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5/31/17

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  
549300AS20C6UMMBNO37  
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address  
Berkshire Hills Bancorp, Inc.  
Legal Title of Holding Company  
24 North Street  
(Mailing Address of the Holding Company) Street / P.O. Box  
Pittsfield MA 01201  
City State Zip Code

I, Michael P. Daly  
Name of the Holding Company Director and Official  
Director, President & CEO  
Title of the Holding Company Director and Official

Physical Location (if different from mailing address)  
Person to whom questions about this report should be directed:  
Brett Brbovic SVP & CAO  
Name Title  
413-553-3459  
Area Code / Phone Number / Extension  
413-448-9062  
Area Code / FAX Number  
BBrbovic@BerkshireBank.com  
E-mail Address  
BerkshireBank.com  
Address (URL) for the Holding Company's web page

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 3/24/17

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 2333663  
C.I.

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

**CORPORATE ORG. CHART FOR**  
**BERKSHIRE HILLS BANCORP, INC.,**  
**BERKSHIRE BANK AND THEIR SUBSIDIARIES**

**BERKSHIRE HILLS BANCORP, INC. – Pittsfield, MA**

- LEI 549300AS2OC6UMMBNO37 ✓
- Delaware corporation organized in 2000
- Publicly traded (NYSE:BHLB)
- Financial holding company regulated by FRB-Boston

**Wholly-Owned Subsidiaries of Berkshire Hills Bancorp, Inc.:**

∨ **BERKSHIRE BANK – Pittsfield, MA**

- LEI 549300LR1ZETOWYE9Z89 ✓✓
- Massachusetts trust company
  - Originally chartered 1846 as Berkshire County Savings Bank
  - Name changed to Berkshire Bank following merger with Great Barrington Savings Bank in 1997
  - Charter transferred to trust company form July 11, 2014
- Non-member, state-chartered bank regulated by FDIC
- Includes the following bank mergers:
  - Great Barrington Savings Bank (1997)
  - Woronoco Savings Bank (2005)
  - The Factory Point National Bank of Manchester Center (2007)
  - The Rome Savings Bank (2011)
  - Legacy Banks (2011)
  - The Connecticut Bank and Trust Company (2012)
  - Beacon Federal (2012)
  - Berkshire Bank Municipal Bank (2014)
  - Hampden Bank (2015)
  - First Choice Bank (2016)
- Wholly-owned and indirect subsidiaries: Numerous - see following pages

∨ **BERKSHIRE INSURANCE GROUP, INC. – Pittsfield, MA** /

- Massachusetts corporation organized in 1999
  - Name changed from Woronoco Insurance Group, Inc. in 2005
- Provides insurance agency services
- Subsidiaries: NONE

**Non-Subsidiary Related Entity to Berkshire Hills Bancorp, Inc.:**

BERKSHIRE HILLS CAPITAL TRUST I – Pittsfield, MA /

- Preferred trust - variable interest entity MA

**Wholly-Owned Subsidiaries of Berkshire Bank:**

DIRECT LENDING SUBSIDIARIES

FIRESTONE FINANCIAL, LLC – Needham, MA /

- LEI 5493000IATJNKEC5PF05 /
- Massachusetts limited liability company
  - Organized by Berkshire Bank as Jacob Acquisition LLC on May 21, 2015
  - Name changed to Firestone Financial, LLC on July 30, 2015
  - Merged with Firestone Financial Corp. on August 7, 2015, following acquisition of Firestone Financial Corp. by Berkshire Bank
- Provides equipment financing and specialty lending services
- Subsidiaries: NONE
- Berkshire Bank is sole managing member /

FIRST CHOICE LOAN SERVICES INC. – East Brunswick, NJ /

- New Jersey
  - Organized as NOVUS Funding Inc. by First Choice Bank on October 21, 2009
  - Name changed to First Choice Loan Services Inc. by First Choice Bank on November 17, 2009
  - Acquired by Berkshire Bank through merger with First Choice Bank on December 2, 2016
- Provides home mortgage loan origination services
- Subsidiaries: NONE

**Wholly-Owned Subsidiaries of Berkshire Bank:**

**INVESTMENT SUBSIDIARIES**

**NORTH STREET SECURITIES CORPORATION – Pittsfield, MA** ✓

- Qualified Massachusetts securities corporation
  - Merged with Woronoco Security Corp. on September 30, 2005
- Holds various investment assets for Berkshire Bank
- Subsidiaries: NONE

**WOODLAND SECURITIES, INC. – Pittsfield, MA** ✓

- Qualified Massachusetts securities corporation
  - Merged with Court Street Security Corporation on September 30, 2005
  - Merged with Legacy Securities Corporation on July 22, 2011
  - Merged with Hampden Investment Corporation on April 17, 2015
- Holds various investment assets for Berkshire Bank
- Subsidiaries: NONE

**HAMPDEN INVESTMENT CORPORATION II – Pittsfield, MA** ✓

- Qualified Massachusetts securities corporation
  - Acquired by Berkshire Bank through merger with Hampden Bank on April 17, 2015
- Holds various investment assets for Berkshire Bank
- Subsidiaries: NONE

**FCB NEW JERSEY INVESTMENT COMPANY – Kingston, NJ** ✓

- New Jersey securities corporation
  - Acquired by Berkshire Bank through merger with First Choice Bank on December 2, 2016
- Holds various investment assets for Berkshire Bank
- Subsidiaries: NOVUS Asset Management Inc. (see page 5)

**Wholly-Owned Subsidiaries of Berkshire Bank:**

**OTHER SUBSIDIARIES**

**RSB PROPERTIES, INC. – Pittsfield, MA /**

- New York Real Estate investment Trust (REIT)
  - Acquired by Berkshire Bank through merger with The Rome Savings Bank on April 1, 2011
- Holds title to various home mortgage loans in New York state
- Subsidiaries: NONE

**CSB SERVICE CORP. – Pittsfield, MA /**

- Massachusetts corporation
  - Acquired by Berkshire Bank through merger with Legacy Banks on July 21, 2011
- Holds title to OREO property for Berkshire Bank
- Subsidiaries: NONE

**OLD SPOT PROPERTIES, LLC – Mercerville, NJ**

- New Jersey limited liability company
  - Acquired by Berkshire Bank through merger with First Choice Bank on December 2, 2016
- Holds title to OREO property acquired by Berkshire Bank in the First Choice Bank merger
- Subsidiaries: NONE
- Berkshire Bank is sole managing member

**LEGACY INSURANCE SERVICES OF THE BERKSHIRES, LLC – Pittsfield, MA /**

- Delaware limited liability company
  - Acquired by Berkshire Bank through merger with Legacy Banks on July 21, 2011
- Inactive; formerly provided insurance services for Legacy Bank
- Subsidiaries: NONE
- Berkshire Bank is sole managing member

**BEACON COMPREHENSIVE SERVICES CORP. – Pittsfield, MA /**

- New York corporation
  - Acquired by Berkshire Bank through merger with Beacon Federal on October 18, 2012
- Inactive; formerly provided insurance, personal tax return and consumer investment services for Beacon Federal
- Subsidiaries: NONE

**Indirect Subsidiary of Berkshire Bank:**

NOVUS Asset Management Inc. – Wilmington, DE /

- Delaware securities corporation
  - Wholly-owned by FCB New Jersey Investment Company
  - Acquired by Berkshire Bank as an indirect subsidiary through merger with First Choice Bank on December 2, 2016
- Holds various investment assets for FCB NJIC and Berkshire Bank
- Subsidiaries: NONE
- FCB New Jersey Investment Company is sole managing member

Results: A list of branches for your holding company: BERKSHIRE HILLS BANCORP, INC (2333663) of PITTSFIELD, MA.  
The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

**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.



**FORM FR Y-6**  
Fiscal Year Ending December 31, 2016  
Report Item 2b: Branch Listing

Data Action	Effective Date	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*	Comments
OK		Full Service (Head Office)	473501	BERKSHIRE BANK	24 NORTH STREET	PITTSFIELD	MA	01201	BERKSHIRE	UNITED STATES	16536	0	BERKSHIRE BANK	473501	
OK		Full Service	3383629	GLASTONBURY BRANCH	7 SYCAMORE STREET	GLASTONBURY	CT	06033	HARTFORD	UNITED STATES	428004	79	BERKSHIRE BANK	473501	
OK		Full Service	3383638	HARTFORD BRANCH	58 STATE HOUSE SQUARE	HARTFORD	CT	06103	HARTFORD	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501	
OK		Full Service	4181505	WOODLAND STREET BRANCH	114 WOODLAND STREET	HARTFORD	CT	06105	HARTFORD	UNITED STATES	511426	84	BERKSHIRE BANK	473501	
OK		Full Service	3461611	CEDAR STREET BRANCH	66 CEDAR STREET	NEWINGTON	CT	06111	HARTFORD	UNITED STATES	465194	81	BERKSHIRE BANK	473501	
OK		Full Service	3650291	ROCKY HILL BRANCH	396 CROMWELL AVENUE	ROCKY HILL	CT	06067	HARTFORD	UNITED STATES	478791	83	BERKSHIRE BANK	473501	
OK		Full Service	3398155	VERNON BRANCH	455 HARTFORD TURNPIKE	VERNON	CT	06066	TOLLAND	UNITED STATES	452594	80	BERKSHIRE BANK	473501	
OK		Full Service	3260672	SOUTH MAIN STREET BRANCH	927 FARMINGTON AVENUE	WEST HARTFORD	CT	06107	HARTFORD	UNITED STATES	428003	78	BERKSHIRE BANK	473501	
OK		Full Service	3612570	BROAD STREET BRANCH	148 BROAD STREET	WINDSOR	CT	06095	HARTFORD	UNITED STATES	465791	82	BERKSHIRE BANK	473501	
OK		Full Service	3082066	SOUTHGATE SHOPPING CENTER BRANCH	820 SUFFIELD STREET	AGAWAM	MA	01001	HAMPDEN	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501	
OK		Full Service	4170639	CHELMSFORD BRANCH	116 CHELMSFORD STREET	CHELMSFORD	MA	01824	MIDDLESEX	UNITED STATES	290911	89	BERKSHIRE BANK	473501	
OK		Full Service	3214031	MEMORIAL DRIVE BRANCH	1339 MEMORIAL DRIVE	CHICOPEE	MA	01020	HAMPDEN	UNITED STATES	423060	26	BERKSHIRE BANK	473501	
OK		Full Service	4518633	MAIN STREET DALTON BRANCH	488 MAIN STREET	DALTON	MA	01226	BERKSHIRE	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501	
OK		Full Service	3449178	EAST LONGMEADOW BRANCH	72 SHAKER ROAD	EAST LONGMEADOW	MA	01028	HAMPDEN	UNITED STATES	360987	25	BERKSHIRE BANK	473501	
OK		Full Service	2623074	FEEDING HILLS BRANCH	1359 SPRINGFIELD STREET	FEEDING HILLS	MA	01030	HAMPDEN	UNITED STATES	291551	23	BERKSHIRE BANK	473501	
OK		Full Service	309703	GREAT BARRINGTON BRANCH	255 STOCKBRIDGE ROAD	GREAT BARRINGTON	MA	01230	BERKSHIRE	UNITED STATES	193684	4	BERKSHIRE BANK	473501	
OK		Full Service	660002	MAIN OFFICE BRANCH	244 MAIN STREET	GREAT BARRINGTON	MA	01230	BERKSHIRE	UNITED STATES	17795	7	BERKSHIRE BANK	473501	
OK		Full Service	3683888	INDIAN ORCHARD BRANCH	187 MAIN STREET	INDIAN ORCHARD	MA	01151	HAMPDEN	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501	
OK		Full Service	115007	LEE BRANCH	1 PARK STREET	LEE	MA	01238	BERKSHIRE	UNITED STATES	225605	11	BERKSHIRE BANK	473501	
OK		Full Service	4362685	LENOX BRANCH	495 PITTSFIELD ROAD	LENOX	MA	02140	BERKSHIRE	UNITED STATES	17813	64	BERKSHIRE BANK	473501	
OK		Full Service	4518651	MAINT STREET LENOX BRANCH	25 MAIN STREET	IFNOX	MA	01240	BERKSHIRE	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501	
OK		Full Service	3449187	LONGMEADOW BRANCH	138 LONGMEADOW STREET	LONGMEADOW	MA	01106	HAMPDEN	UNITED STATES	432905	27	BERKSHIRE BANK	473501	
OK		Full Service	4220132	SHAKER ROAD BRANCH	916 SHAKER ROAD	LONGMEADOW	MA	01106	HAMPDEN	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501	
OK		Full Service	2684347	LUDLOW BRANCH	431 CENTER STREET	LUDLOW	MA	01056	HAMPDEN	UNITED STATES	291555	24	BERKSHIRE BANK	473501	
OK		Full Service	355401	NORTH ADAMS BRANCH	37 MAIN STREET	NORTH ADAMS	MA	01247	BERKSHIRE	UNITED STATES	193685	5	BERKSHIRE BANK	473501	

OK		Full Service	729301	OTIS BRANCH	30 EAST OTIS ROAD	OTIS	MA	01253	BERKSHIRE	UNITED STATES	193549	62	BERKSHIRE BANK	473501
OK		Full Service	413404	480 W HOUSATONIC STREET BRANCH	480 WEST HOUSATONIC STREET	PITTSFIELD	MA	01201	BERKSHIRE	UNITED STATES	291404	58	BERKSHIRE BANK	473501
OK		Full Service	114505	ALLENDALE OFFICE	39 CHESHIRE	PITTSFIELD	MA	01201	BERKSHIRE	UNITED STATES	225802	15	BERKSHIRE BANK	473501
OK		Full Service	595805	ELM STREET BRANCH	165 ELM STREET	PITTSFIELD	MA	01201	BERKSHIRE	UNITED STATES	291402	3	BERKSHIRE BANK	473501
OK		Full Service	351207	NORTH STREET BRANCH	99 NORTH STREET	PITTSFIELD	MA	01201	BERKSHIRE	UNITED STATES	17855	56	BERKSHIRE BANK	473501
OK		Full Service	102208	WEST STREET BRANCH	66 WEST STREET	PITTSFIELD	MA	01201	BERKSHIRE	UNITED STATES	193758	16	BERKSHIRE BANK	473501
OK		Full Service	596307	WILLIAM STREET BRANCH	734 WILLIAM STREET	PITTSFIELD	MA	01201	BERKSHIRE	UNITED STATES	291403	57	BERKSHIRE BANK	473501
OK		Full Service	629205	MAIN STREET BRANCH	103 MAIN STREET	SHEFFIELD	MA	01257	BERKSHIRE	UNITED STATES	291160	8	BERKSHIRE BANK	473501
OK		Full Service	2012623	SOUTH HADLEY BRANCH	74 LAMB ST	SOUTH HADLEY	MA	01075	HAMPSPHIRE	UNITED STATES	291550	22	BERKSHIRE BANK	473501
OK		Full Service	953900	SOUTHWICK BRANCH	608 COLLEGE HIGHWAY	SOUTHWICK	MA	01077	HAMPDEN	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK		Full Service	573308	ALLEN STREET BRANCH	1363 ALLEN STREET	SPRINGFIELD	MA	01118	HAMPDEN	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK		Full Service	157904	HAMPDEN BRANCH	19 HARRISON AVENUE	SPRINGFIELD	MA	01103	HAMPDEN	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK		Full Service	4185044	SPRINGFIELD BRANCH	1259 EAST COLUMBUS AVE	SPRINGFIELD	MA	01105	HAMPDEN	UNITED STATES	510556	47	BERKSHIRE BANK	473501
OK		Full Service	349400	STOCKBRIDGE BRANCH	32 MAIN STREET	STOCKBRIDGE	MA	01262	BERKSHIRE	UNITED STATES	225603	10	BERKSHIRE BANK	473501
OK		Full Service	451004	WESTFIELD STREET BRANCH	220 WESTFIELD STREET	WEST SPRINGFIELD	MA	01089	HAMPDEN	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK		Full Service	659800	WEST STOCKBRIDGE BRANCH	2 DEPOT STREET	WEST STOCKBRIDGE	MA	01266	BERKSHIRE	UNITED STATES	291161	9	BERKSHIRE BANK	473501
OK		Full Service	4789349	WESTBOROUGH BRANCH	303 TURNPIKE RD	WESTBOROUGH	MA	01581	WORCESTER	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK		Full Service	806800	LITTLE RIVER BRANCH	44 LITTLE RIVER RD	WESTFIELD	MA	01085	HAMPDEN	UNITED STATES	291547	20	BERKSHIRE BANK	473501
OK		Full Service	618405	WORONOCO MAIN OFFICE	31 COURT ST	WESTFIELD	MA	01085	HAMPDEN	UNITED STATES	17890	18	BERKSHIRE BANK	473501
OK		Full Service	3217852	BOSTON ROAD BRANCH	2005 BOSTON ROAD	WILBRAHAM	MA	01095	HAMPDEN	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK		Full Service	4234371	EAST WINDSOR BRANCH	18 PRINCETON HIGHTSTOWN ROAD	EAST WINDSOR	NJ	08520	MERCER	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK		Full Service	4234399	HAMILTON BRANCH	537 ROUTE 130 SUITE 774, THE SHOPPES AT HAMILTON	HAMILTON	NJ	08691	MERCER	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK		Full Service	4644279	KINGSTON BRANCH	4422 ROUTE 27, BLDG B	KINGSTON	NJ	08528	MIDDLESEX	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK		Full Service	4234401	LAWRENCEVILLE BRANCH	669 WHITEHEAD ROAD	LAWRENCEVILLE	NJ	08648	MERCER	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK		Full Service	3582673	FIRST CHOICE HEAD OFFICE BRANCH	840 ROUTE 33	MERCERVILLE	NJ	08619	MERCER	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK		Full Service	4234429	ROBBINSVILLE BRANCH	2344 ROUTE 33	ROBBINSVILLE	NJ	08691	MERCER	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK		Full Service	3378568	ALBANY BRANCH	41 STATE STREET	ALBANY	NY	12207	ALBANY	UNITED STATES	441408	28	BERKSHIRE BANK	473501
OK		Full Service	4292595	CENTRAL AVENUE ALBANY BRANCH	979 CENTRAL AVENUE	ALBANY	NY	12205	ALBANY	UNITED STATES	517234	48	BERKSHIRE BANK	473501
OK		Full Service	3611135	SHAKER PINE BRANCH	151 VLY ROAD	ALBANY	NY	12205	ALBANY	UNITED STATES	460994	35	BERKSHIRE BANK	473501
OK		Full Service	684512	AMSTERDAM BRANCH	140 SANFORD FARMS SHOPPING CTR	AMSTERDAM	NY	12010	MONTGOMERY	UNITED STATES	274315	116	BERKSHIRE BANK	473501
OK		Full Service	279301	CHATHAM OFF	50-52 MAIN STREET	CHATHAM	NY	12037	COLUMBIA	UNITED STATES	213130	99	BERKSHIRE BANK	473501
OK		Full Service	4370206	WOLF ROAD BRANCH	98 WOLF ROAD	COLONIE	NY	12205	ALBANY	UNITED STATES	527931	76	BERKSHIRE BANK	473501
OK		Full Service	3445376	DELAWARE PLAZA BRANCH	255 DELAWARE AVENUE	DELMAR	NY	12054	ALBANY	UNITED STATES	451220	30	BERKSHIRE BANK	473501
OK		Full Service	3445853	EAST GREENBUSH BRANCH	602 COLUMBIA TURNPIKE	EAST GREENBUSH	NY	12061	RENSSELAER	UNITED STATES	451421	31	BERKSHIRE BANK	473501
OK		Full Service	4518697	EAST SYRACUSE BRANCH	6788 NORTHERN BOULEVARD	EAST SYRACUSE	NY	13057	ONONDAGA	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK		Full Service	498184	MANLIUS CENTER BRANCH	6611 MANLIUS CENTER ROAD	EAST SYRACUSE	NY	13057	ONONDAGA	UNITED STATES	78235	87	BERKSHIRE BANK	473501
OK		Full Service	2310002	GLENS FALLS BRANCH	14 LA ROSE STREET	GLENS FALLS	NY	12801	WARREN	UNITED STATES	274267	115	BERKSHIRE BANK	473501
OK		Full Service	3611126	SARATOGA ROAD BRANCH	262 SARATOGA ROAD	GLENNVILLE	NY	12302	SCHENECTADY	UNITED STATES	462797	36	BERKSHIRE BANK	473501
OK		Full Service	3616251	TOWN CENTER BRANCH	1704 WESTERN AVENUE	GUILDERSLAND	NY	12084	ALBANY	UNITED STATES	458843	34	BERKSHIRE BANK	473501
OK		Full Service	3616242	CROSSING BRANCH	7 HALFMOON CROSSING	HALFMOON	NY	12065	SARATOGA	UNITED STATES	458005	33	BERKSHIRE BANK	473501
OK		Full Service	532202	HUDSON OFF	561 WARREN STREET	HUDSON	NY	12534	COLUMBIA	UNITED STATES	213138	100	BERKSHIRE BANK	473501
OK		Full Service	265014	ILION BRANCH	1 CENTRAL PLAZA	ILION	NY	13357	HERKIMER	UNITED STATES	215192	106	BERKSHIRE BANK	473501
OK		Full Service	344900	JOHNSTOWN OFF	51 WEST MAIN STREET	JOHNSTOWN	NY	12095	FULTON	UNITED STATES	213139	101	BERKSHIRE BANK	473501
OK		Full Service	4238717	NEW LONDON ROAD LATHAM BRANCH	628 NEW LONDON ROAD	LATHAM	NY	12110	ALBANY	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK		Full Service	4518660	TROY-SCHENECTADY ROAD BRANCH	1202 TROY-SCHENECTADY ROAD	LATHAM	NY	12110	ALBANY	UNITED STATES	542460	96	BERKSHIRE BANK	473501
OK		Full Service	255006	LITTLE FALLS BRANCH	1 WEST MAIN STREET	LITTLE FALLS	NY	13365	HERKIMER	UNITED STATES	4739	113	BERKSHIRE BANK	473501
OK		Full Service	4642967	LOUDONVILLE	399 ALBANY SHAKER RD	LOUDONVILLE	NY	12211	ALBANY	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK		Full Service	4170741	MARCY BRANCH	9085 OLD RIVER RD	MARCY	NY	13403	ONEIDA	UNITED STATES	290912	90	BERKSHIRE BANK	473501
OK		Full Service	271015	NEW HARTFORD BRANCH	50 GENESEE STREET	NEW HARTFORD	NY	13413	ONEIDA	UNITED STATES	215194	107	BERKSHIRE BANK	473501
OK		Full Service	597519	SENECA TURNPIKE BRANCH	8491 SENECA TURNPIKE	NEW HARTFORD	NY	13413	ONEIDA	UNITED STATES	236350	52	BERKSHIRE BANK	473501
OK		Full Service	892803	NEW LEBANON BRANCH	502 ROUTE 20	NEW LEBANON	NY	12125	COLUMBIA	UNITED STATES	225809	104	BERKSHIRE BANK	473501
OK		Full Service	4556756	NISKAYUNA NY BRANCH	3421 STATE STREET, MANSION SQUARE SHOPPING CENTER	NISKAYUNA	NY	12309	SCHENECTADY	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK		Full Service	4425254	GREENBUSH BRANCH	576 NORTH GREENBUSH ROAD	NORTH GREENBUSH	NY	12198	RENSSELAER	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK		Full Service	2236906	ORISKANY FALLS BRANCH	MAIN STREET	ORISKANY FALLS	NY	13425	ONEIDA	UNITED STATES	215238	17	BERKSHIRE BANK	473501
OK		Full Service	285302	QUEENSBURY OFFICE	183 QUAKER ROAD	QUEENSBURY	NY	12804	WARREN	UNITED STATES	213155	102	BERKSHIRE BANK	473501
OK		Full Service	673114	BLACK RIVER BLVD OFFICE	1629 BLACK RIVER BOULEVARD	ROME	NY	13440	ONEIDA	UNITED STATES	236349	51	BERKSHIRE BANK	473501
OK		Full Service	4180629	LEE BRANCH	6310 ELMER HILL ROAD	ROME	NY	13440	ONEIDA	UNITED STATES	495044	54	BERKSHIRE BANK	473501
OK		Full Service	641515	WEST DOMINICK STREET BRANCH	100 WEST DOMINICK STREET	ROME	NY	13440	ONEIDA	UNITED STATES	10214	50	BERKSHIRE BANK	473501
OK		Full Service	4518679	ROUTE 50 WILTON BRANCH	3025 RT 50	SARATOGA SPRINGS	NY	12866	SARATOGA	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK		Full Service	4303950	ROTTERDAM BRANCH	1925 CURRY ROAD	SCHENECTADY	NY	12303	SCHENECTADY	UNITED STATES	521604	55	BERKSHIRE BANK	473501
OK		Full Service	4518688	SLINGERLAND BRANCH	11 VISTA BOULEVARD	SLINGERLAND	NY	17159	LIVINGSTON	UNITED STATES	537799	95	BERKSHIRE BANK	473501
OK		Full Service	62811	EAST UTICA BRANCH	1100 MOHAWK STREET	UTICA	NY	13501	ONEIDA	UNITED STATES	215201	110	BERKSHIRE BANK	473501

OK	Full Service	535904	NORTH UTICA OFFICE	50 AUERT AVENUE	UTICA	NY	13502	ONEIDA	UNITED STATES	219162	114	BERKSHIRE BANK	473501
OK	Full Service	2910185	WEST ROME BRANCH	1300 ERIE BOULEVARD WEST	WEST ROME	NY	13440	ONEIDA	UNITED STATES	236351	53	BERKSHIRE BANK	473501
OK	Full Service	61216	WEST WINFIELD BRANCH	381 WEST MAIN ST	WEST WINFIELD	NY	13491	HERKIMER	UNITED STATES	215202	111	BERKSHIRE BANK	473501
OK	Full Service	239716	WHITEHALL BRANCH	184 BROADWAY	WHITEHALL	NY	12887	WASHINGTON	UNITED STATES	237193	67	BERKSHIRE BANK	473501
OK	Full Service	60714	WHITESTOWN BRANCH	34 ORISKANY BOULEVARD	WHITESBORO	NY	13492	ONEIDA	UNITED STATES	215203	112	BERKSHIRE BANK	473501
OK	Full Service	4643375	HORSHAM BRANCH	100 GIBRALTER ROAD	HORSHAM	PA	19044	MONTGOMERY	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK	Full Service	4644121	YARDLEY BRANCH	706 STONY HILL ROAD	MORRISVILLE	PA	19067	BUCKS	UNITED STATES	Not Required	Not Required	BERKSHIRE BANK	473501
OK	Full Service	277307	ARLINGTON OFFICE	3816 US ROUTE 7A	ARLINGTON	VT	05250	BENNINGTON	UNITED STATES	209235	41	BERKSHIRE BANK	473501
OK	Full Service	515607	DORSET OFFICE	23 CHURCH STREET	DORSET	VT	05251	BENNINGTON	UNITED STATES	209233	39	BERKSHIRE BANK	473501
OK	Full Service	16001	LUDLOW BRANCH	152 MAIN ST	LUDLOW	VT	05149	WINDSOR	UNITED STATES	209146	43	BERKSHIRE BANK	473501
OK	Full Service	172804	MAIN STREET MANCHESTER BRANCH	4912 MAIN STREET	MANCHESTER CENTER	VT	05255	BENNINGTON	UNITED STATES	4238	38	BERKSHIRE BANK	473501
OK	Full Service	278902	RICHVILLE ROAD BRANCH	3450 RICHVILLE ROAD	MANCHESTER CENTER	VT	05255	BENNINGTON	UNITED STATES	209234	40	BERKSHIRE BANK	473501
OK	Full Service	2318624	WEST STREET BRANCH	20 WEST STREET #22	RUTLAND	VT	05701	RUTLAND	UNITED STATES	209236	42	BERKSHIRE BANK	473501

# Berkshire Hills Bancorp

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Fiscal Year Ending December 31, 2016

## Report Item 3: Securities Holders

Current Securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2016.

Name and Address	Number of Shares Owned	Percent of Common Stock Outstanding
Dimensional Fund Advisors LP Palisades West Building One 6300 Bee Cave Road Austin, Texas 78746	2,640,954	7.40%
The Vanguard Group 100 Vanguard Blvd. Malvern, Pennsylvania 19355	2,344,525	6.57%
Martin Tuchman ████████████████████ Princeton, NJ 08540	2,221,050	6.23%
BlackRock, Inc. 55 East 52nd Street New York, New York 10055	2,136,092	5.99%

There were no securities holders not listed above that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending December 31, 2016.

## Report Item 4: Insiders

See attached.



Form FR Y-6

Fiscal Year Ending December 31, 2016

Report Item 4: Insiders - (1), (2), (3)(a)(b)(c), and 4(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of Other Businesses)	4(a) Percentage of Voting Shares in Holding Company	4(b) Percentage of voting Shares in Subsidiaries (include names of subsidiaries)	4(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Paul T. Bossidy, Ridgefield, CT, USA	President and Chief Executive Officer of Patripabre Capital LLC, Ridgefield, CT	Director	Director (Berkshire Bank)	President and Chief Executive Officer of Patripabre Capital LLC, Ridgefield, CT; Chair of the Audit Audit Committee of the Board of Altisource Asset Mangement Corporation	0.02%	None	N/A
Robert M. Curley, Slingerlands, NY, USA	N/A	Director	Director and Chairman of New York Region (Berkshire Bank);	Member, Sky Management, LLC, Albany, NY; Member, G & D Stillwater, LLC, East Schodack, NY; Member, East Greenbush Marina, LLC, Albany, NY; Member, Waterview Condo II, LLC, Albany, NY	0.05%	None	Sky Management, LLC (50%); G & D Stillwater, LLC (25%); East Greenbush Marina, LLC (25%); Waterview Condo II, LLC (40%)
Michael P. Daly, Pittsfield, MA, USA	N/A	Director, President and CEO	Director, CEO (Berkshire Bank); Director (Berkshire Insurance Group, Inc.)	Member and Manager, Da Boss Realty, LLC, Pittsfield, MA (Private real estate investment entity); Director, Chairman and President, Berkshire Business Roundtable, Inc., Pittsfield, MA (Non-profit corporation)	0.48%	None	Da Boss Realty, LLC (100%)

John B. Davies, Westfield, MA, USA	Agent Emeritus, Massachusetts Mutual Life Insurance Co., Springfield, MA	Director	Director (Berkshire Bank)	Agent Emeritus, Massachusetts Mutual Life Insurance Co., Springfield, MA; Member, JD Group, LLC, Westfield, MA	0.08%	None	JD Group, LLC (25%)
J. Williar Dunlaevy, Lenox, MA, USA	N/A	Director	Director (Berkshire Bank);	Director, Berkshire Taconic Community Foundation, Inc., Sheffield, MA (Community foundation); Director, Berkshire Bank Foundation, Inc. Pittsfield, MA (Community foundation)	0.23%	None	N/A
Cornelius D. Mahoney, Cape Neddick, ME, USA	N/A	Director	Director (Berkshire Bank)	N/A	0.05%	None	N/A

Laurie Norton Moffatt, Stockbridge, MA, USA	Director and CEO of the Norman Rockwell Museum, Stockbridge, MA	Director	Director (Berkshire Bank)	Director and CEO of the Norman Rockwell Museum, Stockbridge, MA (Non-profit art museum); founder and member of 1Berkshire and Berkshire Creative Economy Council (Community economic development groups); Trustee of Berkshire Health Systems (Medical non-profit corporation)	0.02%	None	N/A
Richard J. Murphy, Troy, NY, USA	Vice President and General Manager, Tri-City Valley Cats, Troy, NY	Director	Director (Berkshire Bank)	Vice President and General Manager, Tri-City Valley Cats, Troy, NY; Board of Directors for Minor League Baseball's Baseball Internet Rights Corporation, Troy, NY	0.03%	None	N/A
William J. Ryan, Marco Island, FL, USA	N/A	Director and Chairman	Director and Chairman(Berkshire Bank)	Director of Anthem, Inc., Indianapolis, IN	0.04%	None	N/A
Patrick J. Sheehan, Boston, MA, USA	Owner and Manager of Sheehan Health Group, Southborough, MA	Director	Director (Berkshire Bank)	Owner and Manager of Sheehan Health Group, LLC, Southborough, MA	0.26%	None	Sheehan Health Group, LLC, {100%}

D. Jeffrey Templeton, Westfield, MA, USA	President, The Mosher Company, Inc., Chicopee, MA	Director	Director (Berkshire Bank)	President, The Mosher Company, Inc., Chicopee, MA	0.07%	None	The Mosher Company, Inc. (75%)
George Bacigalupo, Reading, MA, USA	N/A	Senior Executive Vice President	Senior Executive Vice President - Commercial Banking (Berkshire Bank)	N/A	0.10%	None	N/A
Sean A. Gray, Pittsfield, MA, USA	N/A	Senior Executive Vice President	Chief Operating Officer (Berkshire Bank)	N/A	0.13%	None	N/A
Richard M. Marotta, Pattersonville, NY, USA	N/A	Senior Executive Vice President	President (Berkshire Bank)	N/A	0.13%	None	N/A
James M. Moses, Farmington, CT, USA	N/A	Senior Executive Vice President	Chief Financial Officer (Berkshire Bank)	N/A	0.01%	None	N/A
Michael D. Carroll, Glenmont, NY, USA	N/A	Executive Vice President	Executive Vice President - Specialty Lending (Berkshire Bank)	N/A	0.07%	None	N/A
Allan J. Costello, Germantown, NY, USA	N/A	Executive Vice President	Executive Vice President - Home Lending (Berkshire Bank); President (First Choice Loan Services, Inc.)	N/A	0.04%	None	N/A
Tami F. Gunsch, Pleasant Valley, NY, USA	N/A	Executive Vice President	Executive Vice President - Retail Banking (Berkshire Bank)	N/A	0.04%	None	N/A
Gregory D. Lindenmuth, Agawam, MA, USA	N/A	Executive Vice President	Executive Vice President - Chief Risk Officer (Berkshire Bank)	N/A	0.01%	None	N/A
Allison P. O'Rourke, Readsboro, VT, USA	N/A	Executive Vice President	Executive Vice President - Finance (Berkshire Bank)	N/A	0.01%	None	N/A