

MAR 27 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.

I, James F. Paulhus

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.

Signature of Holding Company Director and Official

03/27/2015

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.

2465519

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

UFS Bancorp

Legal Title of Holding Company

49 Church Street

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

Whitinsville

MA

01588

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

William m Mahoney

Treasurer

Name

Title

508-849-4502

Area Code / Phone Number / Extension

508-234-7605

Area Code / FAX Number

william.mahoney@unibank.com

E-mail Address

www.unibank.com

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

Does the reporter request confidential treatment for any portion of this submission?

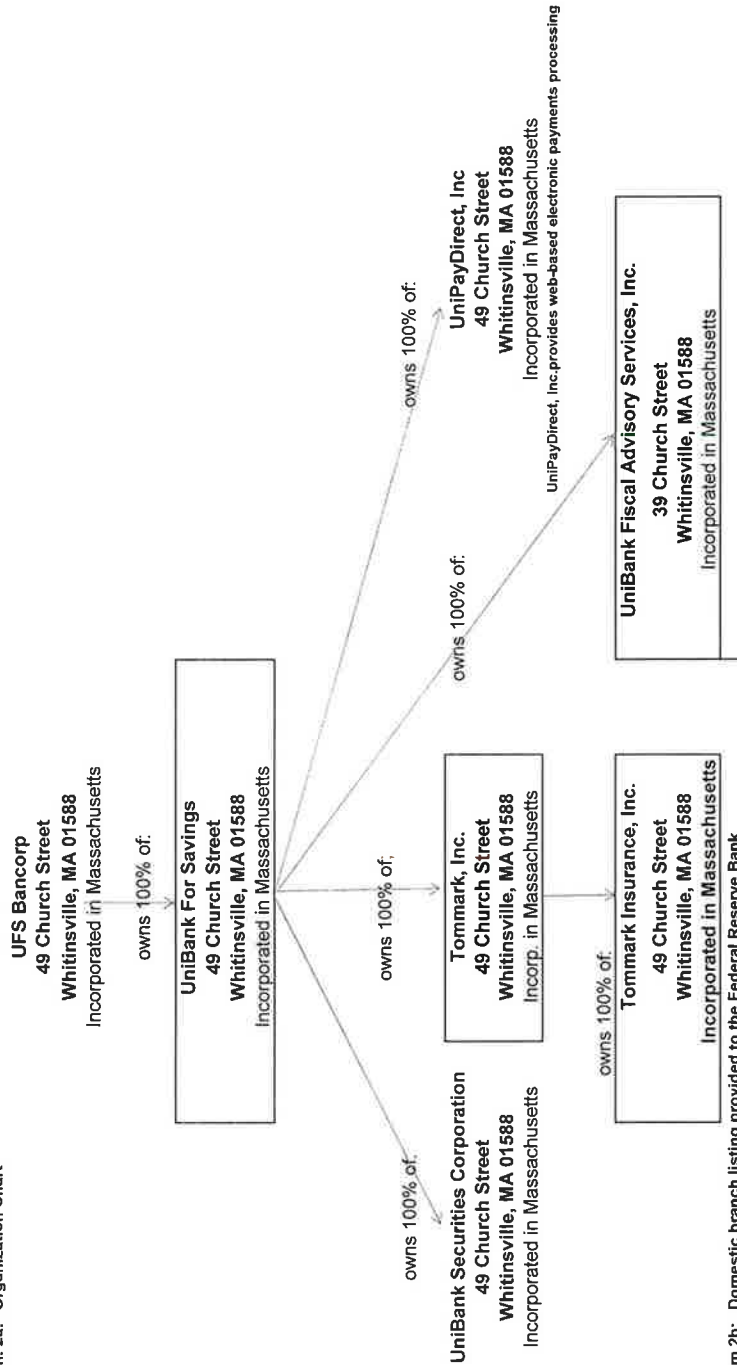
☐ Yes Please identify the report items to which this request applies:

- ☐ 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

Form FR Y-6
 UFS Bancorp
 Whitinsville Massachusetts
 Fiscal Year Ending December 31, 2014

Report Item: 1: The company is a mutual bank holding company and is not registered with the SEC
 Report Item: 2a: Organization Chart



Report Item 2b: Domestic branch listing provided to the Federal Reserve Bank

Results: A list of branches for your holding company: UFS BANCORP (2465519) of WHITINSVILLE, 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 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_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	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		Full Service	709602	UNIBANK FOR SAVINGS	49 CHURCH ST	WHITINSVILLE	MA	01588	WORCESTER	UNITED STATES		17879	0 UNIBANK FOR SAVINGS		709602
OK		Full Service	811206	BLACKSTONE BRANCH	10 CHENEY STREET	BLACKSTONE	MA	01504	WORCESTER	UNITED STATES	291564		4 UNIBANK FOR SAVINGS		709602
OK		Full Service	771908	EAST DOUGLAS BR	4 MECHANIC STREET	DOUGLAS	MA	01516	WORCESTER	UNITED STATES	291508		1 UNIBANK FOR SAVINGS		709602
OK		Full Service	3944477	PROSPECT STREET BRANCH	91 PROSPECT STREET	MILFORD	MA	01757	WORCESTER	UNITED STATES	489398		9 UNIBANK FOR SAVINGS		709602
OK		Full Service	4631324	NORTH GRAFTON BRANCH	89 WORCESTER ST	NORTH GRAFTON	MA	01536	WORCESTER	UNITED STATES	Not Required	Not Required	UNIBANK FOR SAVINGS		709602
OK		Full Service	3177369	SUTTON SQUARE MALL BRANCH	156 WORCESTER-PROVIDENCE TURNPIKE, ROUTE 140	SUTTON	MA	01590	WORCESTER	UNITED STATES	366337		7 UNIBANK FOR SAVINGS		709602
OK		Full Service	2247863	WEST UPTON BRANCH	113 MAIN STREET	UPTON	MA	01568	WORCESTER	UNITED STATES	291509		5 UNIBANK FOR SAVINGS		709602
OK		Full Service	895206	NORTH MAIN ST BRANCH	25 NORTH MAIN STREET	UXBRIDGE	MA	01569	WORCESTER	UNITED STATES	199766		2 UNIBANK FOR SAVINGS		709602
OK		Full Service	3263600	WHITINSVILLE PLAZA BRANCH	1189 PROVIDENCE ROAD	WHITINSVILLE	MA	01588	WORCESTER	UNITED STATES	427036		8 UNIBANK FOR SAVINGS		709602
OK		Full Service	4422141	GOLD STAR BRANCH	24 GOLD STAR BOULEVARD	WORCESTER	MA	01605	WORCESTER	UNITED STATES	Not Required	Not Required	UNIBANK FOR SAVINGS		709602
OK		Full Service	4613181	WILLOWS BRANCH	101 BARRY ROAD	WORCESTER	MA	01609	WORCESTER	UNITED STATES	Not Required	Not Required	UNIBANK FOR SAVINGS		709602

December 31, 2014

(1) Names & Address (City, State, Country)	(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) Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank 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 securities are held (list names of companies or percentage of voting securities held)
John T Andreoli Shrewsbury, MA, USA	Insurance Broker	Trustee	Director; Executive Committee UniBank for Savings; UniPayDirect, Inc.	President and Director - Andreoli Insurance Agency, Inc. President and Director - Green, Andreoli, Small Ins. Agency, Inc. Director: Salomon Health and Retirement Medical Group - Trustee Reliant	0%	0%	Sullivan Insurance Group, Inc. - 29% Andreoli Insurance Agency Inc. - 100% Green Andreoli Small Insurance Agency, Inc. - 50%
John A Armstrong Whitinsville, MA, USA	Professor of Accounting and Finance: Nichols College CPA/Consultant to numerous CPA firms	Trustee	Director; Audit Committee UniBank for Savings	Partner - Armstrong & Nogler CPA's Owner - John A Armstrong, CPA and Consultant Chairman of Ethics Committee, member of Peer Review Board - Mass Assoc of Public Accountants Board Audit Committee - Nichols College	0%	0%	Armstrong & Nogler, CPA - Managing Partner - 50% John A Armstrong, CPA and Consultant - 100%
Robert A Bernstein Richmond Hill, GA USA	Attorney/Consultant	Executive Committee / Trustee	Executive Committee / Director: UniBank For Savings Director - UFASI	Chairman/CEO - Bay State Strategies Group, LLC Trustee - Becker College	0%	0%	Bay State Strategies Group, LLC - 50%
Charles E Broadhurst Uxbridge, MA USA	Retired	Trustee	Director UniBank for Savings	President, Board of Trustees, Pine Grove Cemetery Assoc.	0%	0%	None
Denise H. Brookhouse Whitinsville, MA USA	CFO: Lumber/Hardware Company	Trustee	Director - UniBank For Savings	Koopman Lumber Co. Inc. - CFO Hope Properties, LLC - Manager 3P Properties LLC - Partner Grafton Self Storage LLC - Member/Partner Solar LLC - partner	0%	0%	Koopman Lumber Co. Inc. - 48% non-voting Hope Properties, LLC - 27% 3P Properties LLC - 50% Grafton Self Storage LLC - 27%
	Retired	Clerk; Trustee; Executive Committee	Director and Clerk; Executive Committee / Director - UniBank for Savings; Director - Tommark; Director - Tommark	President and Director - Uxbridge Scholarship Fund, Inc. Director; REC Manufacturing Inc.	0%	0%	none
James W Kuekan Shrewsbury, MA USA	Financial Advisor	Trustee	Director - UniBank for Savings	Sole proprietor of James W Kuekan Ins & Finc'l Planning	0%	0%	none
Joseph R. Meichelbeck Grafton, MA USA	Municipal Treasurer King Philip Regional School District	Executive Committee / Trustee	Executive Committee / Director - UniBank for Savings Director - UFASI, Tommark	Treasurer King Philip Regional School District; Berlin Boylston Regional Schoold District;	0%	0%	none
K'UpanCFO2014 Files2014 BANCORP John P. Merama	Chairman, Chief Executive Officer and President	Trustee	Director, Audit Committee	President, Chairman CEO - Iwaki America Inc	0%	0%	Goldthwaite LLC - 100%

(1) Names & Address (City, State, Country)	(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) Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank 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 securities are held (list names of companies of percentage of voting securities held)
Whitinsville, MaUSA	Iwaki America, Inc.		UniBank for Savings	Trustee - Whitinsville Society for Christian Instruction			JPM Breezy Point LLC 100%
James F. Paulhus Auburn, MA USA	President & Chief Executive Officer UniBank for Savings	President & Chief Executive Officer Executive Committee / Trustee	President/Chief Executive Officer, Executive Committee/ Director - UniBank for Savings; Director - UFASI, Tommark UniPayDirect, Inc Treasurer/Director - UniBank Securities Corp	none	0%	0%	none
Kathleen Salmon-Robinson Whitinsville, MA USA	Manager/Owner: Senior Housing and Healthcare	Trustee	Director UniBank for Savings	Director - Salmon Health and Retirement	0%	0%	none
Mary E. Thompson Whitinsville, MA USA	Town Accountant	Trustee	Director, Audit Committee UniBank for Savings	Town Accountant - Town of Shrewsbury Secretary - Mass Municipal Auditors & Accountants' Association	0%	0%	none
Timothy P Wickstrom Whitinsville, MA USA	Attorney	Chairman of the Board Executive Committee / Trustee	Chairman of the Board / Executive Committee/ Director - UniBank for Savings Director - UFASI, Tommark, UniPayDirect	Partner - Wickstrom Morse LLP Trustee - Pine Grove Cemetery	0%	0%	Wickstrom Morse LLP - 25%
William M. Mahoney Auburn, MA USA	Treasurer UniBank for Savings	Treasurer	Treasurer - UniBank for Savings, UniBank Fiscal Advisory Tommark, Tommark Insurance Corp, UniPayDirect, Inc, Treasurer/Director - UniBank Securities Corp	Treasurer: Auburn Youth and Family Services, Inc. Finance Committee: Youth Opportunities Upheld, Inc.	0%	0%	none