

RECEIVED

FR Y-6  
OMB Number 7100-0297  
Approval expires December 31, 2015  
Page 1 of 2

MAR 16 2015

Board of Governors of the Federal Reserve System

Supervision, Regulation and  
Credit Department



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.

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

December 31, 2014

Month / Day / Year

ESB Bancorp MHC

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

I, Matthew S Sosik

Name of the Holding Company Director and Official

President & CEO

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

ESB Bancorp MHC

Legal Title of Holding Company

36 Main Street

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

Easthampton

MA

01027

City

State

Zip Code

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.

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:

Lori Ingraham

AVP/Controller

Name

Title

413-779-2221

Area Code / Phone Number / Extension

413-527-8831

Area Code / FAX Number

lingraham@bankesb.com

E-mail Address

www.bankesb.com

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

*[Handwritten Signature]*  
Signature of Holding Company Director and Official

3/9/15  
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 3728930  
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

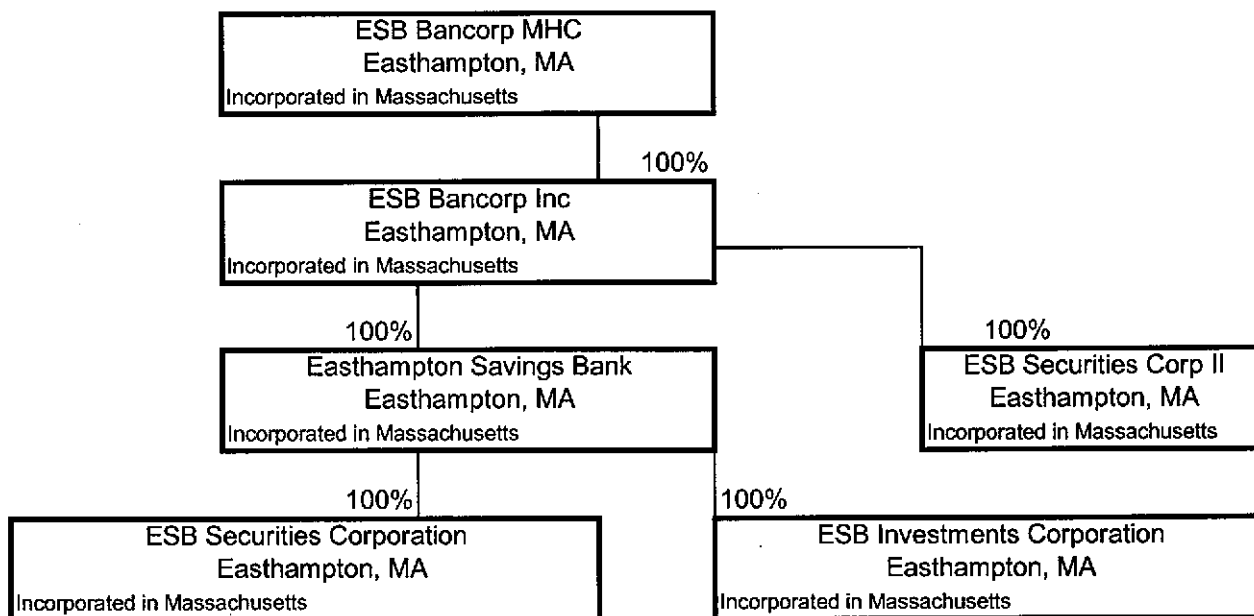
Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

*[Handwritten Signature]* 4/6/15

Form FR Y-6  
ESB Bancorp MHC  
Easthampton, Massachusetts  
Fiscal Year Ending December 31, 2014

Report Item 1: There are no securities holders for ESB Bancorp, MHC, therefore an annual report is not prepared.

Report Item 2a: Organizational Chart



**Results:** A list of branches for your depository institutions: EASTHAMPTON SAVINGS BANK (ID\_RSSD: 859002). This depository institution is held by ESB BANCORP MHC (3728930) of EASTHAMPTON, 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 Procedures**

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>.

\* FDICUNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

Branch ID_RSSD*	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	859002	EASTHAMPTON SAVINGS BANK	35 MAIN STREET	EASTHAMPTON	MA	01027	HAMPSHIRE	UNITED STATES	17779		0 EASTHAMPTON SAVINGS BANK	859002	
OK	4292698	AGAWAM BRANCH	770 MAIN STREET	AGAWAM	MA	01001	HAMPDEN	UNITED STATES	518658	8	8 EASTHAMPTON SAVINGS BANK	859002	
OK	9444007	BELCHERTOWN BRANCH	40 STATE STREET	BELCHERTOWN	MA	01007	HAMPSHIRE	UNITED STATES	424800	6	6 EASTHAMPTON SAVINGS BANK	859002	
OK	4436997	NORTHAMPTON STREET BRANCH	241 NORTHAMPTON STREET	EASTHAMPTON	MA	01027	HAMPSHIRE	UNITED STATES	Not Required	Not Required	EASTHAMPTON SAVINGS BANK	859002	
OK	2356804	HADLEY BRANCH	70 EAST STREET	HADLEY	MA	01035	HAMPSHIRE	UNITED STATES	291097	3	3 EASTHAMPTON SAVINGS BANK	859002	
OK	2609788	KING STREET BRANCH	297 KING STREET	NORTHAMPTON	MA	01060	HAMPSHIRE	UNITED STATES	291098	4	4 EASTHAMPTON SAVINGS BANK	859002	
OK	1394005	LOCUST STREET BRANCH	21 LOCUST ST	NORTHAMPTON	MA	01060	HAMPSHIRE	UNITED STATES	291096	2	2 EASTHAMPTON SAVINGS BANK	859002	
OK	3077218	GRANBY ROAD BRANCH	605 GRANBY ROAD, ROUTE 202	SOUTH HADLEY	MA	01075	HAMPSHIRE	UNITED STATES	362893	5	5 EASTHAMPTON SAVINGS BANK	859002	
OK	798400	SOUTHAMPTON BRANCH	134 COLLEGE HIGHWAY	SOUTHAMPTON	MA	01073	HAMPSHIRE	UNITED STATES	291095	1	1 EASTHAMPTON SAVINGS BANK	859002	
OK	3924974	WESTFIELD BRANCH	85 BROAD STREET	WESTFIELD	MA	01085	HAMPDEN	UNITED STATES	468991	7	7 EASTHAMPTON SAVINGS BANK	859002	

Form FR Y-6  
ESB Bancorp MHC  
Fiscal Year Ending December 31, 2014

Report Item 3: Securities Holders

Name & Address (City, State Country)	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities
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**There are no security holders for ESB Bancorp MHC**

Form FR Y-6  
 ESB Bancorp MHC  
 Fiscal Year Ending December 31, 2014

(1)	(2)	(3)a	(3)b	(3)c	(4)a	(4)b	(4)c
Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries(in- clude names of subsidiaries)	Title & Position with Other Businesses(in- cluding names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)
Richard Abbott Hatfield, MA,	Self-Employed, Richard Abbott Certified Public Accountant	Trustee	Director, ESB Bancorp Inc & Easthampton Savings Bank	N/A	N/A	N/A	N/A
Kenneth S Cernak Northampton, MA	Owner/President, Cernak Buick, Inc	Trustee	Director, ESB Bancorp Inc, Easthampton Savings Bank, Director & Clerk, ESB Securities Corp & ESB Securities Corp II	N/A	N/A	N/A	N/A

Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries(in- clude names of subsidiaries)	Title & Position with Other Businesses(in- cluding names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)
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Treasurer/CFO,  
ESB Bancorp Inc  
& Easthampton  
Savings Bank &  
ESB Securities  
Corp & ESB

Bozena Dabek  
Easthampton, MA

Treasurer/CFO Securities Corp II N/A

N/A

N/A

N/A

Director, ESB  
Bancorp Inc &  
Easthampton  
Savings Bank &  
ESB Securities  
Corp & ESB

Peter DeGrandpre  
West Springfield, MA

Trustee

N/A

N/A

N/A

N/A

Director, ESB  
Bancorp Inc &  
Easthampton  
Savings Bank

Owner/General  
Manager, Hadley  
Garden Center

Thomas V Giles  
Hadley, MA

Trustee

N/A

N/A

N/A

N/A

Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries(in- clude names of subsidiaries)	Title & Position with Other Businesses(in- cluding names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)
James G Hayden DVM Easthampton, MA	President, Easthampton Animal Hospital	Trustee	Director, ESB Bancorp Inc & Easthampton Savings Bank & ESB Securities Corp & ESB Securities Corp II	N/A	N/A	N/A	N/A
William S Hogan Jr. Florence, MA	Retired	Chairman	Chairman, ESB Bancorp Inc & Easthampton Savings Bank	N/A	N/A	N/A	N/A
Mark M Klepacki, DMD Hadley, MA	Owner, Dentist	Trustee	Director, ESB Bancorp Inc & Easthampton Savings Bank	N/A	N/A	N/A	N/A
Charles B. McCullagh Jr Easthampton, MA	CFO, Williston Northampton School	Trustee	Clerk & Director, ESB Bancorp Inc & Easthampton Savings Bank	N/A	N/A	N/A	N/A

Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (in- clude names of subsidiaries)	Title & Position with Other Businesses (in- cluding names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)
Stanley Paulauskas Worthington, MA	President, FPS/Burger King	Trustee	Director, ESB Bancorp Inc & Easthampton Savings Bank	N/A	N/A	N/A	N/A
Carol A Perman Westhampton, MA	President, Manchester Company	Trustee	Director, ESB Bancorp Inc & Easthampton Savings Bank	N/A	N/A	N/A	N/A
Matthew Sosik Fiskdale, MA		President, CEO & Trustee	President, CEO & Director, ESB Bancorp Inc, Easthampton Savings Bank, ESB Securities Corp, ESB	N/A	N/A	N/A	N/A



Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries(in- clude names of subsidiaries)	Title & Position with Other Businesses(in- cluding names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)
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Director, ESB  
Bancorp Inc &  
Easthampton  
Savings Bank &  
ESB Securities  
Corp & ESB  
Securities Corp II

Vice President, Real  
Estate, Yankee Candle  
Company

Anthony P Villani  
Florence, MA

N/A

N/A

N/A

N/A

RSSD Tiering for:  
 ESB BANCORP MHC  
 Structure as of 20141231 and going downward

Seq Num	ID RSSD	Legal Name	Adtl City	State/ Country	State/ Country Inc	Dist FRS	ARDF	Ent Type	Actv Code	Basis of Relationship	PCT
0001	3728930	ESB BANCORP MHC	EASTHAMPTON	MASSACHUSETTS	MASSACHUSETTS	1	1	BHC	551111	Vlg Eqvy	100
0002	3728958	ESB BANCORP INC	EASTHAMPTON	MASSACHUSETTS	MASSACHUSETTS	1	1	BHC	551111	Vlg Eqvy	100
0003	859002	EASTHAMPTON SAVINGS BANK	EASTHAMPTON	MASSACHUSETTS	MASSACHUSETTS	1	1	SMB	52211	Vlg Eqvy	100
0004	4292698	AGAWAM BRANCH ✓	AGAWAM	MASSACHUSETTS	MASSACHUSETTS	1	0	DBR	0		
0005	3444007	BELCHERTOWN BRANCH ✓	BELCHERTOWN	MASSACHUSETTS	MASSACHUSETTS	1	0	DBR	0		
0006	3077218	GRANBY ROAD BRANCH ✓	SOUTH HADLEY	MASSACHUSETTS	MASSACHUSETTS	1	0	DBR	0		
0007	2356804	HADLEY BRANCH ✓	HADLEY	MASSACHUSETTS	MASSACHUSETTS	1	0	DBR	0		
0008	2609788	KING STREET BRANCH ✓	NORTHAMPTON	MASSACHUSETTS	MASSACHUSETTS	1	0	DBR	0		
0009	1394005	LOCUST STREET BRANCH ✓	NORTHAMPTON	MASSACHUSETTS	MASSACHUSETTS	1	0	DBR	0		
0010	4438997	NORTHAMPTON STREET BRANCH ✓	EASTHAMPTON	MASSACHUSETTS	MASSACHUSETTS	1	0	DBR	0		
0011	798400	SOUTHAMPTON BRANCH ✓	SOUTHAMPTON	MASSACHUSETTS	MASSACHUSETTS	1	0	DBR	0		
0012	3924974	WESTFIELD BRANCH ✓	WESTFIELD	MASSACHUSETTS	MASSACHUSETTS	1	0	DBR	0		
0013	3828979	ESB SECURITIES CORP	EASTHAMPTON	MASSACHUSETTS	MASSACHUSETTS	1	0	DEO	54199	Vlg Eqvy	100
0014	4394789	ESB SECURITIES CORP II	EASTHAMPTON	MASSACHUSETTS	MASSACHUSETTS	1	0	DEO	54199	Vlg Eqvy	100
0015	4728157	ESB INVESTMENTS CORPORATION	EASTHAMPTON	MASSACHUSETTS	MASSACHUSETTS	1	0	DEO	54199	Vlg Eqvy	100

Total Number of Entities in the tree 15  
 Total Number of Unique Entities in the tree 15

Tier Selection Criteria

RSSD Tiering for	3728930 ESB BANCORP MHC
As of Date	20141231
Direction	Down
Selection Rule	All Entities
Branches - Domestic Institutions	U.S. Branches Only
Branches - Foreign Institutions	No Branches

Explanatory Notes

Entity Type	Description
BHC	BANK HOLDING COMPANY
DBR	DOMESTIC BRANCH OF A DOMESTIC BANK

Two asterisks (\*\*) next to the Seq Num indicates that confidentiality is pending or granted.  
 An asterisk (\*) next to the Addl Line Num denotes the Seq Num at which the offspring of this entity are listed.  
 A dot dot dot notation (...) next to Legal Name denotes a circular relationship.  
 Dist FRS is the district that denotes the physical location of the entity and ARDF is the regulating FRB.  
 The ARDF is only applicable to BHCs, SLHCs, FBOs, Dis, and Edge/Agreement Corps.