

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

RECEIVED

FEB 26 2015

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):

December 31, 2014

Month / Day / Year

I, Guida R. Sajdak

Reporter's Name, Street, and Mailing Address

Chicopee Bancorp, Inc.

Name of the Holding Company Director and Official

Chief Financial Officer & SVP

Legal Title of Holding Company

70 Center Street/P.O. Box 300

Title of the Holding Company Director and Official

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

Chicopee

MA

01014-0300

City

State

Zip Code

N/A

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Paula J Young

Senior Accounting Clerk

Name

Title

413-598-3173

Area Code / Phone Number / Extension

413-594-3962

Area Code / FAX Number

pyoung@chicopeesavings.com

E-mail Address

http://www.chicopeesavings.com

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

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

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.

3434633

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.

### See Attachments

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Legal Title of Subsidiary Holding Company

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

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City State Zip Code

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Physical location (if different from mailing address)

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

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City State Zip Code

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Physical location (if different from mailing address)

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This depository institution is held by CHICOPEE BANCORP, INC. (3434633) of CHICOPEE, MA. The data as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

**Recapitulation 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..RSDP columns are for reference only. Verification of these values is not required.

Branch ID	Branch Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID..RSDP*	Comments
OK	794608 CHICOPEE SAVINGS BANK	70 CENTER STREET	CHICOPEE	MA	01013	HAMPDEN	UNITED STATES	17771		0 CHICOPEE SAVINGS BANK	794608	
OK	2000395 BURKETT ROAD BRANCH	435 BURKETT ROAD	CHICOPEE	MA	01020	HAMPDEN	UNITED STATES	291065		3 CHICOPEE SAVINGS BANK	794608	
OK	8253026 EAST STREET BRANCH	569 EAST STREET	CHICOPEE	MA	01020	HAMPDEN	UNITED STATES	291064		2 CHICOPEE SAVINGS BANK	794608	
OK	4671828 LENDING OPERATIONS CENTER	228 EXCHANGE STREET	CHICOPEE	MA	01013	HAMPDEN	UNITED STATES			9 CHICOPEE SAVINGS BANK	794608	
OK	764003 MEMORIAL DRIVE BRANCH	595 MEMORIAL DRIVE	CHICOPEE	MA	01020	HAMPDEN	UNITED STATES	291065		1 CHICOPEE SAVINGS BANK	794608	
OK	3150979 LUDLOW BRANCH	447A CENTER STREET	LUDLOW	MA	01056	HAMPDEN	UNITED STATES	355858		4 CHICOPEE SAVINGS BANK	794608	
OK	3924077 SOUTH HADLEY BRANCH	32 WILLIMANSETT STREET	SOUTH HADLEY	MA	01075	HAMPSHIRE	UNITED STATES	482888		6 CHICOPEE SAVINGS BANK	794608	
OK	5924086 WARE BRANCH	350 PALMER ROAD	WARE	MA	01082	HAMPSHIRE	UNITED STATES	486611		7 CHICOPEE SAVINGS BANK	794608	
OK	3375240 WEST SPRINGFIELD BRANCH	39 MORGAN ROAD	WEST SPRINGFIELD	MA	01089	HAMPDEN	UNITED STATES	437877		5 CHICOPEE SAVINGS BANK	794608	This was manually added last year (2013). It was on 2010's report and should be included.
ADD	2009 Full Service (Lending)	LENDING OPERATIONS CENTER	CHICOPEE	MA	01013	HAMPDEN	UNITED STATES			8 CHICOPEE SAVINGS BANK	794608	This branch was established in 2010 and is only used each year during the month of September and should be included.
ADD	2010 Limited Service	WEST SPRINGFIELD (SEASONAL BRANCH)	WEST SPRINGFIELD	MA	01089	HAMPDEN	UNITED STATES			10 CHICOPEE SAVINGS BANK	794608	



**Form FR Y-6**  
**Chicopee Bancorp, Inc.**  
**Fiscal Year Ending December 31, 2014**

**Report Item 3: Securities holders**

Current shareholders with ownership, control or holding of 5% or more with power to vote as of fiscal year ending December 31, 2014

(1)(a) Name & Address (City, State)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and percentage of Each Class of Voting Securities
Chicopee Savings Bank Charitable Foundation Chicopee, MA 01013	USA	394,964 – 7.49% Common Stock
Chicopee Savings Bank Employee Stock Ownership Plan Chicopee, MA 01013	USA	549,174 – 10.42% Common Stock
Clover Partners, LP Clover Investments, LLC Michael C. Mewhinney 100 Crescent Court Suite 575 Dallas, TX 75201	USA	488,706 – 9.27% Common Stock
Amica Mutual Insurance Company 100 Amica Way Lincoln, RI 02865	USA	383,691 – 7.28% Common Stock

**(2)(a)(b)(c) None**





**Form FR Y-6**  
**Chicopee Bancorp, Inc.**  
**Fiscal Year Ending December 31, 2014**

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

(1) Names & Address (City, State)	(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) Title & Position with other Businesses (included names of other businesses)
William J. Wagner Longmeadow, MA	N/A	Chairman CEO & President	CEO & President (Chicopee Savings Bank) Director/President (Chicopee Funding)	N/A
Guida R. Sajdak Ludlow, MA	N/A	CFO & Senior Vice President	Senior Vice President & Treasurer (Chicopee Savings Bank) Treasurer (Chicopee Funding)	N/A
Russell J. Omer South Hadley, MA	N/A	Executive Vice President	Director (Chicopee Funding)	N/A
Thomas J. Bardon Chicopee, MA	Retired	Director	N/A	N/A
James H. Bugbee Wilbraham, MA	Granfield, Bugbee & Masse Insurance Agency	Director	Director (Chicopee Funding)	N/A
Gary G. Fitzgerald Springfield, MA	Downey Sweeney & Fitzgerald, P.C.	Director	N/A	N/A
William J. Giokas Wilbraham, MA	Lamb Knitting Machine Corp.	Director	Lead Director (Chicopee Bancorp) Clerk of the Corporation (Chicopee Savings Bank) Director (Chicopee Funding)	N/A



James P. Lynch West Springfield, MA	Retired	Director	Director (Chicopee Funding)	N/A
William D. Masse Ludlow, MA	Granfield, Bugbee & Masse Insurance Agency	Director	N/A	N/A
Gregg F. Orlen Granby, MA	Gregg Orlen Custom Homebuilders	Director	Director (Chicopee Funding)	N/A
Paul C. Picknelly Hampden, MA	Hotel Owner & Operator Commercial Real Estate Developer	Director	N/A	N/A
Judith T. Tremble Longmeadow, MA	Retired	Director	N/A	N/A

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**Report Item 4: Insiders (continued)**  
**(4)(a)(b)(c)**

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4 (a): All insiders have less than 1% of voting shares in Chicopee Bancorp, Inc.

4 (b): N/A

4 (c): N/A

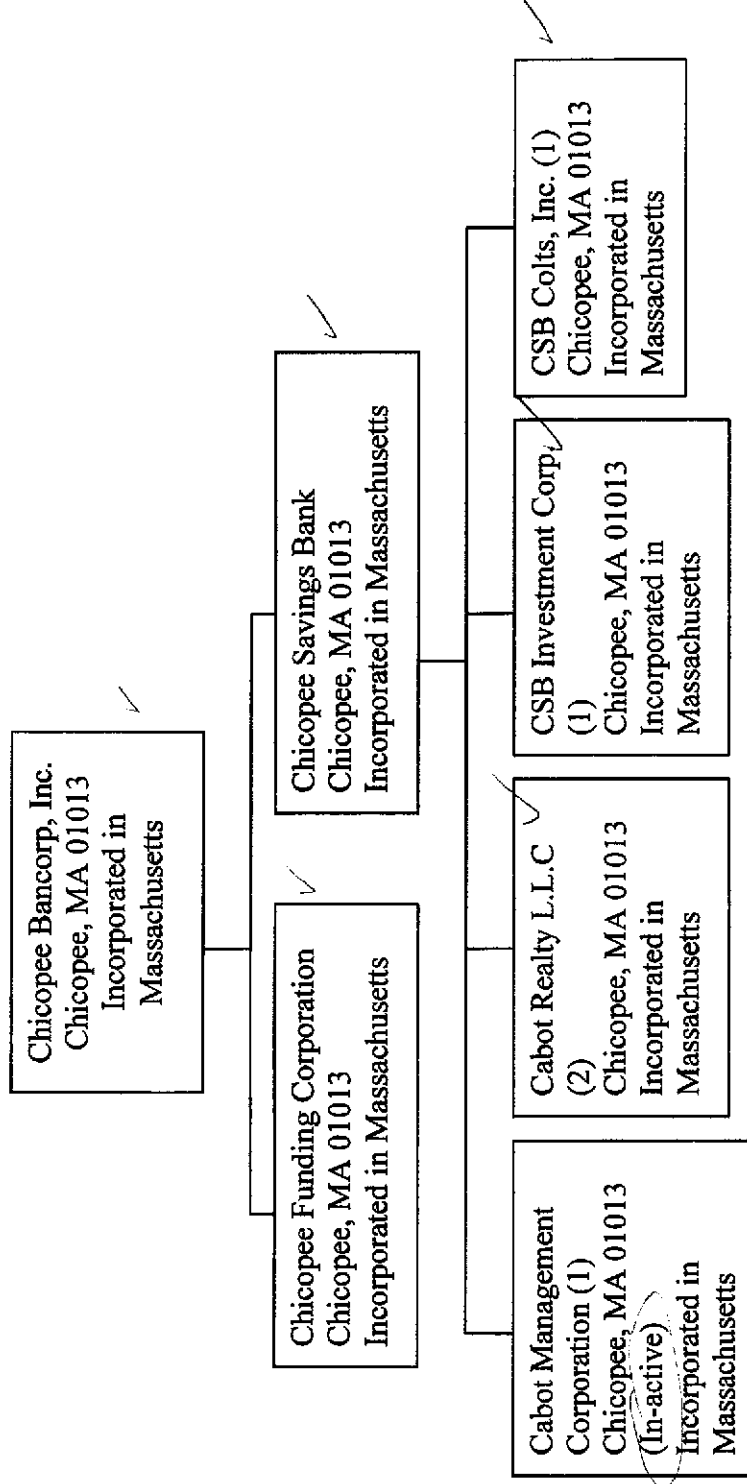


**Form FR Y-6**  
**Chicopee Bancorp, Inc.**  
**Chicopee, MA 01013**  
**Fiscal Year Ending December 31, 2014**

**Report Item**

**1:** The bank holding company is registered with the SEC and prepares a Form 10-K for its shareholders. A copy of the Form 10-K can be found on the SEC website or on the Bank's website, [www.chicopeesavings.com](http://www.chicopeesavings.com).

**2a:** Organization Chart (Chicopee Bancorp, Inc owns 100% of Chicopee Funding Corporation and Chicopee Savings Bank)



(1) Wholly owned subsidiary of Chicopee Savings Bank.

(2) Chicopee Savings Bank owns a 99% interest in Cabot Realty L.L.C. and Cabot Management Corporation owns a 1% interest.

**2b:** Domestic Branch Listing provided to the Federal Reserve Bank

