

Board of Governors of the Federal Reserve System

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Annual Report of Holding Companies—FR Y-6

FEB 22 2016

Supervision, Regulation and
Credit Department

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, K. Michael Robbins
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.

K. Michael Robbins Pres. + CEO
Signature of Holding Company Director and Official

February 22, 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 3547010
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
Spencer MHC

Legal Title of Holding Company

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

Spencer MA 01562
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

John Lund SVP Treasurer
Name Title

508-885-5313-19289
Area Code / Phone Number / Extension
508-885-8614

Area Code / FAX Number
jlund@spencerbankonline.com

E-mail Address

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

ETL
3/2/16

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.

~~Spencer Mid-Tier Company~~ ✓
Legal Title of Subsidiary Holding Company

176 Main Street
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
Spencer MA 01562
City State Zip Code

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

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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)

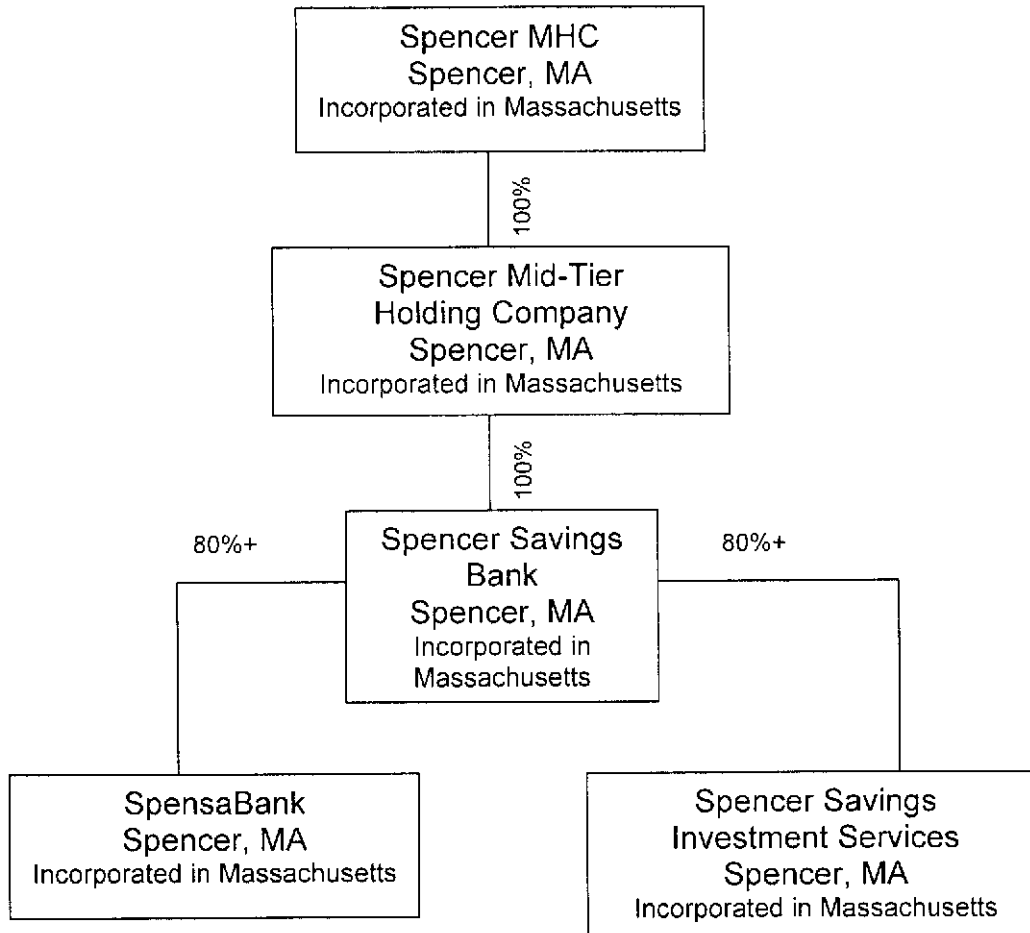
Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Spencer MHC
Spencer, Massachusetts
Fiscal Year Ending 12/31/15



LEI not applicable unless otherwise noted.*/

Results: A list of branches for your depository institution: **SPENCER SAVINGS BANK (ID_RSSD: 447100)**. This depository institution is held by **SPENCER MHC (3547010)** of **SPENCER, MA**. The data are as of **12/31/2015**. Data reflects information that was received and processed through **01/07/2016**.

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
		Full Service (Head Office)	447100	SPENCER SAVINGS BANK	176 MAIN STREET	SPENCER	MA	01562	WORCESTER
		Full Service	2860002	SOUTH MAIN STREET BRANCH	121 SOUTH MAIN STREET	LEICESTER	MA	01524	WORCESTER
		Full Service	569404	RUTLAND BRANCH	93 MAIN STREET	RUTLAND	MA	01543	WORCESTER
		Full Service	631301	FAIR PLAZA BRANCH	72 WEST MAIN STREET RTE 9	SPENCER	MA	01562	WORCESTER

			Full Service		942100	WARREN BRANCH	968 MAIN ST	WARREN	MA	01083	WORCESTER
			Full Service		4472324	WORCESTER BRANCH	230 PARK AVENUE	WORCESTER	MA	01609	WORCESTER

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Spencer MHC
Spencer, Massachusetts
Fiscal Year Ending 12/31/15

Report Item 3: Securities Holders

Not Applicable

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Spencer MHC
Spencer, Massachusetts
Fiscal Year Ending 12/31/15

Report Item 4 - a: Insiders

Name	Prin. Occup.	Title/Position (BHC)	Title/Position (Subsidiaries)	Title/Position (Other Bus.)	% Voting Shares (BHC)	% Voting Shares (Sub)	Other Companies
K. Michael Robbins Holden, MA	Banking Spencer Savings Bank	Director/ President	Director/President/CEO Spencer Savings Bank	N/A	N/A	N/A	N/A
Raymond A. Auger, Jr. E. Brookfield, MA	Accountant	Director	Director Spencer Savings Bank	Principal Auger Accounting	N/A	N/A	N/A
Michael A. Engel Spencer, MA	Manufacturing Flexcon Inc.	Director	Director Spencer Savings Bank	President Flexcon Inc.	N/A	N/A	N/A
Raymond P. Esper Mashpee, MA	Doctor	Director	Director Spencer Savings Bank	Raymond P. Esper & Assoc.	N/A	N/A	N/A
Alfred G. Morin, Jr. Spencer, MA	Funeral Director	Director	Director Spencer Savings Bank	Principal Henri J. Morin Funeral Home	N/A	N/A	N/A
Joseph N. Stolberg Shrewsbury, MA	CPA	Director	Director Spencer Savings Bank	Managing Partner Stolberg, Ebbling & Blanchette, LLP	N/A	N/A	N/A
Gary D. Suter Spencer, MA	Director Spencer Rescue Squad	Director	Director Spencer Savings Bank	Exec. Director Spencer Rescue Squad	N/A	N/A	N/A

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Spencer MHC
Spencer, Massachusetts
Fiscal Year Ending 12/31/15

Report Item 4 - a: Insiders (cont'd)

Name	Prin. Occup.	Title/Position (BHC)	Title/Position (Subsidiaries)	Title/Position (Other Bus.)	% Voting Shares (BHC)	% Voting Shares (Sub)	Other Companies
Kathleen Tarpinian W. Brookfield, MA	Financial Advisor	Director	Director Spencer Savings Bank	Financial Advisor	N/A	N/A	N/A
Stephen F. Wentzell Worcester, MA	CFO	Director	Director Spencer Savings Bank	CFO Coughlin Electric	N/A	N/A	N/A
John J. Spillane Worcester, MA	Attorney	Director	Director Spencer Savings Bank	Partner Spillane & Spillane	N/A	N/A	N/A
Richard W. Hebson Spencer, MA	Treasurer	Treasurer	Treasurer Spencer Savings Bank	N/A	N/A	N/A	N/A
Michael Quink Leicester, MA	Sr. Vice President	Sr. Vice President	Sr. Vice President/Commercial Division Manager Spencer Savings Bank	N/A	N/A	N/A	N/A
Randal D. Webber Oxford, MA	Exec. Vice President	Exec. Vice President	Exec. Vice President/Chief Lending Officer Spencer Savings Bank	N/A	N/A	N/A	N/A
John T. Lund Stafford Springs, CT	Sr. Vice President	Sr. Vice President	Sr. Vice President/Revenue Officer Spencer Savings Bank	N/A	N/A	N/A	N/A

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Spencer Mid-Tier Holding Co.
Spencer, Massachusetts
Fiscal Year Ending 12/31/15

Report Item 4 - b: Insiders

Name	Prin. Occup.	Title/Position (BHC)	Title/Position (Subsidiaries)	Title/Position (Other Bus.)	% Voting Shares (BHC)	% Voting Shares (Sub)	Other Companies
K. Michael Robbins Holden, MA	Banking Spencer Savings Bank	Director/ President	Director/President/CEO Spencer Savings Bank	N/A	N/A	N/A	N/A
Raymond A. Auger, Jr. E. Brookfield, MA	Accountant	Director	Director Spencer Savings Bank	Principal Auger Accounting	N/A	N/A	N/A
Michael A. Engel Spencer, MA	Manufacturing Flexcon Inc.	Director	Director Spencer Savings Bank	President Flexcon Inc.	N/A	N/A	N/A
Raymond P. Esper Mashpee, MA	Doctor	Director	Director Spencer Savings Bank	Raymond P. Esper & Assoc.	N/A	N/A	N/A
Alfred G. Morin, Jr. Spencer, MA	Funeral Director	Director	Director Spencer Savings Bank	Principal Henri J. Morin Funeral Home	N/A	N/A	N/A
Joseph N. Stolberg Shrewsbury, MA	CPA	Director	Director Spencer Savings Bank	Managing Partner Stolberg, Ebbeling & Blanchette, LLP	N/A	N/A	N/A
Gary D. Suter Spencer, MA	Director Spencer Rescue Squad	Director	Director Spencer Savings Bank	Exec. Director Spencer Rescue Squad	N/A	N/A	N/A

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Spencer Mid-Tier Holding Co.
Spencer, Massachusetts
Fiscal Year Ending 12/31/15

Report Item 4 - b: Insiders (cont'd)

Name	Prin. Occup.	Title/Position (BHC)	Title/Position (Subsidiaries)	Title/Position (Other Bus.)	% Voting Shares (BHC)	% Voting Shares (Sub)	Other Companies
Kathleen Tarpinian W. Brookfield, MA	Financial Advisor	Director	Director Spencer Savings Bank	Financial Advisor	N/A	N/A	N/A
Stephen F. Wentzell Worcester, MA	CFO	Director	Director Spencer Savings Bank	CFO Coughlin Electric	N/A	N/A	N/A
John J. Spillane Worcester, MA	Attorney	Director	Director Spencer Savings Bank	Partner Spillane & Spillane	N/A	N/A	N/A
Richard W. Hebson Spencer, MA	Treasurer	Treasurer	Treasurer Spencer Savings Bank	N/A	N/A	N/A	N/A
Michael Quink Leicester, MA	Sr. Vice President	Sr. Vice President	Sr. Vice President/Commercial Division Manager Spencer Savings Bank	N/A	N/A	N/A	N/A
Randal D. Webber Oxford, MA	Exec. Vice President	Exec. Vice President	Exec. Vice President/Chief Lending Officer Spencer Savings Bank	N/A	N/A	N/A	N/A
John T. Lund Stafford Springs, CT	Sr. Vice President	Sr. Vice President	Sr. Vice President/Revenue Officer Spencer Savings Bank	N/A	N/A	N/A	N/A