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.

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, David J Bruce
Name of the Holding Company Director and Official
President
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.

Date of Report (top-tier holding company’s fiscal year-end):
June 30, 2016

Date of Signature
8/26/16

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 198513
C.I.

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

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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
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
LEIs do not exist in organization except where noted

BERKSHIRE FINANCIAL SERVICES, INC.
Lee, MA 01238
Incorporated in Massachusetts

Lee Bank
Lee, MA 01238
Incorporated in Massachusetts

Freedom National Bank
Greenville, RI
Incorporated in Rhode Island
LEI - 5493002997FX2DV11103

Westpar Corporation
Lee, MA 01238
Incorporated in Massachusetts

75 Park Security Corporation
Lee, MA 01238
Incorporated in Massachusetts

BFS Holdings, Inc.
Lee, MA
Incorporated in Massachusetts

32 Meeting Street, LLC
Greenville, RI
Incorporated in Rhode Island

Limited Partner/Non-Managing Member
Results: A list of branches for your holding company: BERKSHIRE FINANCIAL SERVICES, INC. (2905.512) of LEF, MA.

The data are as of 01/12/2016. Data reflects information that was received and processed through 01/12/2016.

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.

Action:
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 Procedures:
When you are finished, send a 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 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 UNNUM, Office Number, and ID RSSD columns are for reference only. Verification of these values is not required.

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<tr>
<th>Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>PROVIDE NCE</th>
<th>Country</th>
<th>FDIC UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
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<td>RI</td>
<td>02828</td>
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<td>3632632</td>
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<td>2150 MENDON ROAD</td>
<td>CUMBERLAND</td>
<td>RI</td>
<td>02364</td>
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</table>
BERKSHIRE FINANCIAL SERVICES, INC.

Report Item 3: Securities Holders

Mutual Holding Company - Not Applicable
# Berkshire Financial Services, Inc.

## Report Item 4: Insiders (Directors and Officers)

<table>
<thead>
<tr>
<th>Name/Address</th>
<th>Berkshire Financial Services</th>
<th>Lee Bank</th>
<th>Bank Subsidiary Westgar Corp.</th>
<th>Bank Subsidiary 75 Park Security Corp.</th>
<th>BFS Holding, Inc.</th>
<th>Freedom National Bank</th>
<th>Bank Subsidiary 32 Meeting St.</th>
<th>Other Business</th>
<th>Title/Position</th>
<th>% Owned</th>
<th>Principal Occupation</th>
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</thead>
<tbody>
<tr>
<td>Charles H. Tully, MA</td>
<td>President/CEO/Director</td>
<td>President/CEO/Director</td>
<td>President/CEO/Director</td>
<td>President/CEO/Director</td>
<td>President/CEO/Director</td>
<td>Freedom National Bank</td>
<td>Freedom National Bank</td>
<td>Freedom National Bank</td>
<td>President/CEO/Director</td>
<td>100.00%</td>
<td>President/CEO/Director</td>
</tr>
<tr>
<td>Robert A. Miler, MA</td>
<td>President/CEO/Director</td>
<td>President/CEO/Director</td>
<td>President/CEO/Director</td>
<td>President/CEO/Director</td>
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<td>Freedom National Bank</td>
<td>Freedom National Bank</td>
<td>Freedom National Bank</td>
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<td>100.00%</td>
<td>President/CEO/Director</td>
</tr>
<tr>
<td>Anthony O'Hara, MA</td>
<td>Trustee</td>
<td>Director</td>
<td>Director</td>
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<td>Freedom National Bank</td>
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<td>Director</td>
<td>100.00%</td>
<td>Director</td>
</tr>
<tr>
<td>Gary Eversh, North Granfield, RI</td>
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<td>Director</td>
<td>Director</td>
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<td>Freedom National Bank</td>
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<td>100.00%</td>
<td>Director</td>
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<tr>
<td>Mark A. ihrer, MA</td>
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<tr>
<td>Harry Wolfson, MA</td>
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<td>Director</td>
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<tr>
<td>Richa Stanfield, MA</td>
<td>Trustee</td>
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<td>Richard K. Feinberg, MA</td>
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<tr>
<td>David B. Berger, MA</td>
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<td>Director</td>
<td>100.00%</td>
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<tr>
<td>Jerry Cieslewicz, MA</td>
<td>Trustee</td>
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<td>100.00%</td>
<td>Director</td>
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<tr>
<td>Fred A. Carpentier, MA</td>
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<td>Wendy Healy, Waterford, CT</td>
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<td>Andrea White, MA</td>
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<td>Freedom National Bank</td>
<td>Freedom National Bank</td>
<td>Director</td>
<td>100.00%</td>
<td>Director</td>
</tr>
</tbody>
</table>

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*Note: The table above lists the insiders of Berkshire Financial Services, including their titles, positions, and affiliations with various banks and other businesses.*