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FR Y-6
OMB Number 7100-0297
Approval expires September 30, 2018
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Board of Governors of the Federal Reserve System

Supervision, Regulation and
Credit Department

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.

I, James C. Hagan

Name of the Holding Company Director and Official

Chief Executive Officer and Director

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

RSSD ID 3866382
C.I.

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

December 31, 2016

Month / Day / Year

549300Y8QE4EI2LP6B42

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

Reporter's Name, Street, and Mailing Address

Western New England Bancorp, Inc.

Legal Title of Holding Company

141 Elm Street

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

Westfield

MA

01085

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jessica Vazquez

AVP & Assistant Controller

Name

Title

413-572-6117

Area Code / Phone Number / Extension

413-562-8292

413-562-8292

Area Code / FAX Number

jvazquez@westfieldbank.com

E-mail Address

www.westfieldbank.com

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

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."

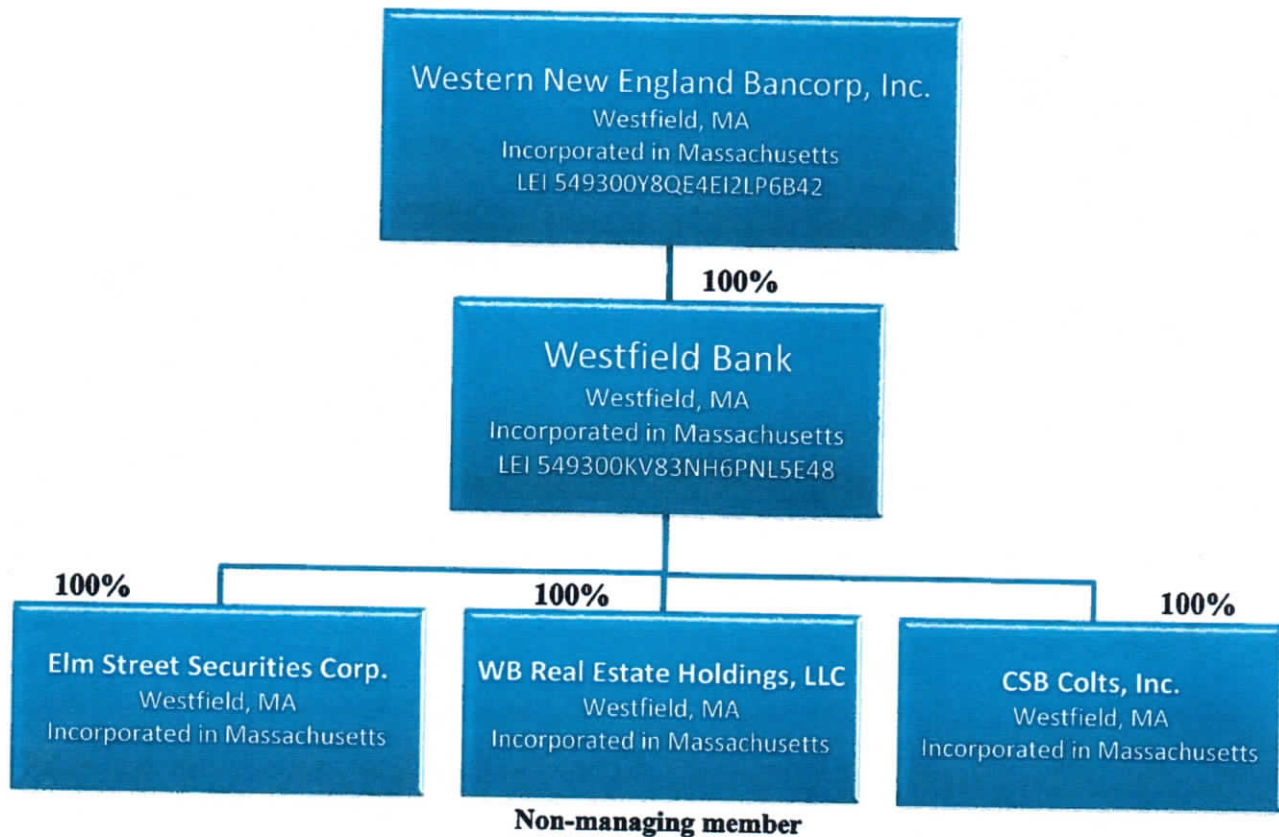
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Western New England Bancorp, Inc.
Westfield, Massachusetts
Fiscal Year Ending December 31, 2016

Report Item

1: The bank holding company prepares an annual report for its shareholders.
The annual report is filed with the SEC.

2(a): Organizational Chart



2(b): Branch Verification

Submitted via email on March 30, 2017.

* NOTES: UPON 10/22/16 merger w/ CHICOPEE Bancorp, CHICOPEE FUNDING CORP
ABSORBED CABOT REALTY LLC + CSB INV. CHICOPEE FUNDING CORP (which is inactive)
TO BE DISSOLVED JUNE/JULY 2017. Y-10's forthcoming JMF

Results: A list of branches for your holding company: **WESTERN NEW ENGLAND BANKCORP, INC. (3866382) of WESTFIELD, 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.

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)	892205	WESTFIELD BANK	141 ELM ST	WESTFIELD	MA	01085	HAMPDEN	UNITED STATES	127889	0	WESTFIELD BANK	892205	
OK		Full Service	479809	ENFIELD CT BRANCH	47 PALOMBA DRIVE	ENFIELD	CT	06082	HARTFORD	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892205	
OK		Full Service	4519818	GRANBY CT BRANCH	10 HARTFORD AVENUE	GRANBY	CT	06035	HARTFORD	UNITED STATES	540036	13	WESTFIELD BANK	892205	
OK		Full Service	2000095	BURNETT ROAD BRANCH	655 MAIN ST	ACAVAM	MA	01001	HAMPDEN	UNITED STATES	291541	3	WESTFIELD BANK	892205	
OK		Full Service	794608	CENTER STREET BRANCH	435 BURNETT ROAD	CHICOPEE	MA	01020	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892205	
OK		Full Service	825306	EAST STREET BRANCH	70 CENTER STREET	CHICOPEE	MA	01013	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892205	
OK		Full Service	764003	MEMORIAL DRIVE BRANCH	569 EAST STREET	CHICOPEE	MA	01020	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892205	
OK		Full Service	2556613	EAST LONGMEADOW BRANCH	599 MEMORIAL DRIVE	CHICOPEE	MA	01020	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892205	
OK		Full Service	4445382	FEEDING HILLS BRANCH	382 NORTH MAIN STREET	EAST LONGMEADOW	MA	01030	HAMPDEN	UNITED STATES	291544	6	WESTFIELD BANK	892205	
OK		Full Service	3060836	HOLYOKE BRANCH	237 SOUTH WESTFIELD STREET	FEEDING HILLS	MA	01030	HAMPDEN	UNITED STATES	512916	11	WESTFIELD BANK	892205	
CHANGE		Full Service	3150979	LUDLOW BRANCH	1642 NORTHAMPTON STREET	HOLYOKE	MA	01040	HAMPDEN	UNITED STATES	360797	9	WESTFIELD BANK	892205	
OK		Full Service	3924077	SOUTH HADLEY BRANCH	477A CENTER STREET	LUDLOW	MA	01056	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892205	
OK		Full Service	2312556	SOUTHWICK BRANCH	32 WILLIAMSBURY STREET	SOUTH HADLEY	MA	01075	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892205	
OK		Full Service	2839071	TOWER SQUARE BRANCH	462 COLLEGE HWY	SOUTHWICK	MA	01077	HAMPDEN	UNITED STATES	291543	5	WESTFIELD BANK	892205	
OK		Full Service	3924086	WARE BRANCH	1500 MAIN STREET	SPRINGFIELD	MA	01103	HAMPDEN	UNITED STATES	291545	7	WESTFIELD BANK	892205	
OK		Full Service	809205	WEST SPRINGFIELD BRANCH	350 PALMER ROAD	WARE	MA	01082	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892205	
OK		Full Service	3175240	WEST SPRINGFIELD BRANCH	206 PARK ST	WEST SPRINGFIELD	MA	01089	HAMPDEN	UNITED STATES	291540	2	WESTFIELD BANK	892205	
OK		Full Service	4483082	WEST SPRINGFIELD SEASONAL BRANCH	39 MORGAN ROAD	WEST SPRINGFIELD	MA	01089	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892205	
OK		Full Service	803108	ARNOLD STREET BRANCH	1305 MEMORIAL DRIVE	WEST SPRINGFIELD	MA	01089	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892205	
OK		Full Service	4176396	EAST MAIN STREET BRANCH	26 ARNOLD ST	WESTFIELD	MA	01085	HAMPDEN	UNITED STATES	291539	1	WESTFIELD BANK	892205	
OK		Full Service	1176612	SOUTHAMPTON ROAD BRANCH	560 EAST MAIN STREET	WESTFIELD	MA	01085	HAMPDEN	UNITED STATES	496121	10	WESTFIELD BANK	892205	
OK		Electronic Banking	4503237	WWW.WESTFIELD.COM BRANCH	300 SOUTHAMPTON RD	WESTFIELD	MA	01085	HAMPDEN	UNITED STATES	291542	4	WESTFIELD BANK	892205	
OK					141 ELM STREET	WESTFIELD	MA	01085	HAMPDEN	UNITED STATES	522176	12	WESTFIELD BANK	892205	

Form FR Y-6
Westfield Financial, Inc.
Fiscal Year Ending December 31, 2016

Report Item 3: Securities Holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016			Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2016		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Blackrock, Inc. New York, NY, USA	USA	2,154,407 - 7.0% Common Stock			
Dimensional Fund Advisors LP Austin, TX, USA	USA	1,868,104 - 6.1% Common Stock			
Employee Stock Ownership Trust of Westfield Financial, Inc.* First Bankers Trust Services, Inc.—Trustee Westfield, MA, USA	USA	1,796,171 - 5.8% Common Stock			
MHC Mutual Conversion Fund, L.P. Clover Partners, LP Clover Partners Management LLC Johnny Querry Collectively "MHC Mutual Conversion Fund Group" Dallas, TX, USA	USA	1,704,688 - 5.8% Common Stock			

*Voting provisions attached.

Form FR Y-6
Westfield Financial, Inc.
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 shares held)
James C. Hagan Westfield, MA, USA	N/A	President and Chief Executive Officer	President and Chief Executive Officer (Westfield Bank)	N/A	0.54%	N/A	N/A
Donald A. Williams S. Deerfield, MA, USA	N/A	Chairman and former Chief Executive Officer	Chairman and former Chief Executive Officer (Westfield Bank)	N/A	0.71%	N/A	N/A
Allen J. Miles, III Longmeadow, MA, USA	N/A	Executive Vice President and Chief Lending Officer	Executive Vice President and Chief Lending Officer (Westfield Bank)	N/A	0.14%	N/A	N/A
Leo R. Sagan, Jr. Southwick, MA, USA	N/A	Chief Financial Officer and Treasurer	Chief Financial Officer and Treasurer (Westfield Bank)	N/A	0.22%	N/A	N/A
Gerald P. Cieljka Westfield, MA, USA	N/A	Vice President and General Council	Vice President and General Council (Westfield Bank)	N/A	0.12%	N/A	N/A
Louis O. Gorman Southampton, MA, USA	N/A	Vice President- Credit Administration and Chief Credit Officer	Vice President- Credit Administration and Chief Credit Officer (Westfield Bank)	N/A	0.10%	N/A	N/A
William J. Wagner	N/A	Vice Chairman and Chief Business Development Officer	Vice Chairman and Chief Business Development Officer (Westfield Bank)	N/A	2.04%	N/A	N/A
Donna J. Damon Southwick, MA, USA	Executive Officer, President and Owner	Director	Director	President and owner-New England Concrete Cutting, Inc. Executive Officer- Wich Equipment of New England, Inc. Executive Officer- Wich Enterprises, Inc. Agawam, MA	0.05%	N/A	Wich Equipment of New England, Inc. and Wich Enterprises (50%)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company Certified Public Accountant	(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 shares held)
Gary G. Fitzgerald	Accountant	Director	Director	CPA and Principal and Treasurer-Downey, Sweeney, Fitzgerald & Co., P.C.	0.02%	N/A	Downey, Sweeney, Fitzgerald & Co., P.C. (33.3%)
William D. Masse	President	Director	Director	Springfield, MA President and owner- Granfield, Bugbee & Masse Insurance Agency Chicopee, MA Manager of university advancement- Westfield State College Westfield, MA	0.11%	N/A	Granfield, Bugbee & Masse Insurance Agency (50%) Colmac Construction, LLC (60%)
Lisa G. McMahon Westfield, MA, USA	Manager	Director	Director	Owner and Excavating Contractor- Gregg Orlen Custom Homebuilders Granby, MA President and owner- Micro Test Laboratories, Inc. Westfield, MA Partner- Bacon & Wilson, P.C.	0.05%	N/A	Gregg Orlen Custom Homebuilders (100%) Micro Test Laboratories, Inc. (100%)
Gregg F. Orlen	Owner and Excavating Contractor	Director	Director	Owner and Excavating Contractor- Gregg Orlen Custom Homebuilders Granby, MA President and owner- Micro Test Laboratories, Inc. Westfield, MA Partner- Bacon & Wilson, P.C.	0.15%	N/A	Gregg Orlen Custom Homebuilders (100%) Micro Test Laboratories, Inc. (100%)
Steven G. Richter Southwick, MA, USA	Owner, Operator and President	Director	Director	Westfield, MA Partner- Bacon & Wilson, P.C.	0.08%	N/A	N/A
Philip R. Smith Southwick, MA, USA	Law Partner	Director and former Treasurer	Director	Springfield, MA Principal- Sweeney Strategic Consulting	0.09%	N/A	N/A
Kevin M. Sweeney East Longmeadow, MA USA	Principal	Director	Director	Principal- Corbin & Tapases P.C.	0.05%	N/A	N/A
Christos A. Tapases Westfield, MA USA	Principal	Director	Director	Principal- Corbin & Tapases P.C.	0.05%	N/A	N/A
Laura Benoit Agawan, MA, USA	Treasurer and Co- owner	Director	Director	Treasurer and Co-owner- Baystate Fuel Oil, Inc. Agawan, MA	0.05%	N/A	Corbin & Tapases P.C. (50%) Bay State Fuel Oil, Inc. (49.5%) Buddy Realty, LLC (50%)

(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 Business (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 shares held)
Paul C. Pickett	Hotel Owner and Operator, and Real Estate Developer	Director	Director	President-Monarch Enterprises, LLC Springfield, MA Manager- Harrison Place Associates, LLC Springfield, MA Manager- PSC Development, LLC Hartford, CT Manager- Map Development, LLC Springfield, MA Manager- 300 Bridge St., LLC Springfield, MA Manager- Westfield Court Associates, LLC Springfield, MA Manager- Columbus Hotel Management, LLC Springfield, MA Manager- Columbus Hotels III, LLC Worcester, MA Manager- 627 Cottage Street, LLC Springfield, MA Manager- Falcon Management Trust Springfield, MA Manager- Gretna Green Development Corp. Chicopee, MA	0.23%	N/A	Harrison Place Associates, LLC (45%) PSC Development, LLC (60%) Map Development, LLC (40%) Monarch Enterprises, LLC (99%) 300 Bridge St., LLC (50%) Westfield Court Associates, LLC (99%) Columbus Hotel Management, LLC (29%) Columbus Hotels III, LLC (99%) 627 Cottage Street, LLC (98%) Falcon Management Trust (96.49%) Gretna Green Development Corp. (50%)