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.

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 an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Michael P. Daly
Name of the Holding Company Director and Official
Director, 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 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 the Holding Company Director and Official

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: 2733663
C.I.: 312417

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

December 31, 2016

549300AS2OC6UMMBNO37
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

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

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
BBBrovic@BerkshireBank.com
E-mail Address

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

---

Is confidential treatment requested for any portion of this report submission? ☐ No ☐ 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 κ
• 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 κ
  • 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

Wholly-Owned Subsidiaries of Berkshire Bank:

DIRECT LENDING SUBSIDIARIES

FIRESTONE FINANCIAL, LLC – Needham, MA
- LEI 54930001ATJNKEC5PF05
- 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)
  o 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
  o 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
  o 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
  o 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
  o 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
## Form F9-4

**Fiscal Year Ending December 31, 2019**

**Report for Branch:**

### Berkshire Hills Bancorp

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch/Office Type</th>
<th>Branch/Office Code</th>
<th>Account Officer</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC-CFR#*1</th>
<th>Office Number*2</th>
<th>HeadOffice</th>
<th>HeadOffice OCC*3</th>
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*1* FDIC-CFR# is the Federal Deposit Insurance Corporation Certificate Number.

*2* Office Number is the Branch or Office's unique identifier.

*3* HeadOffice OCC is the OCC Office for regulatory purposes.
<table>
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<tr>
<th>Code</th>
<th>Full Name</th>
<th>Address</th>
<th>City</th>
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<th>Country</th>
<th>Phone Number</th>
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<td>532S895</td>
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</table>
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.

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

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.
<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>Principal Occupation if other than with Holding Company</th>
<th>Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>Title &amp; Position with Other Businesses (include names of Other Businesses)</th>
<th>Percentage of Voting Shares in Subsidiaries</th>
<th>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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Paul T. Bossidy, Ridgefield, CT, USA</td>
<td>President and Chief Executive Officer of Patribre Capital LLC, Ridgefield, CT</td>
<td>Director</td>
<td>President and Chief Executive Officer of Patribre Capital LLC, Ridgefield, CT; Chair of the Audit Audit Committee of the Board of Altsource Asset Management Corporation</td>
<td>0.02%</td>
<td>None</td>
</tr>
<tr>
<td>Robert M. Curley, N/A Slingerlands, NY, USA</td>
<td>Director</td>
<td>Director and Chairman of New York Region (Berkshire Bank);</td>
<td>Member, Sky Management, LLC, Albany, NY; Member, G &amp; D Stillwater, LLC, East Schodack, NY; Member, East Greenbush Marina, LLC, Albany, NY; Member, Waterview Condo II, LLC, Albany, NY</td>
<td>0.05%</td>
<td>None</td>
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<tr>
<td>Michael P. Daly, Pittsfield, MA, USA</td>
<td>N/A</td>
<td>Director, President and CEO</td>
<td>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)</td>
<td>0.48%</td>
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<td>Position 2</td>
<td>Position 3</td>
<td>Percentage</td>
</tr>
<tr>
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<td>--------------------------</td>
<td>------------------</td>
<td>------------------------------------------------------</td>
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<tr>
<td>John B. Davies,</td>
<td>Westfield, MA, USA</td>
<td>Director</td>
<td>Director (Berkshire Bank)</td>
<td>Agent Emeritus, Massachusetts Mutual Life Insurance Co., Springfield, MA; Member, JD Group, LLC, Westfield, MA</td>
<td>0.08%</td>
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<tr>
<td>J. Williar Dunlaevy, Lenox,</td>
<td>MA, USA</td>
<td>Director</td>
<td>Director (Berkshire Bank); Director, Berkshire Taconic Community Foundation, Inc., Sheffield, MA (Community foundation); Director, Berkshire Bank Foundation, Inc. Pittsfield, MA (Community foundation)</td>
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<td>0.23%</td>
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<td>Cornelius D. Mahoney, Cape</td>
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<td>Director</td>
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<tr>
<td>Name</td>
<td>Title and Role</td>
<td>Affiliation</td>
<td>% Ownership</td>
<td>Relationship</td>
<td>Notes</td>
</tr>
<tr>
<td>-----------------------</td>
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</tr>
<tr>
<td>Laurie Norton Moffatt</td>
<td>Director and CEO of the Norman Rockwell Museum</td>
<td>Stockbridge, MA (Non-profit art museum); founder and member of the Berkshire Creative Economy Council (Community economic development groups); Trustee of Berkshire Health Systems (Medical non-profit corporation)</td>
<td>0.02%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Richard J. Murphy</td>
<td>Vice President and General Manager, Tri-City Valley Cats, Troy, NY</td>
<td>Director (Berkshire Bank)</td>
<td>0.03%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>William J. Ryan</td>
<td>N/A</td>
<td>Director and Chairman (Berkshire Bank)</td>
<td>0.04%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Patrick J. Sheehan</td>
<td>Owner and Manager of Sheehan Health Group, Southborough, MA</td>
<td>Director (Berkshire Bank)</td>
<td>0.26%</td>
<td>None</td>
<td>Sheehan Health Group, LLC, (100%)</td>
</tr>
<tr>
<td>Name</td>
<td>Title</td>
<td>Company Details</td>
<td>Ownership Percentage</td>
<td>Shareholder Type</td>
<td>Notes</td>
</tr>
<tr>
<td>-------------------------------</td>
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</tr>
<tr>
<td>D. Jeffrey Templeton</td>
<td>President</td>
<td>The Mosher Company, Inc., Chicopee, MA</td>
<td>0.07%</td>
<td>None</td>
<td>The Mosher Company, Inc. (75%)</td>
</tr>
<tr>
<td>George Bacigalupo</td>
<td>N/A</td>
<td>N/A</td>
<td>0.10%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Sean A. Gray</td>
<td>N/A</td>
<td>Senior Executive Vice President; Commercial Banking</td>
<td>0.13%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Richard M. Marotta</td>
<td>N/A</td>
<td>Senior Executive Vice President; Commercial Banking</td>
<td>0.13%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>James M. Moses</td>
<td>N/A</td>
<td>Senior Executive Vice President; Commercial Banking</td>
<td>0.01%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Michael D. Carroll</td>
<td>Executive Vice President</td>
<td>N/A</td>
<td>0.07%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Allan J. Costello</td>
<td>Executive Vice President</td>
<td>N/A</td>
<td>0.04%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Tami F. Gunsch,</td>
<td>Executive Vice President</td>
<td>N/A</td>
<td>0.04%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Gregory D. Lindenmuth</td>
<td>Executive Vice President</td>
<td>N/A</td>
<td>0.01%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Allison P. O'Rourke</td>
<td>Executive Vice President</td>
<td>N/A</td>
<td>0.01%</td>
<td>None</td>
<td>N/A</td>
</tr>
</tbody>
</table>