

RECEIVED

MAR 13 2017

Regulation and
 Credit Department

1/29/17
 JF
 5/8/17

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)); 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 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, 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 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. 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.

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

December 31, 2016

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

I, William R. Eccles Jr.

Name of the Holding Company Director and Official

President & CEO

Title of the Holding Company Director and Official

BankFive MHC

Legal Title of Holding Company

79 North Main Street

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

Fall River MA 02720

City State Zip Code

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.

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:

Michael W. Berube EVP, CFO & Treasurer

Name Title

774-888-6144

Area Code / Phone Number / Extension

774-888-6580

Area Code / FAX Number

michael.berube@bankfive.com

E-mail Address

Signature of Holding Company Director and Official

3-13-17

Date of Signature

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

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 2320975
 C.I. _____

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes 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."

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.

BankFive Corporation

Legal Title of Subsidiary Holding Company

79 North Main Street

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

Fall River

MA

02720

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)

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)

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)

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)

FR Y-6 Report Items BankFive, MHC

Report Item 1: Annual Report to Shareholder - BankFive, MHC is not registered with the Securities and Exchange Commission and provides no reports to shareholders. Enclosed is the annual audited financials as of December 31, 2016 for BankFive, MHC. These financial statements are to be treated confidentially.

Report Item 2a: Organizational Chart - Enclosed is an organizational chart for BankFive, MHC and its affiliates.

Report Item 2b: Domestic Branch Listing - Enclosed is the listing for branches of BankFive, banking subsidiary of BankFive, MHC.

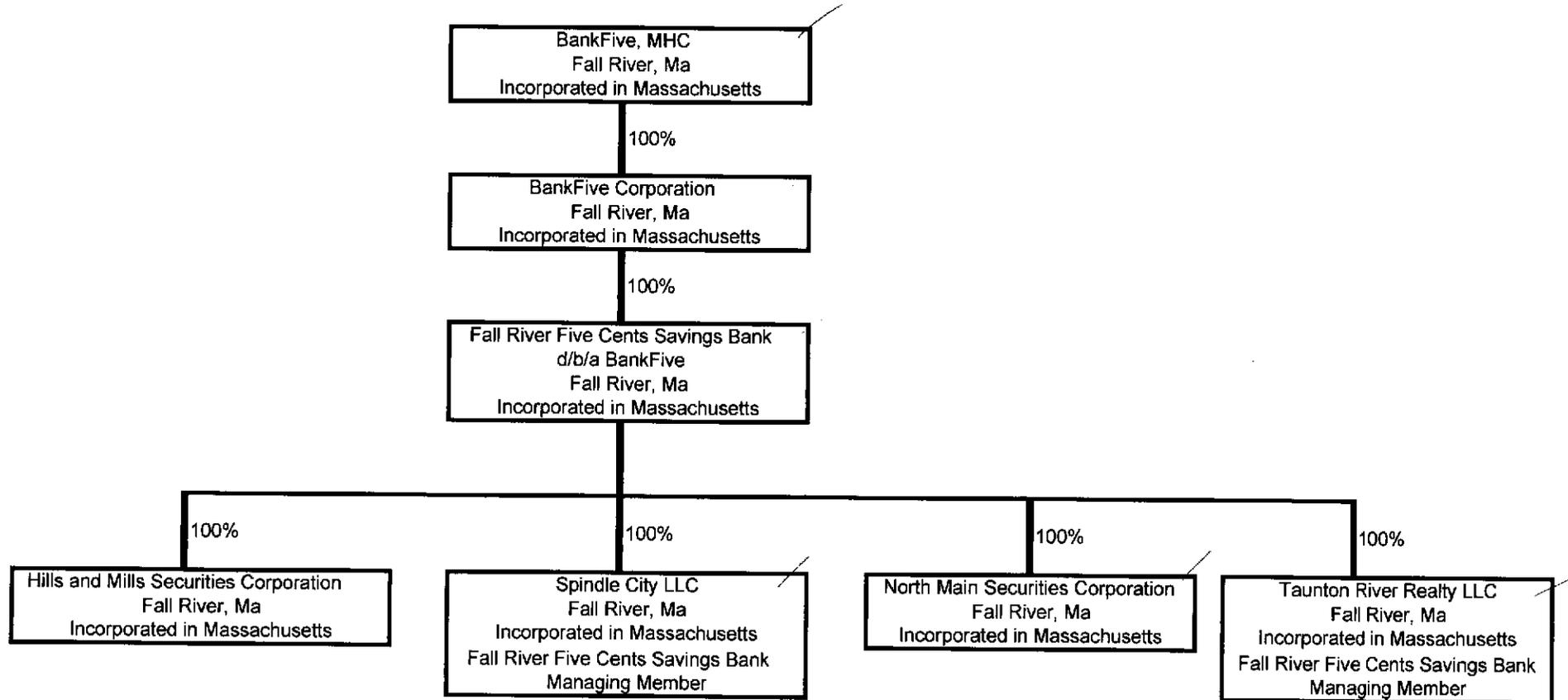
Report Item 3: Securities Holders - BankFive, MHC as a mutual holding company has no security holders that met the requirements of this report item

Report Item 4: Insiders - Enclosed is a report detailing the information for individuals qualifying as insiders for BankFive MHC and BankFive Corporation.

Legal Entity Identifier – LEI's do not exist in the organization.

Form FR Y-6
BankFive, MHC
Fall River, Ma
Fiscal Year Ending December 31, 2016

Organizational Chart:
LEIs do not exist in the organization



for your holding company: **BANKFIVE, MHC (3320978) of FALL RIVER, MA.**
 2016. Data reflects information that was received and processed through 01/10/2017.

Action Steps

For each branch row, enter one or more of the actions specified below in the **Effective Date** column

- If information is correct, enter 'OK' in the **Data Action** column.
- If 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.
- If a branch is sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
- If a branch was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
- 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.

Send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 In your FRB contact, put your institution name, city and state in the subject line of the e-mail.

For 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.**
 Reports must be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

Branch number and ID_RSSD columns are for reference only. Verification of these values is not required.

Branch ID	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
	Full Service (Head Office)	833404	FALL RIVER FIVE CENTS SAVINGS BANK	79 NORTH MAIN STREET	FALL RIVER	MA	02720	BRISTOL	UNITED STATES	16319	0	FALL RIVER FIVE CENTS SAVINGS BANK	833404
	Full Service	2753609	DARTMOUTH BRANCH ✓	136 FAUNCE CORNER ROAD	DARTMOUTH	MA	02747	BRISTOL	UNITED STATES	256137	9	FALL RIVER FIVE CENTS SAVINGS BANK	2753609
	Full Service	3782549	FAIRHAVEN BRANCH ✓	105 HUTTLESTON AVENUE	FAIRHAVEN	MA	02719	BRISTOL	UNITED STATES	462792	12	FALL RIVER FIVE CENTS SAVINGS BANK	3782549
	Full Service	3782521	EXPRESS BRANCH ✓	55 THIRTEENTH STREET	FALL RIVER	MA	02720	BRISTOL	UNITED STATES	461454	11	FALL RIVER FIVE CENTS SAVINGS BANK	3782521
	Full Service	204509	MAIN STREET BRANCH ✓	1501 SOUTH MAIN STREET	FALL RIVER	MA	02724	BRISTOL	UNITED STATES	291112	1	FALL RIVER FIVE CENTS SAVINGS BANK	204509
	Full Service	205403	NORTH BRANCH ✓	4171 NORTH MAIN STREET	FALL RIVER	MA	02720	BRISTOL	UNITED STATES	291114	3	FALL RIVER FIVE CENTS SAVINGS BANK	205403
	Full Service	187107	PLEASANT STREET BRANCH ✓	1301 PLEASANT STREET	FALL RIVER	MA	02723	BRISTOL	UNITED STATES	291113	2	FALL RIVER FIVE CENTS SAVINGS BANK	187107
	Full Service	802709	PRESIDENT AVENUE BRANCH ✓	1604 PRESIDENT AVENUE	FALL RIVER	MA	02720	BRISTOL	UNITED STATES	291116	5	FALL RIVER FIVE CENTS SAVINGS BANK	802709
	Full Service	230508	COUNTY STREET BRANCH ✓	160 COUNTY STREET	NEW BEDFORD	MA	02740	BRISTOL	UNITED STATES	16002	13	FALL RIVER FIVE CENTS SAVINGS BANK	230508
	Full Service	1160228	NEW BEDFORD BRANCH ✓	1724 ACUSHNET AVE	NEW BEDFORD	MA	02746	BRISTOL	UNITED STATES	255556	14	FALL RIVER FIVE CENTS SAVINGS BANK	1160228
	Full Service	1357756	SOMERSET BRANCH ✓	54 COUNTY STREET	SOMERSET	MA	02726	BRISTOL	UNITED STATES	256135	7	FALL RIVER FIVE CENTS SAVINGS BANK	1357756
	Full Service	204901	SWANSEA BRANCH ✓	497 MILFORD ROAD	SWANSEA	MA	02777	BRISTOL	UNITED STATES	291115	4	FALL RIVER FIVE CENTS SAVINGS BANK	204901
	Full Service	4840820	BRISTOL BRANCH ✓	590 METACOM AVENUE	BRISTOL	RI	02809	BRISTOL	UNITED STATES	Not Required	Not Required	FALL RIVER FIVE CENTS SAVINGS BANK	4840820

Form FR Y-5
 BankFive, MHC
 Fall River, MA
 Fiscal Year Ending December 31, 2016

Report Item 4 (Insiders):

Names & Addresses (City and State)	Principal Occupation if other than Bank Holding Company	Title & Position with Bank Holding Company	Title and Position with Subsidiaries*	Title & Position with Other Businesses	Percentage of Voting Shares in Bank H.C.	Percentage of Voting Shares in Subsidiaries	List names of Other Companies (Including Partnerships) if 25% or more voting securities are held. Name & %
William R. Eccles, Jr. Little Compton, RI	n/a	Trustee, President & CEO	Director, President & CEO - 2 & 3	n/a	n/a	n/a	n/a
Michael W. Berube Tiverton, RI	n/a	Executive Vice President, CFO & Treasurer	EVP, CFO & Treasurer - 2 & 3	n/a	n/a	n/a	n/a
Robert F. Collins Fall River, MA	n/a	Executive Vice President	EVP - 2 & 3	n/a	n/a	n/a	n/a
Maria C. McCoy Somerset, MA	n/a	Senior Vice President	SVP - 2 & 3	n/a	n/a	n/a	n/a
Paul S. Medeiros Bristol, RI	n/a	Senior Vice President	SVP - 2 & 3	n/a	n/a	n/a	n/a
Catherine A. Dillon Marshfield, MA	n/a	Senior Vice President	SVP - 2 & 3	n/a	n/a	n/a	n/a
Maria L. Urdi North Easton, MA	n/a	Senior Vice President	SVP - 2 & 3	n/a	n/a	n/a	n/a
Patrick J. Deady North Kingston, RI	n/a	Senior Vice President	SVP - 2 & 3	n/a	n/a	n/a	n/a
Gary P. Fealy Mattapoisett, MA	n/a	First Vice President	FVP - 2 & 3	n/a	n/a	n/a	n/a
Lynn Motta Dartmouth, MA	n/a	First Vice President	FVP - 2 & 3	n/a	n/a	n/a	n/a
Gregory J. Medeiros Fall River, MA	n/a	First Vice President	FVP - 2 & 3	n/a	n/a	n/a	n/a
Vicki L. Hathaway Fall River, MA	n/a	First Vice President	FVP - 2 & 3	n/a	n/a	n/a	n/a
Peter C. Bogle Fall River, MA	Retired	Trustee	Director - 2 & 3	n/a	n/a	n/a	n/a
Richard Lafrance Westport, MA	Restaurateur	Trustee, Chairman	Director - 2 & 3	President Lafrance Enterprises & Lafrance Hospitality Corp.	n/a	n/a	Lafrance Hospitality Company - 80% Lafrance Bros. Inc. - 60% Bittersweet Restaurant, Inc. - 60% Dartmouth Hospitality Co. - 80%
William H. Lapointe Swansea, MA	Insurance Agent	Trustee	Director - 2 & 3	President Herman W. Lapointe, Jr. Insurance Agency, Inc.	n/a	n/a	Herman W. Lapointe, Jr. Insurance Agency Inc. - 50% Lapointe Insurance Services, Inc. - 50%

Form FR Y-6
 BankFive, MHC
 Fall River, MA
 Fiscal Year Ending December 31, 2016

Report Item 4 (Insiders):

Names & Addresses (City and State)	Principal Occupation if other than Bank Holding Company	Title & Position with Bank Holding Company	Title and Position with Subsidiaries*	Title & Position with Other Businesses	Percentage of Voting Shares in Bank H.C.	Percentage of Voting Shares in Subsidiaries	List names of Other Companies (Including Partnerships) if 25% or more voting securities are held. Name & %
Dorene A. Menezes Westport, MA	Real Estate Broker	Trustee	Director - 2 & 3	Sales Associate Re/Max Right Choice	n/a	n/a	n/a
M. Paula Raposa Somerset, MA	Retired	Trustee	Director - 2 & 3	n/a	n/a	n/a	n/a
Edward G. Siegal South Dartmouth, MA	Certified Public Accountant	Trustee	Director - 2 & 3	Partner Meyer, Regan & Wilner, LLP	n/a	n/a	GE Supply, LLC - 25%
Sumner J. Waring, III Fall River, MA	Funeral Director	Trustee	Director - 2 & 3	Senior Vice President Major Markets Service Corporation International	n/a	n/a	n/a
M. Helena Amaral New Bedford, MA	Certified Public Accountant	Trustee	Director - 2 & 3	Partner Kane & Kane Inc.	n/a	n/a	n/a
Peter T. Kavanaugh Dartmouth, MA	Furniture Sales	Trustee	Director - 2 & 3	President La-Z-Boy Furniture Gallery	n/a	n/a	n/a
Jeffrey J. Reilly Fall River, MA	Chiropractor	Trustee	Director - 2 & 3	Jeffrey J Reilly, D.C.	n/a	n/a	Jeffrey J Reilly, D.C. - 100%
Raymond S. DeLeo Bristol, RI	Property Management	Trustee	Director - 2 & 3	President Gooding Realty Copr.	n/a	n/a	n/a
Karl D. Hetzler Fall River, MA	Manufacturing	Trustee	Director - 2 & 3	President H&S Tool and Engineering	n/a	n/a	H&S Tool and Engineering - 50%

* 2 Is BankFive Corporation.

3 Is Fall River Five Cents Savings Bank d/b/a as BankFive.

Form FR Y-6
BankFive Corporation
Fall River, MA
Fiscal Year Ending December 31, 2016

Report Item 4 (Insiders):

Names & Addresses (City and State)	Principal Occupation if other than Bank Holding Company	Title & Position with Bank Holding Company	Title and Position with Subsidiaries*	Title & Position with Other Businesses	Percentage of Voting Shares in Bank H.C.	Percentage of Voting Shares in Subsidiaries	List names of Other Companies (Including Partnerships) if 25% or more voting securities are held. Name & %
William R. Eccles, Jr. Little Compton, RI	n/a	Trustee, President & CEO	Director, President & CEO - 1	n/a	n/a	n/a	n/a
Michael W. Berube Tiverton, RI	n/a	Executive Vice President, CFO & Treasurer	EVP, CFO & Treasurer - 1	n/a	n/a	n/a	n/a
Robert F. Collins Fall River, MA	n/a	Executive Vice President	EVP -1	n/a	n/a	n/a	n/a
Maria C. McCoy Somerset, MA	n/a	Senior Vice President	SVP -1	n/a	n/a	n/a	n/a
Paul S. Medeiros Bristol, RI	n/a	Senior Vice President	SVP - 1	n/a	n/a	n/a	n/a
Catherine A. Dillon Marshfield, MA	n/a	Senior Vice President	SVP - 1	n/a	n/a	n/a	n/a
Maria L. Urdi North Easton, MA	n/a	Senior Vice President	SVP - 1	n/a	n/a	n/a	n/a
Patrick J. Deady North Kingston, RI	n/a	Senior Vice President	SVP - 1	n/a	n/a	n/a	n/a
Gary P. Fealy Mattapoisett, MA	n/a	First Vice President	FVP - 1	n/a	n/a	n/a	n/a
Lynn Motta Dartmouth, MA	n/a	First Vice President	FVP - 1	n/a	n/a	n/a	n/a
Gregory J. Medeiros Fall River, MA	n/a	First Vice President	FVP - 1	n/a	n/a	n/a	n/a
Vicki L. Hathaway Fall River, MA	n/a	First Vice President	FVP - 1	n/a	n/a	n/a	n/a
Peter C. Bogle Fall River, MA	Retired	Trustee	Director - 1	n/a	n/a	n/a	n/a
Richard Lafrance Westport, MA	Restaurateur	Trustee, Chairman	Director - 1	President Lafrance Enterprises & Lafrance Hospitality Corp.	n/a	n/a	Lafrance Hospitality Company - 80% Lafrance Bros. Inc. - 60% Bittersweet Restaurant, Inc. - 60% Dartmouth Hospitality Co. - 80%
William H. Lapointe Swansea, MA	Insurance Agent	Trustee	Director - 1	President Herman W. Lapointe, Jr. Insurance Agency, Inc.	n/a	n/a	Herman W. Lapointe, Jr. Insurance Agency Inc. - 50% Lapointe Insurance Services, Inc. - 50%

Form FR Y-6
BankFive Corporation
Fall River, MA
Fiscal Year Ending December 31, 2016

Report Item 4 (Insiders):

Names & Addresses (City and State)	Principal Occupation if other than Bank Holding Company	Title & Position with Bank Holding Company	Title and Position with Subsidiaries*	Title & Position with Other Businesses	Percentage of Voting Shares in Bank H.C.	Percentage of Voting Shares in Subsidiaries	List names of Other Companies (Including Partnerships) if 25% or more voting securities are held. Name & %
Dorene A. Menezes Westport, MA	Real Estate Broker	Trustee	Director - 1	Sales Associate Re/Max Right Choice	n/a	n/a	n/a
M. Paula Raposa Somerset, MA	Retired	Trustee	Director - 1	n/a	n/a	n/a	n/a
Edward G. Siegal South Dartmouth, MA	Certified Public Accountant	Trustee	Director - 1	Partner Meyer, Regan & Wilner, LLP	n/a	n/a	GE Supply, LLC - 25%
Sumner J. Waring, III Fall River, MA	Funeral Director	Trustee	Director - 1	Senior Vice President Major Markets Service Corporation International	n/a	n/a	n/a
M. Helena Amaral New Bedford, MA	Certified Public Accountant	Trustee	Director - 1	Partner Kane & Kane Inc.	n/a	n/a	n/a
Peter T. Kavanaugh Dartmouth, MA	Furniture Sales	Trustee	Director - 1	President La-Z-Boy Furniture Gallery	n/a	n/a	n/a
Jeffrey J. Reilly Fall River, MA	Chiropractor	Trustee	Director - 1	Jeffrey J Reilly, D.C.	n/a	n/a	Jeffrey J Reilly, D.C. - 100%
Raymond S. DeLeo Bristol, RI	Property Management	Trustee	Director - 1	President Gooding Realty Copr.	n/a	n/a	n/a
Karl D. Hetzler Fall River, MA	Manufacturing	Trustee	Director - 1	President H&S Tool and Engineering	n/a	n/a	H&S Tool and Engineering - 50%

*1 Is Fall River Five Cents Savings Bank d/b/a as BankFive.