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FR Y-6
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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

413-562-8262

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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 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.

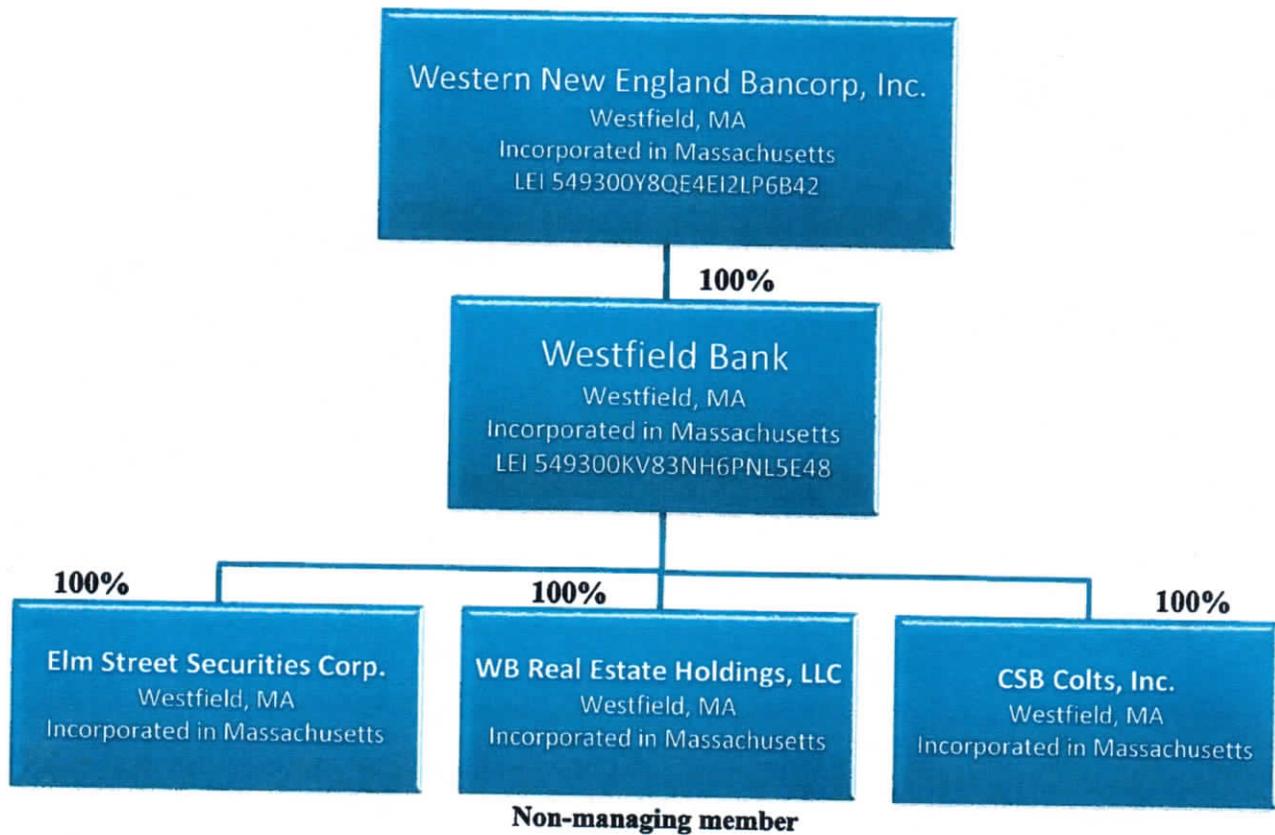
Form FR Y-6

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 ABSCREED 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 | 479809J | ENFIELD CT BRANCH | 47 PALOMBA DRIVE | ENFIELD | CT | 06082 | HARTFORD | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 451981J | GRANBY CT BRANCH | 10 HARTFORD AVENUE | GRANBY | CT | 06035 | HARTFORD | UNITED STATES | 540036 | 13 | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 804703 | AGAVAM BRANCH | 655 MAIN ST | AGAVAM | MA | 01001 | HAMPDEN | UNITED STATES | 291541 | 3 | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 2000095 | BURNETT ROAD BRANCH | 435 BURNETT ROAD | CHICOPE | MA | 01020 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 794608 | CENTER STREET BRANCH | 70 CENTER STREET | CHICOPE | MA | 01013 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 825306 | EAST STREET BRANCH | 569 EAST STREET | CHICOPE | MA | 01020 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 764003 | MEMORIAL DRIVE BRANCH | 599 MEMORIAL DRIVE | CHICOPE | MA | 01020 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 255661J | EAST LONGMEADOW BRANCH | 382 NORTH MAIN STREET | EAST LONGMEADOW | MA | 01028 | HAMPDEN | UNITED STATES | 291544 | 6 | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 444388J | FEEDING HILLS BRANCH | 237 SOUTH WESTFIELD STREET | FEEDING HILLS | MA | 01030 | HAMPDEN | UNITED STATES | 512916 | 11 | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 3060835 | HOLYOKE BRANCH | 1642 NORTHAMPTON STREET | HOLYOKE | MA | 01040 | HAMPDEN | UNITED STATES | 360797 | 9 | WESTFIELD BANK | 892205 | |
| CHANGE | | Full Service | 3150979 | LUDLOW BRANCH | 497A CENTER STREET | LUDLOW | MA | 01056 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 3924077 | SOUTH HADLEY BRANCH | 37 WILLIAMSBETT STREET | SOUTH HADLEY | MA | 01075 | HAMPSHIRE | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 2312556 | SOUTHWICK BRANCH | 462 COLLEGE HWY | SOUTHWICK | MA | 01077 | HAMPDEN | UNITED STATES | 291543 | 5 | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 2839071 | TOWER SQUARE BRANCH | 1500 MAIN STREET | SPRINGFIELD | MA | 01103 | HAMPDEN | UNITED STATES | 291545 | 7 | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 3924086 | WARE BRANCH | 350 PALMER ROAD | WARE | MA | 01082 | HAMPSHIRE | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 8092005 | WEST SPRINGFIELD BRANCH | 206 PARK ST | WEST SPRINGFIELD | MA | 01089 | HAMPDEN | UNITED STATES | 291540 | 2 | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 3179240 | WEST SPRINGFIELD BRANCH | 99 MORGAN ROAD | WEST SPRINGFIELD | MA | 01089 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 4483082 | WEST SPRINGFIELD SEASONAL BRANCH | 1305 MEMORIAL DRIVE | WEST SPRINGFIELD | MA | 01089 | HAMPDEN | UNITED STATES | Not Required | Not Required | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 803108 | ARNOLD STREET BRANCH | 26 ARNOLD ST | WESTFIELD | MA | 01085 | HAMPDEN | UNITED STATES | 291539 | 1 | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 4176396 | EAST MAIN STREET BRANCH | 560 EAST MAIN STREET | WESTFIELD | MA | 01085 | HAMPDEN | UNITED STATES | 496121 | 10 | WESTFIELD BANK | 892205 | |
| OK | | Full Service | 1176612 | SOUTHAMPTON ROAD BRANCH | 300 SOUTHAMPTON RD | WESTFIELD | MA | 01085 | HAMPDEN | UNITED STATES | 291542 | 4 | WESTFIELD BANK | 892205 | |
| OK | | Electronic Banking | 4503237 | WWW.WESTFIELD.COM BRANCH | 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. Ciejka 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- Witch Equipment of New England, Inc. Executive Officer- Witch Enterprises, Inc. Agawam, MA | 0.05% | N/A | Witch Equipment of New England, Inc. and Witch 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 | 0.11% | N/A | Granfield, Bugbee & Masse Insurance Agency (50%) |
| Lisa G. McMahon Westfield, MA, USA | Manager | Director | Director | Chicopee, MA Manager of university advancement- Westfield State College | 0.05% | N/A | Colinac Construction, LLC (60%) |
| Gregg F. Orlen | Owner and Excavating Contractor | Director | Director | Westfield, MA Owner and Excavating Contractor- Gregg Orlen Custom Homebuilders Granby, MA | 0.15% | N/A | Gregg Orlen Custom Homebuilders (100%) |
| Steven G. Richter Southwick, MA, USA | Owner, Operator and President | Director | Director | President and owner- Micro Test Laboratories, Inc. | 0.08% | N/A | Micro Test Laboratories, Inc. (100%) |
| Philip R. Smith Southwick, MA, USA | Law Partner | Director and former Treasurer | Director | Westfield, MA Partner- Bacon & Wilson, P.C. | 0.09% | N/A | N/A |
| Kevin M. Sweeney East Longmeadow, MA USA | Principal | Director | Director | Springfield, MA Principal- Sweeney Strategic Consulting | 0.05% | N/A | N/A |
| Christos A. Tapases Westfield, MA USA | Principal | Director | Director | Principal- Corbin & Tapases P.C. | 0.05% | N/A | Corbin & Tapases P.C. (50%) |
| Laura Benoit Agawam, MA, USA | Treasurer and Co- owner | Director | Director | Treasurer and Co-owner- Baystate Fuel Oil, Inc. Agawam, MA | 0.05% | N/A | 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 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) |
|---|--|--|--|---|--|---|---|
| Paul C. Pickenelly | 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%) |