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APR 08 2015  
3/31/15  
Supervision, Regulation and  
Credit Department

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

Board of Governors of the Federal Reserve System



## 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.

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.

1. Rheo A. Brouillard

Name of the Holding Company Director and Official

President and 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.

Rheo A. Brouillard

Signature of Holding Company Director and Official

4-6-15

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 3304815  
C.I. \_\_\_\_\_

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.

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

**December 31, 2014**

Month / Day / Year

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

Reporter's Name, Street, and Mailing Address

SI Financial Group, Inc

Legal Title of Holding Company

803 Main St

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

Willimantic

CT

06226

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Catherine Pomerleau

Executive Assistant

Name

Title

860-456-6514

Area Code / Phone Number / Extension

860-456-5212

Area Code / FAX Number

catherine\_pomerleau@banksi.com

E-mail Address

www.mysifi.com

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

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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MAR 31 2015

FR Y-6  
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Page 1 of 2

## Board of Governors of the Federal Reserve System

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I, Rheo A. Brouillard

Name of the Holding Company Director and Official

President and CEO

Title of the Holding Company Director and Official

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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 \_\_\_\_\_

C.I. \_\_\_\_\_

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December 31, 2014

Month / Day / Year

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Reporter's Name, Street, and Mailing Address

SI Financial Group, Inc

Legal Title of Holding Company

803 Main St

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

WillimanticCT06226

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Catherine PomerleauExecutive Assistant

Name

Title

860-456-6514

Area Code / Phone Number / Extension

860-456-5212

Area Code / FAX Number

catherine\_pomerleau@banksi.com

E-mail Address

www.mysifi.com

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

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	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
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Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
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City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)

RSSD Tiering for:  
SI FINANCIAL GROUP INC  
Structure as of 20141231 and going downward

5/11/15

Seq Num	ID RSSD	Legal Name	Addl City	State/ Country	State/ Country Inc	Dist FRS	ARDF	Ent Type	Actv Code	Basis of Relationship	PCT
0001	3306815	SI FINANCIAL GROUP INC ✓	WILLIMANTIC	CONNECTICUT	MARYLAND ✓	1	1	SLHC	551112	Vtg Eqty	100
0002	480808	SAVINGS INSTITUTE BANK AND TRUST COMPANY ✓	WILLIMANTIC	CONNECTICUT	CONNECTICUT ✓	1	1	SSB	52212	Vtg Eqty Other	100
0003	2934677	SI MORTGAGE COMPANY ✓	WILLIMANTIC	CONNECTICUT	CONNECTICUT ✓	1	0	DEO	522282	Vtg Eqty	80-<100
0004	2934688	SI REALTY COMPANY, INC. ✓	WILLIMANTIC	CONNECTICUT	CONNECTICUT ✓	1	0	DEO	52239	Vtg Eqty	80-<100
0005	4453752	SI CAPITAL TRUST II ✓	WILLIMANTIC	CONNECTICUT	DELAWARE ✓	1	0	DEO	52599	Vtg Eqty	100
0006	4736398	VANTIS LIFE INSURANCE COMPANY ✓	WINDSOR	CONNECTICUT	CONNECTICUT ✓	1	0	DEO	52411	Vtg Eqty	<25
Total Number of Entities in the tree											6
Total Number of Unique Entities in the tree											6

Tier Selection Criteria

RSSD Tiering for  
As of Date 3306815 SI FINANCIAL GROUP INC  
20141231  
Direction Down  
Selection Rule All Entities  
Branches - Domestic Institutions No Branches  
Branches - Foreign Institutions No Branches

Explanatory Notes

Entity Type

DEO	DOMESTIC ENTITY OTHER
SLHC	SAVINGS & LOAN HOLDING COMPANY
SSB	STATE SAVINGS BANK

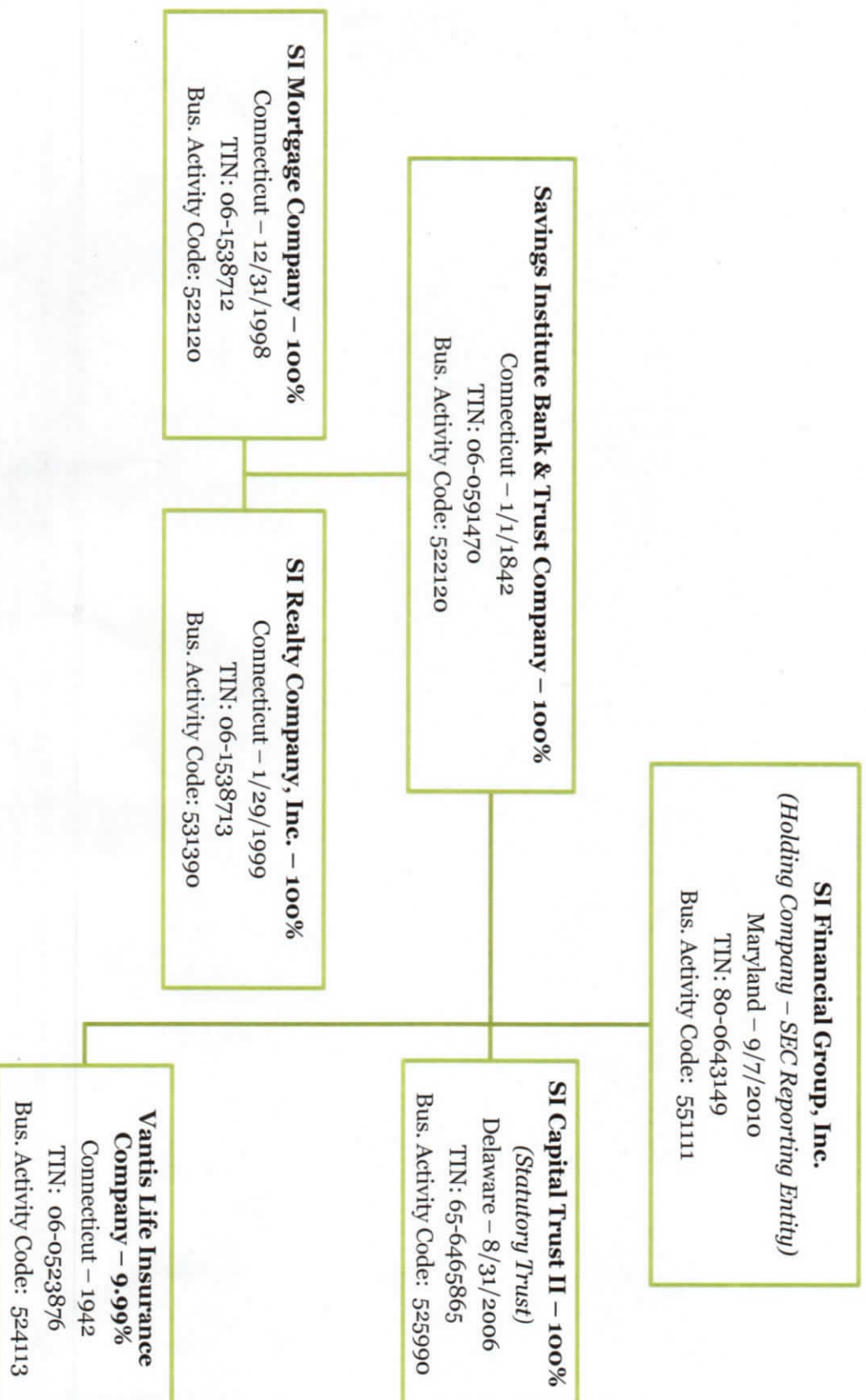
Primary Activity Code

52212	SAVINGS INSTITUTIONS
52239	OTHER ACTIVITIES RELATED TO CREDIT INTERMEDIATION
52411	DIRECT LIFE, HEALTH, AND MEDICAL INSURANCE CARRIERS
52599	OTHER FINANCIAL VEHICLES
522292	REAL ESTATE CREDIT

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 Corors.

# SI Financial Group, Inc.

## Ownership Structure



Results: A list of branches for your holding company FINANCIAL GROUP INC (1300815) of WILLAMANTIC, CT  
The data are as of 3/31/2013. Data reflects information that was received and processed through 4/7/2014.

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 Schedule 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.frbnewark.gov>.

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

Data Action	Effective Date	Branch Service Type	Branch ID_ESSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_ESSD*	Comments
ok		Full Service (Head Office)	480008	SAVINGS INSTITUTE BANK AND TRUST COMPANY	803 MAIN STREET	WILLAMANTIC	CT	06226	WINDHAM	UNITED STATES	121346		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
ok		Full Service	773005	BROOKLYN BRANCH	536 PROVIDENCE ROAD	BROOKLYN	CT	06034	WINDHAM	UNITED STATES	244004		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
ok		Full Service	1215164	CANTERBURY BRANCH	180 WESTMANSTER ROAD, RTE 14	CANTERBURY	CT	06031	WINDHAM	UNITED STATES	244113		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
ok		Full Service	2737225	COLCHESTER BRANCH	63 NORWICH AVENUE	COLCHESTER	CT	06415	NEW LONDON	UNITED STATES	340750		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
ok		Full Service	1212178	DAVYVILLE BRANCH	596 HARTFORD PIKE	DAVYVILLE	CT	06041	WINDHAM	UNITED STATES	244006		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
ok		Full Service	4175661	EAST HAMPTON BRANCH <sup>1</sup>	50 EAST HIGH STREET	EAST HAMPTON	CT	06424	MIDDLESEX	UNITED STATES	478840		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
ok		Full Service	3447138	EAST LYME BRANCH	303 FLANDERS ROAD	EAST LYME	CT	06033	NEW LONDON	UNITED STATES	461451		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
ok		Full Service	4175670	ENFIELD BRANCH	85 FRESHWATER BLVD	ENFIELD	CT	06082	HARTFORD	UNITED STATES	39987		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
ok		Full Service	2624812	GROTON BRANCH	971 POOLNOCK ROAD	GROTON	CT	06040	NEW LONDON	UNITED STATES	244340		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
ok		Full Service	572507	HEBRON BRANCH	115 MAIN STREET	HEBRON	CT	06048	TOLLAND	UNITED STATES	244335		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
ok		Full Service	573700	LEBANON BRANCH	554 EXETER ROAD	LEBANON	CT	06049	NEW LONDON	UNITED STATES	244336		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
ok		Full Service	3072491	USBON WALMART BRANCH	180 RIVERS ROAD	USBON	CT	06051	NEW LONDON	UNITED STATES	361226		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
ok		Full Service	1558767	MANFIELD BRANCH	95 STUBBS ROAD, EAST BRICK MALL-ROUTE 195	MANFIELD CENTER	CT	06050	TOLLAND	UNITED STATES	244339		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
ok		Full Service	699290	MOOSUP BRANCH	344 PROSPECT STREET	MOOSUP	CT	06054	WINDHAM	UNITED STATES	244403		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
ok		Full Service	542603	STONINGTON BRANCH	80 STONINGTON ROAD	MYSTIC	CT	06055	NEW LONDON	UNITED STATES	244338		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
ok		Full Service	2801693	NORTHWINDHAM WALMART BRANCH	474 BOSTON POST ROAD	NORTH WINDHAM	CT	06056	WINDHAM	UNITED STATES	244342		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
ok		Full Service	4175689	NORWICH BRANCH	108 SALEM TURNPIKE	NORWICH	CT	06050	NEW LONDON	UNITED STATES	244341		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
ok		Full Service	3949892	STONINGTON BRANCH	445 LIBERTY STREET	PAWCATUCK	CT	06079	NEW LONDON	UNITED STATES	Not Required		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
ok		Full Service	3398146	SOUTH WINDSOR BRANCH	1000 SULLIVAN AVE	SOUTH WINDSOR	CT	06074	HARTFORD	UNITED STATES	461450		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
change		Full Service	3382109	MEETING HOUSE COMMONS BRANCH	159 MERROW ROAD	TOLLAND	CT	06084	TOLLAND	UNITED STATES	461449		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
ok		Full Service	2395465	WILLAMANTIC BRANCH	803 MAIN STREET	WILLAMANTIC	CT	06026	WINDHAM	UNITED STATES	243019		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
ok		Full Service	4175688	WILLAMANTIC SHAW'S BRANCH	60 CANTOR DRIVE	WILLAMANTIC	CT	06026	WINDHAM	UNITED STATES	Not Required		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
ok		Full Service	480705	MIDDLETOWN BRANCH	165 EAST MAIN ROAD	MIDDLETOWN	RI	02842	NEWPORT	UNITED STATES	Not Required		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
ok		Full Service	478276	NEWPORT MAIN OFFICE	100 BELLEVUE AVE	NEWPORT	RI	02840	NEWPORT	UNITED STATES	Not Required		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
ok		Full Service	3949888	PORTSMOUTH BRANCH	1480 EAST MAIN ROAD	PORTSMOUTH	RI	02871	NEWPORT	UNITED STATES	Not Required		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	
ok		Full Service	3949904	WATERFIELD BRANCH	121 OLD TOWER HILL ROAD	WATERFIELD	RI	02879	WASHINGTON	UNITED STATES	Not Required		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480008	

**SI Financial Group, Inc.**  
**Fiscal Year Ending December 31, 2014**

**Report Item 3: Securities holders**  
**(1)(a)(b)(c ) and (2)(a)(b)(c )**

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013				Securities holders not listed in 3(1)(a) through 3(1)(c ) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2012		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c ) Number and Percentage of Each Class of Voting Securities		(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c ) Number and Percentage of Each Class of Voting Securities
Thomson Horstmann & Bryant Inc. Norwalk, CT USA	USA	1,056,528 Common Stock 8.27%				
Wellington Management Company LLP Boston, MA USA	USA	1,248,161 Common Stock 9.76%				
Franklin Resources Toronto, ON Canada	Canada	1,002,200 Common Stock 7.84%				
Savings Institute Bank & Trust Co. Employee Stock Ownership Plan Willimantic, CT USA	USA	751,350 Common Stock 5.88%				
EIF Capital LLC Arlington, VA USA	USA	887,051 Common Stock 6.94%				

**Form FR Y-6**  
**SI Financial Group, Inc.**  
**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 then 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 securi- ties are held (List names of companies and percentage of voting securities held)
Henry P. Hinckley Willimantic, CT USA	N/A		Director & Chairman	N/A	N/A	0.16%	None	N/A
Roger Engle Brooklyn, CT USA	N/A		Director	N/A	N/A	0.16%	None	N/A
Robert O. Gillard Storrs, CT USA	Small Business Owner & Chairman of O.L. Willard Co., Inc.		Director	N/A	N/A	0.19%	None	N/A
Donna M. Evan Storrs, CT USA	Sales Manager for WILL AM/FM radio station		Director	N/A	N/A	0.17%	None	N/A
Mark D. Alliod Tolland, CT USA	President & Sole Owner of Mark D. Alliod CPA PC public accounting firm		Director	N/A	N/A	0.10%	None	N/A

**Form FR Y-6**  
**SI Financial Group, Inc.**  
**Fiscal Year Ending December 31, 2014**

**Report Item 4: Insiders**

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

												(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)
(1) Name, City, State, Country	(2) Principal Occupation if other then 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)						
Michael R. Garvey Pawcatuck, CT USA	Principal and Owner of Garvey & Associates, LLC public accounting firm	Director	N/A	Principal and Owner of Professional Payrolls, LLC	0.08%	None	N/A					
Kevin M. McCarthy Portsmouth, RI USA	Self-Employed (Retired/was President of Newport Bancorp)	Director	N/A	N/A	1.00%	None	N/A					
Kathleen A. Nealon North Kingstown, RI USA	CFO at Professional Planning Group Advisors	Director	N/A	N/A	0.03%	None	N/A					
William R. Harvey Middletown, RI USA	Senior Partner of the law firm of Harvey, Carr & Hadfield	Director	N/A	N/A	0.14%	None	N/A					
Rheo A. Brouillard Hampton, CT USA	N/A	Director, President & Chief Executive Officer	N/A	N/A	1.00%	None	N/A					

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**SI Financial Group, Inc.**  
**Fiscal Year Ending December 31, 2014**

**Report Item 4: Insiders**

**(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)**

																		(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)
(1) Name, City, State, Country	(2) Principal Occupation if other then 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)												
Brian J. Hull Berlin, CT USA	N/A	EVP, CFO, COO and Treasurer	N/A	N/A	1.00%	None												
Laurie L. Genais Windham, CT USA	N/A	Senior Vice President & Corporate Secretary	N/A	N/A	0.40%	None												
Lauren L. Murphy Lebanon, CT USA	N/A	Senior Vice President	N/A	N/A	0.17%	None												
Jonathan Wood Madison, CT USA	N/A	Senior Vice President	N/A	N/A	0.04%	None												
Paul R. Little Berlin, CT	N/A	Senior Vice President	N/A	N/A	0.10%	None												

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**SI Financial Group, Inc.**  
**Fiscal Year Ending December 31, 2014**

**Report Item 4: Insiders**

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

							(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)
(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	
Name,	Principal	Title & Position	Title & Position	Title & Position	Percentage of	Percentage of	
City, State,	Occupation if other	Title & Position	with Subsidiaries	Businesses	Shares in	Subsidiaries	
Country	then with Holding	with Holding	(include names of subsidiaries)	of other businesses)	Holding Company	(include names of subsidiaries)	
USA							