

Board of Governors of the Federal Reserve System



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Annual Report of Holding Companies—FR Y-6

MAY 14 2014

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.

**Supervision, Regulation and
Credit Department**

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):

March 31, 2014

Month / Day / Year

I, **Michael E. Tucker**

Reporter's Name, Street, and Mailing Address

Greenfield Bancorp, MHC

Name of the Holding Company Director and Official

Legal Title of Holding Company

President and Chief Executive Officer

P.O. Box 1345

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.

Greenfield MA 01302-1345

City State Zip Code

63 Federal Street, Greenfield, MA

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:

Eric A. Marsh

SVP, Treasurer & CFO

Name

Title

413-773-6120

Area Code / Phone Number / Extension

413-773-3808

Area Code / FAX Number

emarsh@greenfieldcoopbank.com

E-mail Address

Signature of Holding Company Director and Official

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

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

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 Federal Reserve Bank Use Only

RSSD ID **3736690/632687**
C.I. _____

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, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

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.

Greenfield Co-operative Bank

Legal Title of Subsidiary Holding Company

P.O. Box 1345

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

Greenfield MA 01302-1345

City State Zip Code

63 Federal Street, Greenfield, MA

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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City State Zip Code

Physical location (if different from mailing address)

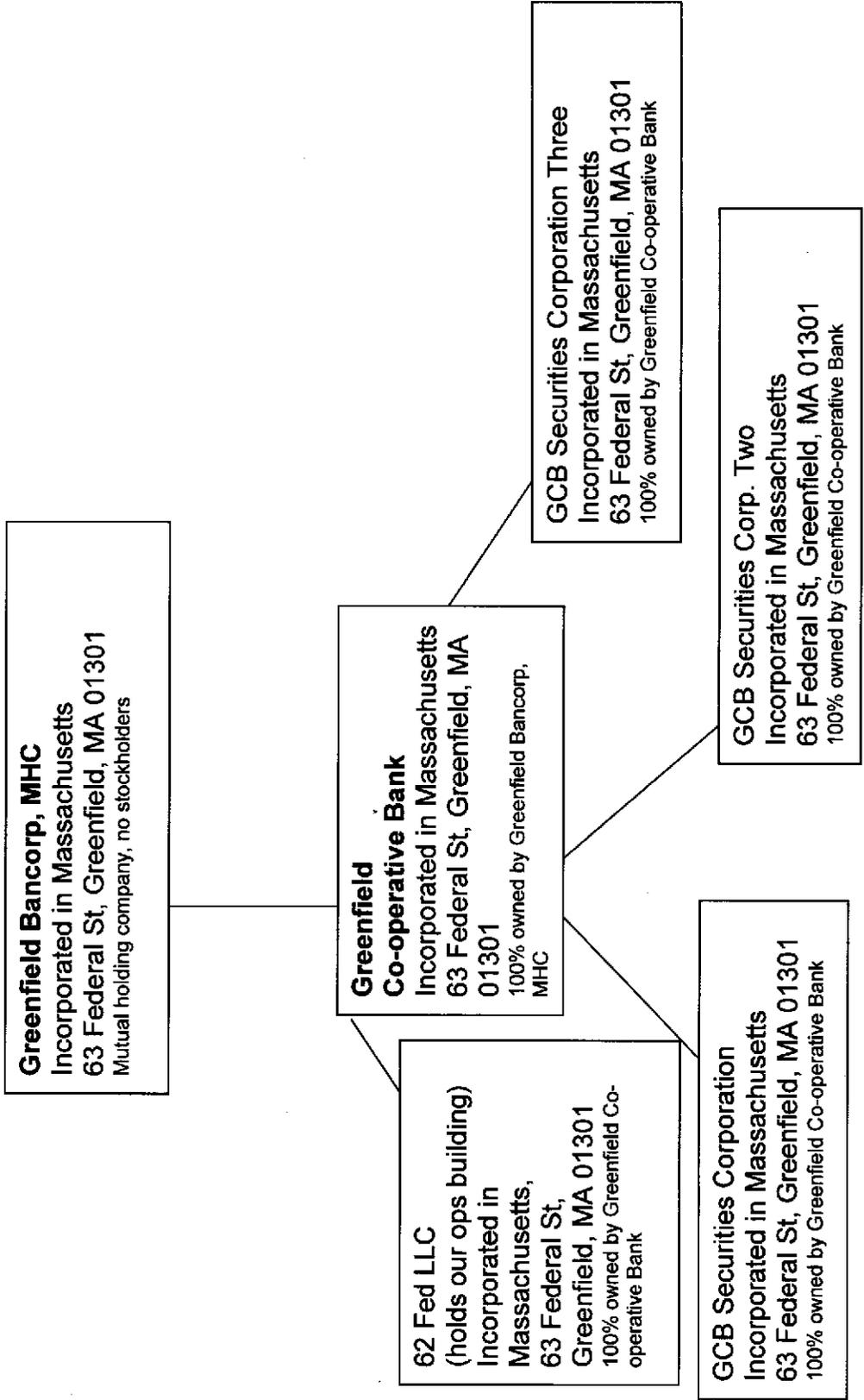
Greenfield Bancorp, MHC

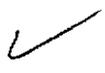
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**Report Item 1: Annual Report to Shareholders
March 31, 2014**

Note: Report Item 1 is not applicable as Greenfield Bancorp, MHC is mutually owned, having no shareholders.

ORGANIZATION 8/1/2014





Greenfield Bancorp, MHC
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Report Item 2b: Domestic Branch Listing
March 31, 2014

✓ Greenfield Co-operative Bank
Branch Office
277 Federal Street
Greenfield, MA 01301

Greenfield Co-operative Bank
Main Office
63 Federal Street
Greenfield, MA 01301 ✓
+Operations/Lending Office:
62 Federal Street
Greenfield, MA 01301

✓ Greenfield Co-operative Bank
Branch Office
144 Main Street
Northfield, MA 01360

Greenfield Co-operative Bank
Branch Office
18 Amherst Road
Sunderland, MA 01375 ✓

Greenfield Co-operative Bank
24 Hour -ATM – Limited Service
1229 Mohawk Trail
Shelburne, MA 01370

Greenfield Co-operative Bank
Branch Office
33-37 Bridge Street
Shelburne Falls, MA 01370 ✓

✓ Greenfield Co-operative Bank
Branch Office
176 Avenue A
Turners Falls, MA 01376

Greenfield Bancorp, MHC
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Report Item 3: Securities Holders
(as of March 31, 2014)

Note: Report Item 3 is not applicable as Greenfield Bancorp, MHC's ownership is mutual with no stock or securities issued with related voting rights.

DeerrGreenfield Bancorp, MHC

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Report Item 4: Insiders

As of 3/31/2014

Officers

- Kevin J. O'Neil - Chairman of the Board
- Greenfield, MA President, Wilsons Department Store
- ✓ Michael E. Tucker, Esq. - President & Chief Executive Officer
- Easthampton, MA
- ✓ Eric A. Marsh, CPA - Senior Vice President, Treasurer & CFO
- Greenfield, MA
- Robert J. Carey, Esq. - Clerk
- Bernardston, MA

Directors

- Robert R. Carey, Esq. – Bernardston, MA
- Attorney at Law & Partner – Curtiss, Carey, Gates, & Goodrich
- William A. Dufraime – Greenfield, MA
- President – Dumont Company, LLC
- Nancy Fournier, CPA – Shelburne, MA
- Shareholder – Melanson, Heath & Co., PC
- Eugene L'Etoile – Northfield, MA
- President – Four Star Farms
- Keith Finan – Deerfield, MA
- CFO – Deerfield Academy
- Daniel Graves, Esq. – South Deerfield, MA
- Attorney at Law & Partner – Law Offices of Daniel F. Graves
- Regis MacNeil Johnston – Greenfield, MA
- President – Crocker Communications
- Kevin J. O'Neil (Chairman) – Greenfield, MA
- President – Wilsons Department Store
- Josiah L. "Josh" Simpson - Shelburne, MA
- President – Josh Simpson Contemporary Glass, Inc.
- Michael E. Tucker, Esq. (President) – Easthampton, MA
- Robert L. Underhill – South Deerfield, MA
- Executive Vice President, Channing Bete, Co.

Note: No person on this page has ownership in any class of stocks as the ownership is mutual with no stock ownership by individuals.

Greenfield Bancorp, MHC
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Report Item 4: Insiders as of 3/31/214 (continued)
Corporators of the MHC

Nancy A. Fournier CPA (54); shareholder, Melanson, Heath & Co., PC Shelburne, MA
William F. Ahlemeyer (63); Vice President, Greenfield Co-operative Bank Hadley, MA
Andrew Chase (56); Head of School , Eaglebrook School Deerfield, MA
Keith Finan (59) Chief Financial Officer, Deerfield Academy
Josiah L. Simpson, Jr. (64); artist, Shelburne, MA
Molly Wood (65); owner, Small Corporation Greenfield, MA
Darci Brown (56); owner, Brown Motors, Inc. Northfield, MA
William R. Pratt (41); Realtor, Masiello Real Estate Bernardston, MA
Christine M. Eugin (61); Vice President, Greenfield Co-operative Bank, Conway, MA
Kevin D. Parsons (52); Attorney at Law Shelburne Falls, MA
Richard LaPierre (64); owner, LaPierre's Advertising Shelburne, MA
Margarita O'Byrne Curtis (58); Head of School, Deerfield Academy Deerfield, MA
Douglas P. Clarke (61); Western Mass. Electric Co. Greenfield, MA
June Malenfant (70); retired Greenfield, MA
Susan Renfrew (52); Realtor, Renfrew Real Estate Bernardston, MA
Deborah J. Falcon (57); Vice President, Greenfield Co-operative Bank

Note: No person on this page has ownership in any class of stock as the ownership is mutual with no stock ownership by individuals

Greenfield Bancorp, MHC
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Report Item 4: Insiders as of 3/31/214 (continued)
Corporators of the MHC

Buckland, MA Eric A. Marsh, CPA (48); Treasurer & CFO, Greenfield Co-operative Bank Greenfield, MA
Susan Fentin (63); labor attorney, Skoler Abbott & Presser Conway, MA
William A. Dufraime (56); President, Dumont Company LLC Greenfield, MA
Michael E. Tucker (57); President & CEO, Greenfield Co-operative Bank Easthampton, MA
Robert Underhill (61); Executive Vice President, Channing Bete Co. S. Deerfield, MA
Robert R. Carey (66); Attorney at Law, Curtiss, Carey, Gates & Graves Bernardston, MA
Jeffrey Collura, DMD (35), dentist, Turners Falls Dental Turners Falls, MA
Kevin J. O'Neil (59); President, Wilson's Department Store Greenfield, MA
Regis M. MacNeil-Johnston (71); President, Crocker Communications Greenfield, MA
Eugene A. L'Etoile (63); President, Four Star Farms Northfield, MA
Daniel Graves (43) Attorney at Law, Law Offices of Daniel Graves Bernardston, MA

Note: No person on this page has ownership in any class of stock as the ownership is mutual with no stock ownership by individuals