

RECEIVED

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2014
Page 1 of 2

Board of Governors of the Federal Reserve System

Sept
AUG 09 2015



Annual Report of Holding Companies - FR Y-6

Supervision, Regulation and
+ Department

Incl
rev
Jm F
9/14/15

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):
June 30, 2015

Month / Day / Year

I, **David Bruce**

Reporter's Name, Street, and Mailing Address

Berkshire Financial Services, Inc

Name of the Holding Company Director and Official

President/Trustee

Legal Title of Holding Company

75 Park Street

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.

Lee **MA** **01238**
City State Zip Code

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:

Jill Cozzaglio **Assistant Controller**

Name Title

413-243-9271

Area Code / Phone Number / Extension

413-243-1524

Area Code / FAX Number

jcozzaglio@leebank.com

E-mail Address

Signature of Holding Company Director and Official

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

Date of Signature

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

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

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 1985131
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.

12/2012

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) |
| 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) |

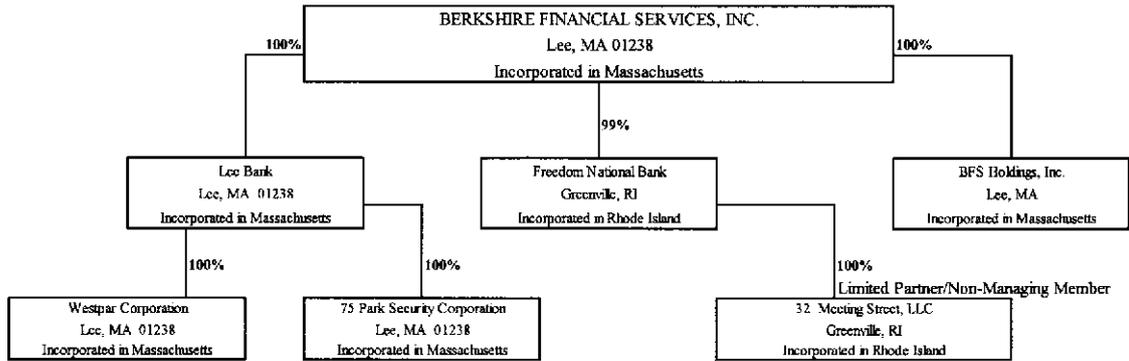
BERKSHIRE FINANCIAL SERVICES, INC.

Report Item 1: Annual Report to Shareholders

Berkshire Financial Services does not formally prepare an annual report for shareholders

BERKSHIRE FINANCIAL SERVICES, INC.

Report Item 2a: Organization Chart



Results: A list of branches for your holding company: BEAKSHIRE FINANCIAL SERVICES, INC. [1985131] of LEE, MA
 The data are as of 06/30/2015. Data reflects information that was received and processed through 07/06/2015.

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.

| Action | Effective Date | Branch Service Type | ID_RSSD* | Popular Name | Street Address | City | State | Zip Code | County | Country | FDIC UNINUM* | Office Number* | Head Office | Head Office ID_RSSD* | Comments |
|--------|----------------|----------------------------|----------|--------------------------------|--------------------------|------------------|-------|----------|------------|---------------|--------------|----------------|-----------------------|----------------------|----------|
| OK | 6/30/2015 | Full Service (Head Office) | 3051432 | FREEDOM NATIONAL BANK | 584 PUTNAM PIKE | GREENVILLE | RI | 02828 | PROVIDENCE | UNITED STATES | 360137 | 0 | FREEDOM NATIONAL BANK | 3051432 | |
| OK | 6/30/2015 | Full Service | 3633623 | CUMBERLAND BRANCH | 2150 MENDON ROAD | CUMBERLAND | RI | 02864 | PROVIDENCE | UNITED STATES | 428049 | 1 | FREEDOM NATIONAL BANK | 3051432 | |
| OK | 6/30/2015 | Full Service (Head Office) | 790703 | LEE BANK | 75 PARK STREET | LEE | MA | 01238 | BERKSHIRE | UNITED STATES | 47726 | 0 | LEE BANK | 790703 | |
| OK | 6/30/2015 | Full Service | 3633481 | GREAT BARRINGTON BRANCH | 279 MAIN STREET | GREAT BARRINGTON | MA | 01230 | BERKSHIRE | UNITED STATES | 289829 | 3 | LEE BANK | 790703 | |
| OK | 6/30/2015 | Full Service | 4573641 | LENOX BRANCH | 450 PITTSFIELD LENOX RD. | LENOX | MA | 01240 | BERKSHIRE | UNITED STATES | Not Required | Not Required | LEE BANK | 790703 | |
| OK | 6/30/2015 | Full Service | 4438629 | NORTH STREET PITTSFIELD BRANCH | 75 NORTH ST. | PITTSFIELD | MA | 01201 | BERKSHIRE | UNITED STATES | Not Required | Not Required | LEE BANK | 790703 | |
| OK | 6/30/2015 | Full Service | 731108 | STOCKBRIDGE BRANCH | 3 ELM STREET | STOCKBRIDGE | MA | 01262 | BERKSHIRE | UNITED STATES | 291247 | 2 | LEE BANK | 790703 | |

BERKSHIRE FINANCIAL SERVICES, INC.

Report Item 3: Securities Holders

Mutual Holding Company - Not Applicable

