

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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MAR 03 2014

Report at the close of business as of the end of fiscal year

Supervision, Regulation and
 Credit Department

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):

September 30, 2014

Month / Day / Year

I, James C. Lively

Reporter's Name, Street, and Mailing Address

Bridgewater Financial Mutual Holding Company

Name of the Holding Company Director and Official

Legal Title of Holding Company

President and CEO

756 Orchard Street

Title of the Holding Company Director and Official

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

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.

Raynham MA 02767

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:

Richard Burgess SVP & CFO

Name Title

508-884-3313

Area Code / Phone Number / Extension

508-884-3365

Area Code / FAX Number

rburgess@bridgewateravings.com

E-mail Address

www.bridgewateravings.com

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

James C. Lively, President & CEO

Signature of Holding Company Director and Official

12/29/2014

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

For Federal Reserve Bank Use Only

RSSD ID _____
 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

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)

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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Physical location (if different from mailing address)

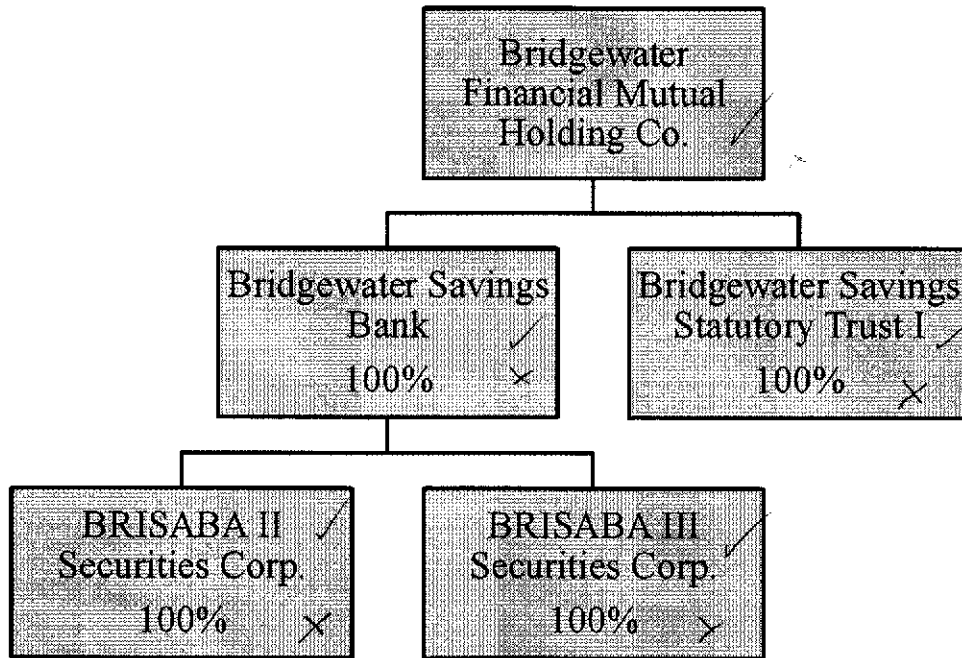
Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Bridgewater Financial, MHC
Raynham, MA
Fiscal Year Ending September 30, 2014



All companies are located at 756 Orchard Street, Raynham, MA 02767

All companies are Massachusetts corporations except Bridgewater Savings Statutory Trust I, which is a Connecticut statutory trust. ✓
As indicated above, all are 100% owned.

Report Item

- 1: Annual Report to Shareholders. Will be sent under separate cover.
The MHC has no shareholders and is not registered with the SEC.
- 2a: Organizational Chart. See above.
- 2b: Domestic Branch Listing. See attached.
- 3: Securities holders. There are no securities holders.
- 4: Insiders. See attached. There are no voting percentages for any of the Trustees/Officers.

Form FR Y-6

**Bridgewater Financial, MHC
Fiscal year ending September 30, 2014**

| <u>Officers</u> | <u>Occupation</u> | <u>City, State</u> |
|--------------------------|---------------------------------------|--------------------|
| James C. Lively* | President and Chief Executive Officer | Bridgewater, MA |
| Richard J. Burgess, Jr.* | Sr. Vice President and Treasurer | Kingston, MA |

* Also serve in same capacity for:

Bridgewater Savings Statutory Trust I
Bridgewater Savings Bank and subsidiaries:
BRISABA Securities Corporation II
BRISABA Securities Corporation III

| <u>Trustees of Bridgewater Financial, MHC & Directors of Bridgewater Savings Bank</u> | <u>Occupation</u> | <u>City, State</u> |
|---|---|----------------------|
| Ronald C. Broman | Retired | No. Chatham, MA |
| Peter W. Brown | Commercial Real Estate Owner and Manager of Real Estate Development | Orleans, MA |
| Peter R. Chase | Chairman & CEO of Chase Corporation | Bridgewater, MA |
| William L. Clay | President/Owner of Walker-Clay, Inc. | Hanson, MA |
| D. Christopher Cross | President and Treasurer of Component Properties, Inc. | West Bridgewater, MA |
| William P. Ferioli | Retired Police Chief | Bridgewater, MA |
| George K. Gurley | Retired Police Chief | Bridgewater, MA |
| Stephen T. Hall | Project Manager at ControlPoint Technologies | Raynham, MA |
| Robert C. Hofmann, Jr. | Independent Insurance Agent | Yarmouthport, MA |

| | | |
|---|--|----------------------|
| John D. Hopkins, Jr. | President/Owner of Creative Extrusion & Technologies, Inc. | Duxbury, MA |
| Reinald G. Ledoux, Jr. | Administrator and CEO of Brockton Area Transit | Bridgewater, MA |
| James C. Lively | President and CEO, Bridgewater Savings Bank | Bridgewater, MA |
| Robert L. Todd, Sr. | President of Todd Properties | Bridgewater, MA |
| Joan M. Ulich | Self-employed Travel Agent & part-time Real Estate Sales Agent | Pembroke, MA |
| James D. Wood | President of Kriswood, Inc. | Bridgewater, MA |
| Trustees of Bridgewater Financial, MHC | | |
| Thomas W. Rudolph | Commercial Real Estate Broker | East Bridgewater, MA |
| Walter Zaverucha | Owner / Principal of Commercial Masonry Corp. Real estate investor | Duxbury, MA |
| Michael Giancola | President of Southeast Commercial Real Estate | Sandwich, MA |

Results: A list of branches for your depository institution BRIDGEWATER SAVINGS BANK (ID: 699105)
 This depository institution is held by BRIDGEWATER FINANCIAL, MHC (31341D2) of RAYNHAM, MA
 The data are as of 09/30/2014. Data reflects information that was received and processed through 10/05/2014.

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 emailing 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 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 UNIFORM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

| Branch ID | Branch Service Type | Branch ID_RSSD* | Popular Name | Street Address | City | State | Zip Code | Country | Country | FDIC UNIFORM# | Office Number# | Head Office | Head Office ID_RSSD* | Comments |
|-----------|----------------------------|-----------------|--------------------------|------------------------|------------------|-------|----------|----------|---------------|---------------|----------------|----------------------------|----------------------|----------|
| OK | Full Service (Head Office) | 699105 | BRIDGEWATER SAVINGS BANK | 756 ORCHARD STREET | RAYNHAM | MA | 02767 | BOSTON | UNITED STATES | 11742 | | 0 BRIDGEWATER SAVINGS BANK | 699105 | |
| OK | Full Service | 262131 | BRIDGEWATER BRANCH | 14 MAIN STREET | BRIDGEWATER | MA | 02324 | PLYMOUTH | UNITED STATES | 33437 | | 5 BRIDGEWATER SAVINGS BANK | 699105 | |
| CLOSE | Full Service | 370525 | BRIDGEWATER BRANCH | 1420 PLEASANT STREET | BRIDGEWATER | MA | 02324 | PLYMOUTH | UNITED STATES | 29108 | | 4 BRIDGEWATER SAVINGS BANK | 699105 | |
| OK | Full Service | 189402 | BEDFORD STREET BRANCH | 29 BEDFORD STREET | EAST BRIDGEWATER | MA | 02339 | PLYMOUTH | UNITED STATES | 1778 | | 8 BRIDGEWATER SAVINGS BANK | 699105 | |
| OK | Full Service | 146308 | LAKETOWN BRANCH | 6 MAIN ST | LAKETOWN | MA | 02347 | PLYMOUTH | UNITED STATES | 29107 | | 9 BRIDGEWATER SAVINGS BANK | 699105 | |
| OK | Full Service | 4257138 | PEMBROKE BRANCH | 27 MANTHALETT STREET | PEMBROKE | MA | 02329 | PLYMOUTH | UNITED STATES | 29109 | | 9 BRIDGEWATER SAVINGS BANK | 699105 | |
| OK | Full Service | 2914017 | RAYNHAM BRANCH | 209 BAY STREET | RAYNHAM | MA | 02780 | BOSTON | UNITED STATES | 44863 | | 6 BRIDGEWATER SAVINGS BANK | 699105 | |
| OK | Full Service | 3374159 | TALUON BRANCH | 120 WEST CENTER STREET | WEST BRIDGEWATER | MA | 02379 | PLYMOUTH | UNITED STATES | 29105 | | 1 BRIDGEWATER SAVINGS BANK | 699105 | |
| OK | Full Service | 699602 | WEST BRIDGEWATER BRANCH | 5 SCOTLAND BOULEVARD | WEST BRIDGEWATER | MA | 02324 | PLYMOUTH | UNITED STATES | 29105 | | 1 BRIDGEWATER SAVINGS BANK | 699105 | |

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OK 10/15/15

