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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 609 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(o)(1), and 5468(b)(1)). 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 officer of the top-tier holding company. If the entity that the top-tier holding company does not have an individual who is a senior officer and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Peter B. Alden
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

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
RSSID ID 063543  
C.I.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements 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, 2016

N/A
Reported's Legal Entity Identifier (LEI) (20-Character LEI Code)
Reportee's Name, Street, and Mailing Address

1895 MHC
Legal Title of Holding Company

28 Franklin Street
(Mailing Address of the Holding Company) Street / P.O. Box
Worcester 01608
City State Zip Code

SAME
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Cheri E. Carty
VP Treasurer
Name Title

508-890-9076
Area Code / Phone Number / Extension
508-890-9070
Area Code / FAX Number
ccarty@baystatesavings.com
E-mail Address
https://www.baystatesavingsbank.com
Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission?... 0

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report .
2. a letter justifying this request has been provided separately .

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Public reporting burden for this information collection is estimated to vary from 1.5 to 101 hours per response, with an average of 5.50 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, NW, Washington, D.C. 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
Corporate Structure
[LEI's do not exist in the organization]

1895 MHC is a mutual holding company without shareholders.
1895 MHC has 100% ownership of 1895 Corp (Mid Tier).
1895 Corp (Mid Tier) has 100% ownership of Bay State Savings Bank, a Massachusetts Stock Savings Bank.

1895 MHC
[Tax ID #75-3238878]
Worcester MA
Incorporated in Massachusetts

100%

1895 CORP
[Tax ID #75-3238876]
Worcester MA
Incorporated in Massachusetts

100%

BAY STATE SAVINGS BANK
[Tax ID #75-3238872]
Worcester MA
Incorporated in Massachusetts

100% 100% 99.99% Non-Managing Member

BSSB SECURITIES CORP
[Tax ID #04-3248652]
Worcester MA
Incorporated in Massachusetts

BSSB CORP
[Tax ID #04-3485145]
Worcester MA
Incorporated in Massachusetts

Worcester Lofts Limited Partnership
[Tax ID #04-3538413]
Worcester MA
Incorporated in Massachusetts
es for your depository institution: BAY STATE SAVINGS BANK (ID_RSSD: 963002).

on is held by 1895 MHC (3535437) of WORCESTER, MA. U/2016. Data reflects information that was received and processed through 01/10/2017.

**Fication Steps**

1. If an entry is correct, enter 'OK' in the **Data Action** column.
2. If an entry 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.
3. If the branch was opened or closed, enter 'Close' in the **Data Action** column and the date of the opening or closure date in the **Effective Date** column.
4. If a branch is no longer owned by this depository institution, enter 'Delete' in the **Data Action** column.
5. If a 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.

You may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

**FRB Requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.

This data must be submitted in a hardcopy format or via the FR Y-10 Online application - https://y10online.federalreserve.gov.

For **Date**, **Branch Service Type**, **Branch_ID_RSSD**, **Popular Name**, **Street Address**, **City**, **State**, **Zip Code**, **County**, **Country**, **FCIC UNIFORM***, **Office Number**, **Head Office**, and **ID_RSSD**, these columns are for reference only. Verification of these values is not required.

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<th>Date</th>
<th>Branch Service Type</th>
<th>Branch_ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FCIC UNIFORM*</th>
<th>Office Number*</th>
<th>Head Office</th>
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<td>7/1500</td>
<td>Full Service</td>
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<td>BAY STATE SAVINGS BANK</td>
<td>28 FRANKLIN STREET</td>
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<td>MA</td>
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<td>WORCESTER</td>
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<td>963002</td>
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<td>3/291582</td>
<td>Full Service</td>
<td>14111380</td>
<td>AUBURN HIGH SCHOOL BRANCH</td>
<td>99 AUBURN STREET</td>
<td>AUBURN</td>
<td>MA</td>
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<td>WORCESTER</td>
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<td>5/291584</td>
<td>Full Service</td>
<td>2777938</td>
<td>MINUTEMAN PLAZA BRANCH</td>
<td>123 AUBURN STREET</td>
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<td>4/291583</td>
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<td>HOLDEN BRANCH</td>
<td>628 MAIN STREET</td>
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<td>BURNCOAT STREET BRANCH</td>
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<td>7/423057</td>
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<td>37882167</td>
<td>EASTERN AVE BRANCH</td>
<td>TWO EASTERN AVENUE</td>
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<td>(1) Name, City, State, Country</td>
<td>(2) Principal Occupation if other than with Holding Company</td>
<td>(3)(a) Title &amp; Position with Holding Company</td>
<td>(3)(b) Title &amp; Position with Subsidiaries (include names of Subsidiaries)</td>
<td>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</td>
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<td>(4)(b)</td>
<td>(4)(c)</td>
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<tr>
<td>Peter B. Alden, Worcester, MA, USA</td>
<td>N/A</td>
<td>Director &amp; President</td>
<td>1895 Corp: President &amp; Director Bay State Savings Bank: President &amp; Director BSSB Securities Corp: President &amp; Director BSSB Corp: President &amp; Director</td>
<td>N/A</td>
<td>None</td>
<td>None</td>
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<tr>
<td>John H. McMabe, Worcester, MA, USA</td>
<td>Vice-President: Acquisitions &amp; Divestitures</td>
<td>Director &amp; Chairman of Board</td>
<td>1895 Corp: Director &amp; Chairman of Board Bay State Savings Bank: Director &amp; Chairman of Board</td>
<td>Vice-President: Acquisitions &amp; Divestitures</td>
<td>None</td>
<td>None</td>
<td>N/A</td>
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<td>William J. Fay, Worcester, MA, USA</td>
<td>Funeral Director: Fay Brothers, Inc.</td>
<td>Director</td>
<td>1895 Corp: Director Bay State Savings Bank: Director</td>
<td>Funeral Director: Fay Brothers, Inc.</td>
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<tr>
<td>Carol A. Garofoli, Worcester, MA, USA</td>
<td>Director of Operations: Worcester Polytechnic Institute [WPI]</td>
<td>Director</td>
<td>1895 Corp: Director Bay State Savings Bank: Director</td>
<td>Director of Operations: Worcester Polytechnic Institute [WPI]</td>
<td>None</td>
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<td>F. Stephen Harvey, Jr., Worcester, MA, USA</td>
<td>President: Harvey and Tracy Assoc., Inc.</td>
<td>Director</td>
<td>1895 Corp: Director Bay State Savings Bank: Director</td>
<td>President: Harvey and Tracy Assoc., Inc.</td>
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<td>Patricia L. Jones, Worcester, MA, USA</td>
<td>President: P.L. Jones &amp; Associates, P.C.</td>
<td>Director</td>
<td>1895 Corp: Director Bay State Savings Bank: Director</td>
<td>President: P.L. Jones &amp; Associates, P.C.</td>
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<td>Andrew C.J. Meagher, Esq, Worcester, MA, USA</td>
<td>Attorney: Wolfson, Keenan, Cotton &amp; Meagher</td>
<td>Director</td>
<td>1895 Corp: Director Bay State Savings Bank: Director</td>
<td>Attorney: Wolfson, Keenan, Cotton &amp; Meagher</td>
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<td>Joni Milluzzo, Worcester, MA, USA</td>
<td>Owner: Apple Home Care Associates, Inc.</td>
<td>Director</td>
<td>1895 Corp: Director Bay State Savings Bank: Director</td>
<td>Owner: Apple Home Care Associates, Inc.</td>
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<tr>
<td>Name</td>
<td>Title</td>
<td>Company</td>
<td>Position</td>
<td>Consultant: Monahan &amp; Associates</td>
<td>Assoc. Super. For Business: Dioceses of Worcester School Dept.</td>
<td>President: National Glass Works, Inc.</td>
<td>Attorney</td>
<td>None</td>
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<td>John J. Monahan, Worcester, MA, USA</td>
<td>Consultant: Monahan &amp; Associates</td>
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<td>William J. Mulford, Worcester, MA, USA</td>
<td>Assoc. Super. For Business: Dioceses of Worcester School Dept.</td>
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<td>Assoc. Super. For Business: Dioceses of Worcester School Dept.</td>
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<td>Alan P. Pandiani Shrewsbury, MA, USA</td>
<td>President: National Glass Works, Inc.</td>
<td>1895 Corp: Director</td>
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<td>None</td>
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<td>Gerald J. Power, Esq., Worcester, MA, USA</td>
<td>Attorney</td>
<td>1895 Corp: Director</td>
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<td>Sharon M. Wratford Shrewsbury, MA, USA</td>
<td>Executive Vice President, Natixis Global Asset Management</td>
<td>1895 Corp: Director</td>
<td>Bay State Savings Bank: Director</td>
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<td>Diane M. Giampa, Worcester, MA, USA</td>
<td>N/A</td>
<td>SVP-HR &amp; Marketing</td>
<td>Bay State Savings Bank: SVP-HR &amp; Marketing</td>
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<td>Lisa A. Perrin, Worcester, MA, USA</td>
<td>N/A</td>
<td>SVP-Chief Retail Banking Officer</td>
<td>Bay State Savings Bank: SVP-Chief Retail Banking Officer</td>
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<td>Steven L. Groccia, Worcester, MA, USA</td>
<td>N/A</td>
<td>SVP-Commercial Lending</td>
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<td>Maria A. Heskes-Allard, Princeton, MA, USA</td>
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<td>Osman K. Acheampong, Worcester, MA, USA</td>
<td>N/A</td>
<td>VP-Credit Administration</td>
<td>Bay State Savings Bank: VP-Credit Administration</td>
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<td>Thomas J. Belton, Worcester, MA, USA</td>
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<tr>
<td>Cheri E. Carty, Worcester, MA, USA</td>
<td>VP-Treasurer</td>
<td>1895 Corp: VP-Treasurer, Bay State Savings Bank: VP-Treasurer, BSSB Securities Corp: Director, Clerk &amp; Treasurer, BSSB Corp: Director, Clerk &amp; Treasurer</td>
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<td>Lisa A. Duquette, Worcester, MA, USA</td>
<td>AVP-Operations</td>
<td>1895 Corp: AVP-Operations, Bay State Savings Bank: AVP-Operations</td>
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<td>Lucas J. Miller, Worcester, MA, USA</td>
<td>VP-Compliance &amp; BSA Officer</td>
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