	440 MAIN STREET	CAIRO	NY	12013	COLUMBIA	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501	
OK		Full Service	279301	CHATHAM OFF	52 52 MAIN STREET	CHATHAM	NY	12037	COLUMBIA	UNITED STATES	444590	29	BERKSHIRE BANK	473501	
OK		Full Service	3378559	CLIFTON PARK BRANCH	15 PARK AVENUE	CLIFTON PARK	NY	12065	SARATOGA	UNITED STATES	527921	76	BERKSHIRE BANK	473501	
OK		Full Service	4370706	WOLF ROAD BRANCH	88 WOLF ROAD	COLDIE	NY	12205	ALBANY	UNITED STATES	451220	30	BERKSHIRE BANK	473501	
OK		Full Service	3446376	DELMAR BRANCH	255 DELAWARE AVENUE	DELMAR	NY	12054	ALBANY	UNITED STATES	451242	31	BERKSHIRE BANK	473501	
OK		Full Service	3445853	EAST GREENBUSH BRANCH	802 COLUMBIA TURNPIKE	EAST GREENBUSH	NY	12061	RENSSELAER	UNITED STATES	78235	87	BERKSHIRE BANK	473501	
OK		Full Service	4513697	NORTHERN BLVD BRANCH	6788 NORTHERN BOULEVARD	EAST SYRACUSE	NY	13057	MONROE	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501	
OK		Full Service	496184	MANHATTAN CENTER BRANCH	6811 MANHATTAN CENTER ROAD	EAST SYRACUSE	NY	13057	MONROE	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501	
OK		Full Service	2310002	GLENS FALLS BRANCH	14 LA ROSE STREET	GLENS FALLS	NY	12801	WARREN	UNITED STATES	462797	36	BERKSHIRE BANK	473501	
OK		Full Service	3611126	GLENNVILLE BRANCH	262 SARATOGA ROAD	GLENNVILLE	NY	12502	SCHENECTADY	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501	
OK		Full Service	413600	GREENVILLE OFFICE	11565 HIGHWAY 32	GREENVILLE	NY	12088	GREENE	UNITED STATES	458842	34	BERKSHIRE BANK	473501	
OK		Full Service	3616251	TOWN CENTER BRANCH	1704 WESTERN AVENUE	GUILDERLAND	NY	12084	ALBANY	UNITED STATES	458005	33	BERKSHIRE BANK	473501	
OK		Full Service	3516242	HALFMOON BRANCH	7 HALFMOON CROSSING	HALFMOON	NY	12065	SARATOGA	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501	
OK		Full Service	532101	HUDSON OFF	561 WARREN STREET	HUDSON	NY	12534	COLUMBIA	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501	
OK		Full Service	165014	ILION BRANCH	1 CENTRAL PLAZA	ILION	NY	13357	HERKIMER	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501	
OK		Full Service	344900	JOHNSTOWN OFF	51 WEST MAIN STREET	JOHNSTOWN	NY	12095	FULTON	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501	
OK		Full Service	4238717	NEW LONDON ROAD LATHAM BRANCH	6338 NEW LONDON ROAD	LATHAM	NY	12130	ALBANY	UNITED STATES	542460	96	BERKSHIRE BANK	473501	
OK		Full Service	4518660	TRON-SCHENECTADY ROAD BRANCH	1702 TRON-SCHENECTADY ROAD	LATHAM	NY	12130	ALBANY	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501	
OK		Full Service	255006	LITTLE FALLS BRANCH	1 WEST MAIN STREET	LITTLE FALLS	NY	13365	HERKIMER	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501	
OK		Full Service	4642967	LOUDONVILLE	399 ALBANY SHAKER RD	LOUDONVILLE	NY	12211	ALBANY	UNITED STATES	290912	90	BERKSHIRE BANK	473501	
OK		Full Service	4120741	MARCY BRANCH	9085 OLD RIVER RD	MARCY	NY	13409	ONEIDA	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501	
OK		Full Service	271015	NEW HARTFORD GENESEE ST BRANCH	30 GENESEE STREET	NEW HARTFORD	NY	13413	ONEIDA	UNITED STATES	236350	52	BERKSHIRE BANK	473501	
OK		Full Service	597519	SENeca TURNPIKE BRANCH	8495 SENeca TURNPIKE	NEW HARTFORD	NY	13413	ONEIDA	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501	
OK		Full Service	892893	NEW LEBANON BRANCH	502 ROUTE 20	NEW LEBANON	NY	12125	COLUMBIA	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501	
OK		Full Service	4358786	NISSAYUNA NY BRANCH	120 Mansion Blvd	NISSAYUNA	NY	12304	SCHENECTADY	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501	
CHANGE	7/1/2013	Full Service	4423254	GREENBUSH BRANCH	576 NORTH GREENBUSH ROAD	NORTH GREENBUSH	NY	12198	RENSSELAER	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501	
OK		Full Service	2132906	ORISKANY FALLS BRANCH	210-216 MAIN STREET	ORISKANY FALLS	NY	13425	ONEIDA	UNITED STATES	215238	17	BERKSHIRE BANK	473501	
OK		Full Service	285302	QUEENSBURY OFFICE	383 QUAKER ROAD	QUEENSBURY	NY	12804	WARREN	UNITED STATES	236349	51	BERKSHIRE BANK	473501	
OK		Full Service	673114	BLACK RIVER BLVD OFFICE	1639 BLACK RIVER BOULEVARD	ROME	NY	13440	ONEIDA	UNITED STATES	495044	54	BERKSHIRE BANK	473501	
OK		Full Service	4180629	ROME LEE BRANCH	6310 ELMER HILL ROAD	ROME	NY	13440	ONEIDA	UNITED STATES	30214	50	BERKSHIRE BANK	473501	
OK		Full Service	641515	WEST DOMINICK STREET BRANCH	100 WEST DOMINICK STREET	ROME	NY	13440	ONEIDA	UNITED STATES			BERKSHIRE BANK	473501	

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CHANGE	11/14/2011	Full Service	4903950	ROTTERDAM BRANCH	1925 CURRY ROAD	ROTTERDAM	NY	12906	SCHENECTADY	UNITED STATES	521604	53	BERKSHIRE BANK	473501
OK		Full Service	4518686	SUNGERLAND BRANCH	11 VISTA BOULEVARD	SUNGERLAND	NY	12159	ALBANY	UNITED STATES	537799	95	BERKSHIRE BANK	473501
OK		Full Service	261913	268 GENESEE STREET BRANCH	268 GENESEE STREET	LUTICA	NY	13502	ONEIDA	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK		Unlimited Service	3728417	268 GENESEE ST DRIVE-UP BRANCH	911 CORNELIJA ST	LUTICA	NY	13502	ONEIDA	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK		Full Service	62811	EAST LUTICA BRANCH	1100 MOHAWK STREET	LUTICA	NY	13501	ONEIDA	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK		Full Service	535904	NORTH LUTICA OFFICE	50 ALBERT AVENUE	LUTICA	NY	13502	ONEIDA	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK		Full Service	2910185	WEST ROME BRANCH	1300 ERIE BOULEVARD WEST	WEST ROME	NY	13440	ONEIDA	UNITED STATES	236351	58	BERKSHIRE BANK	473501
OK		Full Service	61216	WEST WINFIELD BRANCH	381 WEST MAIN ST	WEST WINFIELD	NY	13493	HERKIMER	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK		Full Service	239716	WHITEHALL BRANCH	184 BROADWAY	WHITEHALL	NY	12887	WASHINGTON	UNITED STATES	237193	67	BERKSHIRE BANK	473501
OK		Full Service	60714	WHITESBORO BRANCH	34 ORISKANY BOULEVARD	WHITESBORO	NY	13492	ONEIDA	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
CHANGE	11/19/2012	Full Service	4518679	ROUTE 50 WILTON BRANCH	3025 RT 50	SARATOGA SPRINGS	NY	12866	SARATOGA	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK		Full Service	4170750	MANCHESTER HIGHWAY T N BRANCH	5248 MANCHESTER HWY	MORRISON	TN	37357	WARREN	UNITED STATES	290909	88	BERKSHIRE BANK	473501
OK		Full Service	277307	ARLINGTON OFFICE	2816 US ROUTE 7A	ARLINGTON	VT	05250	BENNINGTON	UNITED STATES	209235	41	BERKSHIRE BANK	473501
OK		Full Service	515607	DORSET OFFICE	23 CHURCH STREET	DORSET	VT	05251	BENNINGTON	UNITED STATES	209233	39	BERKSHIRE BANK	473501
OK		Full Service	16001	LUDLOW VT BRANCH	152 MAIN ST	LUDLOW	VT	05249	WINDSOR	UNITED STATES	209146	43	BERKSHIRE BANK	473501
OK		Full Service	172804	MAIN STREET MANCHESTER BRANCH	4912 MAIN STREET	MANCHESTER CENTER	VT	05255	BENNINGTON	UNITED STATES	4238	38	BERKSHIRE BANK	473501
OK		Full Service	276902	RICHVILLE ROAD BRANCH	1450 RICHVILLE ROAD	MANCHESTER CENTER	VT	05255	BENNINGTON	UNITED STATES	202134	40	BERKSHIRE BANK	473501
OK		Full Service	2318624	COURT SQUARE	20 WEST STREET #22	RUTLAND	VT	05701	RUTLAND	UNITED STATES	209236	42	BERKSHIRE BANK	473501

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BERKSHIRE HILLS BANCORP

FORM FR Y-6

Fiscal Year Ending December 31, 2014

Report Item 3: Securities Holders

Current Securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2014.

Name and Address	Number of Shares Owned	Percent of Common Stock Outstanding
Dimensional Fund Advisors LP Palisades West Building One [REDACTED] Austin, Texas 78746	1,801,336	7.15%
BlackRock, Inc. [REDACTED] New York, New York 10022	1,588,856	6.31%
Sy Jacobs Jacobs Asset Management, LLC [REDACTED] New York, New York 10010	1,484,971	5.90%
The Vanguard Group [REDACTED] Malvern, Pennsylvania 19355	1,499,886	5.96%

There were no securities holders not listed above that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending December 31, 2014.

Report Item 4: Insiders

See attached.

BERKSHIRE HILLS BANCORP

Form FR Y-6

Fiscal Year Ending December 31, 2014

Report Item 4: Insiders - (1), (2), (3)(a)(b)(c), and 4(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of Other Businesses)	4(a) Percentage of Voting Shares in 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 and percentage of voting securities held)
John W. Altmeyer, Mechanicsburg, PA, USA	President and CEO, Carlisle Syntec, Inc., Carlisle, PA	Director	Director (Berkshire Bank)	President and CEO, Carlisle Syntec, Inc., Carlisle, PA (construction materials manufacturer), a segment of Carlisle Companies, a Fortune 1000 company publicly traded on the NYSE	0.25%	None	N/A
Robert M. Curley, Slingerlands, NY, USA	N/A	Director	Director and Chairman of New York Region (Berkshire Bank);	Member, Sky Management, LLC, Albany, NY; Member, G & D Stillwater, LLC, East Schodack, NY; Member, East Greenbush Marina, LLC, Albany, NY; Member, Waterview Condo II, LLC, Albany, NY	0.06%	None	Sky Management, LLC (50%); G & D Stillwater, LLC (25%); East Greenbush Marina, LLC (25%); Waterview Condo II, LLC (40%)
Michael P. Daly, Pittsfield, MA, USA	N/A	Director, President and CEO	Director, President and CEO (Berkshire Bank); Director (Berkshire Insurance Group, Inc.)	Member and Manager, Da Boss Realty, LLC, Pittsfield, MA (Private real estate investment entity); Director, Chairman and President, Berkshire Business Roundtable, Inc., Pittsfield, MA (Non-profit corporation)	0.60%	None	Da Boss Realty, LLC (100%)

John B. Davies, Westfield, MA, USA	Agent Emeritus, Massachusetts Mutual Life Insurance Co., Springfield, MA	Director	Director (Berkshire Bank)	Agent Emeritus, Massachusetts Mutual Life Insurance Co., Springfield, MA; Member, JD Group, LLC, Westfield, MA	0.10%	None	JD Group, LLC (25%)
Rodney C. Dimock, West Granby, CT, USA	Principal, Arrow Capital, LLC, Granby, CT	Director	Director (Berkshire Bank)	Member, Arrow Capital, LLC, West Granby, CT	0.06%	None	Arrow Capital, LLC (100%)
J. Williar Dunlaevy, Lenox, MA, USA	N/A	Director	Director (Berkshire Bank);	Director, Berkshire Taconic Community Foundation, Inc., Sheffield, MA (Community foundation); Chairman and President, Berkshire Bank Foundation - Legacy Region, Inc. Pittsfield, MA (Community foundation)	0.84%	None	N/A
Susan M. Hill, Manchester Center, VT, USA	Certified Public Accountant, Hill & Thompson, P.C., Manchester Center, VT	Director	Director (Berkshire Bank)	Vice President, Hill & Thompson, P.C., Manchester Center, VT; Secretary, Hill Painting, Inc., Manchester Center, VT; Member, VT 2 NC, LLC, Manchester Center, VT	0.11%	None	Hill & Thompson, P.C. (1%); Hill Painting, Inc. (100%); VT 2 NC, LLC (100%)
Cornelius D. Mahoney, Cape Neddick, ME, USA	N/A	Director	Director (Berkshire Bank)	N/A	0.06%	None	N/A

Laurie Norton Moffatt, Stockbridge, MA, USA	Director and CEO of the Norman Rockwell Museum, Stockbridge, MA	Director	Director (Berkshire Bank)	Director and CEO of the Norman Rockwell Museum, Stockbridge, MA (Non-profit art museum); founder and member of 1Berkshire and Berkshire Creative Economy Council Community economic development groups); Trustee of Berkshire Health Systems (Medical non-profit corporation)	0.01%	None	N/A
Richard J. Murphy, Troy, NY	Vice President and General Manager, Tri-City Valley Cats, Troy, NY	Director	Director (Berkshire Bank)	Vice President and General Manager, Tri-City Valley Cats, Troy, NY; Chairman, New York Penn League Schedule Committee, Troy, NY; Board of Directors for Minor League Baseball's Baseball Internet Rights Corporation, Troy, NY	0.03%	None	N/A

Barton D. Raser, Pittsfield, MA, USA	Vice President, Carr Hardware & Supply Company, Inc., Pittsfield, MA	Director	Director (Berkshire Bank)	Vice President, Carr Hardware & Supply Company, Inc., Pittsfield, MA; Member, Albany Supply, LLC, Pittsfield, MA; Member, Reginald, LLC, Pittsfield, MA; President, Madison County Properties Corp., Great Barrington, MA; Member, Tents & Events, LLC, Pittsfield, MA; Member, Marbar Development LLC, Pittsfield, MA; Director, Berkshire Health Systems, Inc. (Medical non-profit corporation)	0.10%	None	Carr Hardware & Supply Company, Inc. (39%); Albany Supply, LLC (51%); Reginald, LLC (39%); Madison County Properties Corp. (100%); Tents & Events, LLC (39%); Marbar Development LLC (20%)
William J. Ryan, Marco Island, FL	N/A	Director and Chairman	Director and Chairman(Berkshire Bank)	Chairman of Unum Group, Chattanooga, TN; Director of Wellpoint, Inc., Indianapolis, IN	0.05%	None	N/A

D. Jeffrey Templeton, Westfield, MA, USA	President, The Mosher Company, Inc., Chicopee, MA	Director	Director (Berkshire Bank)	President, The Mosher Company, Inc., Chicopee, MA	0.10%	None	The Mosher Company, Inc. (75%)
George Bacigalupo, Reading, MA, USA	N/A	Executive Vice President - Commercial Banking	Executive Vice President - Commercial Banking(Berkshire Bank)	N/A	0.07%	None	N/A
Sean A. Gray, Pittsfield, MA, USA	N/A	Executive Vice President - Retail Banking	Executive Vice President - Retail Banking (Berkshire Bank)	N/A	0.16%	None	N/A
Josephine Iannelli, Wilbraham, MA, USA	N/A	Executive Vice President and Chief Financial Officer	Executive Vice President and Chief Financial Officer(Berkshire Bank)	N/A	0.05%	None	N/A

Linda A. Johnston, Becket, MA, USA	N/A	Executive Vice President - Human Resources	Executive Vice President - Human Resources (Berkshire Bank)	N/A	0.14%	None	N/A
Richard M. Marotta, Pattersonville, NY, USA	N/A	Executive Vice President - Chief Risk and Administrative Officer	Executive Vice President - Chief Risk and Administrative Officer (Berkshire Bank)	N/A	0.16%	None	N/A