

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.

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, **John H. Howland**

Name of the Holding Company Director and Official

President & 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

02/19/2016

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.

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

December 31, 2015

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

GSB, MHC

Legal Title of Holding Company

400 Main Street, P.O. Box 1537

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

Greenfield

MA

01302

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Trey Fortier

Finance Manager

Name

Title

413-774-3191

Area Code / Phone Number / Extension

413-775-0859

Area Code / FAX Number

tfortier@greenfieldsavings.com

E-mail Address

http://www.greenfieldsavings.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.

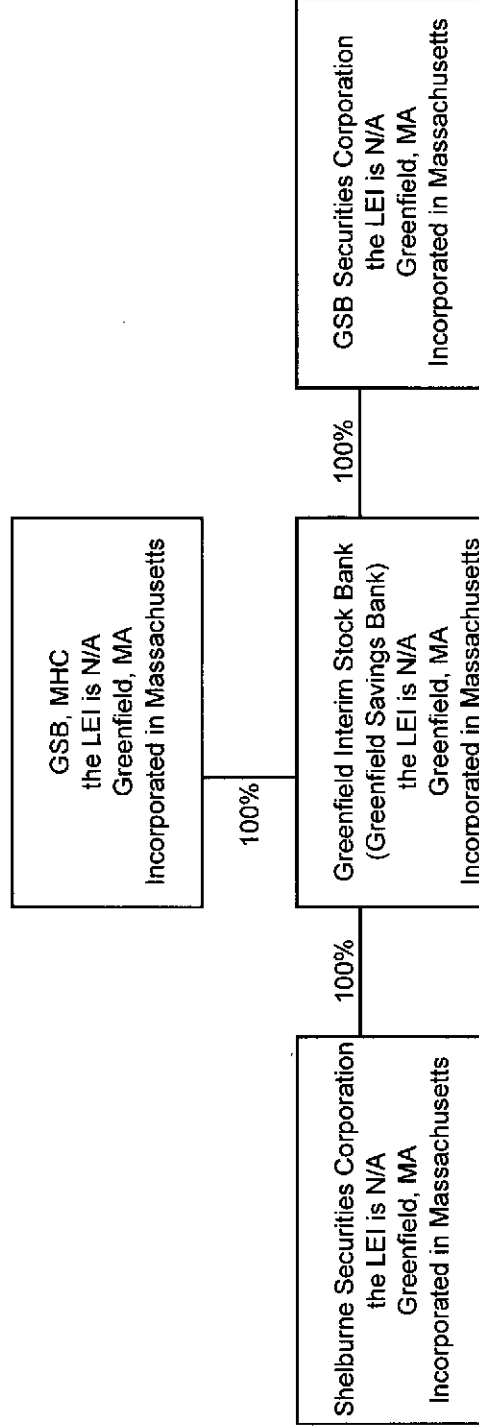
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from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

Form FR Y - 6

Annual Report of Bank Holding Companies
GSB, MHC
Fiscal Year Ending December 31, 2015

Report Item

2a. Organization Chart



Remains structure as of February 2016.

Form FR Y - 6

**Annual Report of Bank Holding Companies
GSB, MHC**

Fiscal Year Ending December 31, 2015

Report Item 3.

No Security Holders for GSB, MHC ✓

Results: A list of branches for your holding company: GSB, MHC (3309889) of GREENFIELD, MA.
The data are as of 12/31/2015. Data reflects information that was received and processed through 02/19/2015.

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_RSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSD*	Comments
OK		Full Service (Head Office)	632607	GREENFIELD SAVINGS BANK	400 MAIN STREET	GREENFIELD	MA	01301	FRANKLIN	UNITED STATES	17797		0	GREENFIELD SAVINGS BANK	632607
OK		Full Service		UNIVERSITY DRIVE BRANCH	6 UNIVERSITY DRIVE	AMHERST	MA	01002	HAMPSHIRE	UNITED STATES	363114		5	GREENFIELD SAVINGS BANK	632607
OK		Full Service		CONWAY BRANCH	181 PARSONS DRIVE	CONWAY	MA	01341	FRANKLIN	UNITED STATES	17866		6	GREENFIELD SAVINGS BANK	632607
OK		Full Service		KING STREET BRANCH	375A KING STREET	NORTHAMPTON	MA	01060	HAMPSHIRE	UNITED STATES	Not Required	Not Required		GREENFIELD SAVINGS BANK	632607
OK		Full Service		SHELBOURNE FALLS BRANCH	58 BRIDGE STREET	SHELBOURNE FALLS	MA	01370	FRANKLIN	UNITED STATES	291166		3	GREENFIELD SAVINGS BANK	632607
OK		Full Service		SOUTH DEERFIELD BRANCH	61 NORTH MAIN STREET	SOUTH DEERFIELD	MA	01373	FRANKLIN	UNITED STATES	291165		2	GREENFIELD SAVINGS BANK	632607
OK		Full Service		TURNERS FALLS BRANCH	282 AVENUE A	TURNERS FALLS	MA	01376	FRANKLIN	UNITED STATES	291164		1	GREENFIELD SAVINGS BANK	632607

ESD 01/23/2016

Form FR Y-6
GSB, MHC
Fiscal Year Ending December 31, 2015

Report Item 4: Insiders

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

(1) Names & Address	(2) Principal Occupation	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities are held
John Howland Greenfield, MA	N/A	Trustee & President	Director & President (Greenfield Savings Bank & GSB Securities Corp. & Shelburne Securities Corp.)	N/A	N/A	N/A	N/A
Robert Cohn Greenfield, MA	Realtor	Trustee	Director (Greenfield Savings Bank)	President - Cohn & Company Real Estate	N/A	N/A	Cohn & Company Real Estate
Regina Curtis Warwick, MA	College Administrator	Trustee	Director (Greenfield Savings Bank)	Greenfield Community College	N/A	N/A	N/A
David Damery Greenfield, MA	Professor	Trustee	Director (Greenfield Savings Bank)	University of Massachusetts	N/A	N/A	N/A
Mark Donoghue Greenfield, MA	Realtor	Trustee	Director (Greenfield Savings Bank)	Donoghue Realty, Taylors Tavern	N/A	N/A	Donoghue Realty, Taylors Tavern
Timothy Farrell Greenfield, MA	Insurance Agent	Trustee	Director (Greenfield Savings Bank)	Gilmore & Farrell Insurance Agency	N/A	N/A	Gilmore & Farrell Insurance Agency
Edward Hammond Greenfield, MA	Retired	Trustee	Director (Greenfield Savings Bank & GSB Securities Corp. & Shelburne Securities Corp.)	N/A	N/A	N/A	N/A
Shane Hammond Bernardston, MA	College Administrator	Trustee	Director (Greenfield Savings Bank)	Greenfield Community College	N/A	N/A	N/A
Kenneth Kahn Leverett, MA	Attorney	Trustee	Director (Greenfield Savings Bank)	Kenneth P. Kahn, Attorney at Law	N/A	N/A	Kalmar Realty, LLC & Law Offices of Kenneth P. Kahn
James Lunt Greenfield, MA	Manufacturing	Trustee	Director (Greenfield Savings Bank)	President - Rogers, Lunt & Bowlen Co.	N/A	N/A	Rogers, Lunt & Bowlen Co.
Edward Margola Gill, MA	Certified Public Accountant	Trustee & Chairman	Director & Chairman (Greenfield Savings Bank & GSB Securities Corp. & Shelburne Securities Corp.)	Edward L. Margola, CPA	N/A	N/A	Edward L. Margola, CPA
Joseph Poirier Shelburne, MA	Retired	Trustee	Director (Greenfield Savings Bank)	N/A	N/A	N/A	Federal Street Dining, LLC & Greenfield Grille LLC
Rebecca Caplice Shelburne, MA	Retired	Trustee	Director (Greenfield Savings Bank)	N/A	N/A	N/A	Federal Street Dining, LLC & Greenfield Grille LLC
Dennis Putnam Greenfield, MA	Certified Public Accountant	Trustee	Director (Greenfield Savings Bank)	Dennis Putnam CPA	N/A	N/A	Dennis Putnam CPA
John M. Shanahan Greenfield, MA	Production Manager	Trustee	Director (Greenfield Savings Bank)	Penfield Productions, Ltd.	N/A	N/A	Penfield Productions, Ltd.

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GSB, MHC
Fiscal Year Ending December 31, 2015

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Pamela Stobierski South Deerfield, MA	Attorney	Trustee	Director (Greenfield Savings Bank & GSB Securities Corp. & Shelburne Securities Corp.)	Partner - Stobierski & Stobierski	N/A	N/A	Stobierski & Stobierski
Warren Thomas, Jr. Turners Falls, MA	Retired	Trustee	Director (Greenfield Savings Bank & GSB Securities Corp. & Shelburne Securities Corp.)	N/A	N/A	N/A	Bostley Sales and Leasing, Inc.
Denise Coyne Montague, MA	N/A	Executive Vice President	Executive Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Carmen Bassett Asfield, MA	N/A	Senior Vice President	Senior Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Alan Blanker Greenfield, MA	N/A	Senior Vice President	Senior Vice President (Greenfield Savings Bank) Clerk (GSB Securities Corp. & Shelburne Securities Corp.)	N/A	N/A	N/A	N/A
Lori Grover Greenfield, MA	N/A	Senior Vice President	Senior Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Mark Grumoli Northampton, MA	N/A	Senior Vice President	Senior Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Stephen Hamlin South Hadley, MA	N/A	Senior Vice President	Senior Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Michael Mandile Conway, MA	N/A	Senior Vice President	Senior Vice President & Treasurer (Greenfield Savings Bank) Treasurer (GSB Securities Corp. & Shelburne Securities Corp.)	N/A	N/A	N/A	N/A
Andrew Bresciano Turners Falls, MA	N/A	Vice President	Vice President	N/A	N/A	N/A	N/A
Christopher Caouette Florence, MA		Vice President	Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
John Cormican Shelburne, MA	N/A	Vice President	Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Melanie Renieris Greenfield, MA	N/A	Vice President	Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Linda Dagilus South Deerfield, MA	N/A	Vice President	Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Maura Guzik Belchertown, MA	N/A	Vice President	Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A

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Donald LaFontaine W. Chesterfield, NH	N/A	Vice President	Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Sandra Laude Greenfield, MA	N/A	Vice President	Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Joshua Parker Greenfield, MA	N/A	Vice President	Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Mark Russo Deerfield, MA	N/A	Vice President	Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Karen Cartier Chicopee, MA	N/A	Vice President	Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A
Matthew J. Sheridan Northfield, MA	N/A	Vice President	Vice President (Greenfield Savings Bank)	N/A	N/A	N/A	N/A

RSSD Tiering for:
GSB, MHC

Structure as of 20160318 and going downward

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	3309889	GSB, MHC		GREENFIELD	MASSACHUSETTS	MASSACHUSETTS	1	1	BHC	551111		
0002	632607	GREENFIELD SAVINGS BANK		GREENFIELD	MASSACHUSETTS	MASSACHUSETTS	1	1	SSB	52211	Vtg Edty	100
0003	134905	CONWAY BRANCH		CONWAY	MASSACHUSETTS		1	0	DBR	0		
0004	4466828	KING STREET BRANCH		NORTHAMPTON	MASSACHUSETTS		1	0	DBR	0		
0005	4750282	MOHAWK TRAIL BRANCH		SHELburne	MASSACHUSETTS		1	0	DBR	0		
0006	1223927	SHELburne FALLS BRANCH		SHELburne FALLS	MASSACHUSETTS		1	0	DBR	0		
0007	664907	SOUTH DEERFIELD BRANCH		SOUTH DEERFIELD	MASSACHUSETTS		1	0	DBR	0		
0008	634704	TURNERS FALLS BRANCH		TURNERS FALLS	MASSACHUSETTS		1	0	DBR	0		
0009	3101680	UNIVERSITY DRIVE BRANCH		AMHERST	MASSACHUSETTS		1	0	DBR	0		
0010	3452208	GSB SECURITIES CORPORATION		GREENFIELD	MASSACHUSETTS	MASSACHUSETTS	1	0	DEO	52391	Vtg Edty	100
0011	3452217	SHELburne SECURITIES CORPORATION		GREENFIELD	MASSACHUSETTS	MASSACHUSETTS	1	0	DEO	52391	Vtg Edty	100

Total Number of Entities in the tree 11

Total Number of Unique Entities in the tree 11

Tier Selection Criteria

RSSD Tiering for	3309889 GSB, MHC
As of Date	20160318
Direction	Down
Selection Rule	All Entities
Branches - Domestic Institutions	All Branches
Branches - Foreign Institutions	All Branches

Explanatory Notes

Entity Type	Description
BHC	BANK HOLDING COMPANY
DBR	DOMESTIC BRANCH OF A DOMESTIC BANK
DEO	DOMESTIC ENTITY OTHER
SSB	STATE SAVINGS 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.