

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.

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, **PETER B. ALDEN**

Name of the Holding Company Director and Official

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 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
C.I.

3535437

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.

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

December 31, 2017

Month / Day / Year

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

Reporter's Name, Street, and Mailing Address

1895 MHC

Legal Title of Holding Company

28 FRANKLIN STREET

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

WORCESTER

MA

01608

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

CHERI E. CARTY

VP TREASURER

Name

Title

508-890-9078

Area Code / Phone Number / Extension

508-890-9070

Area Code / FAX Number

CCARTY@BAYSTATESAVINGS.COM

E-mail Address

https://www.baystatesavings.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."

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

1895 CORP

Legal Title of Subsidiary Holding Company

28 FRANKLIN STREET

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

WORCESTER

MA

01608

City

State

Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

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Zip Code

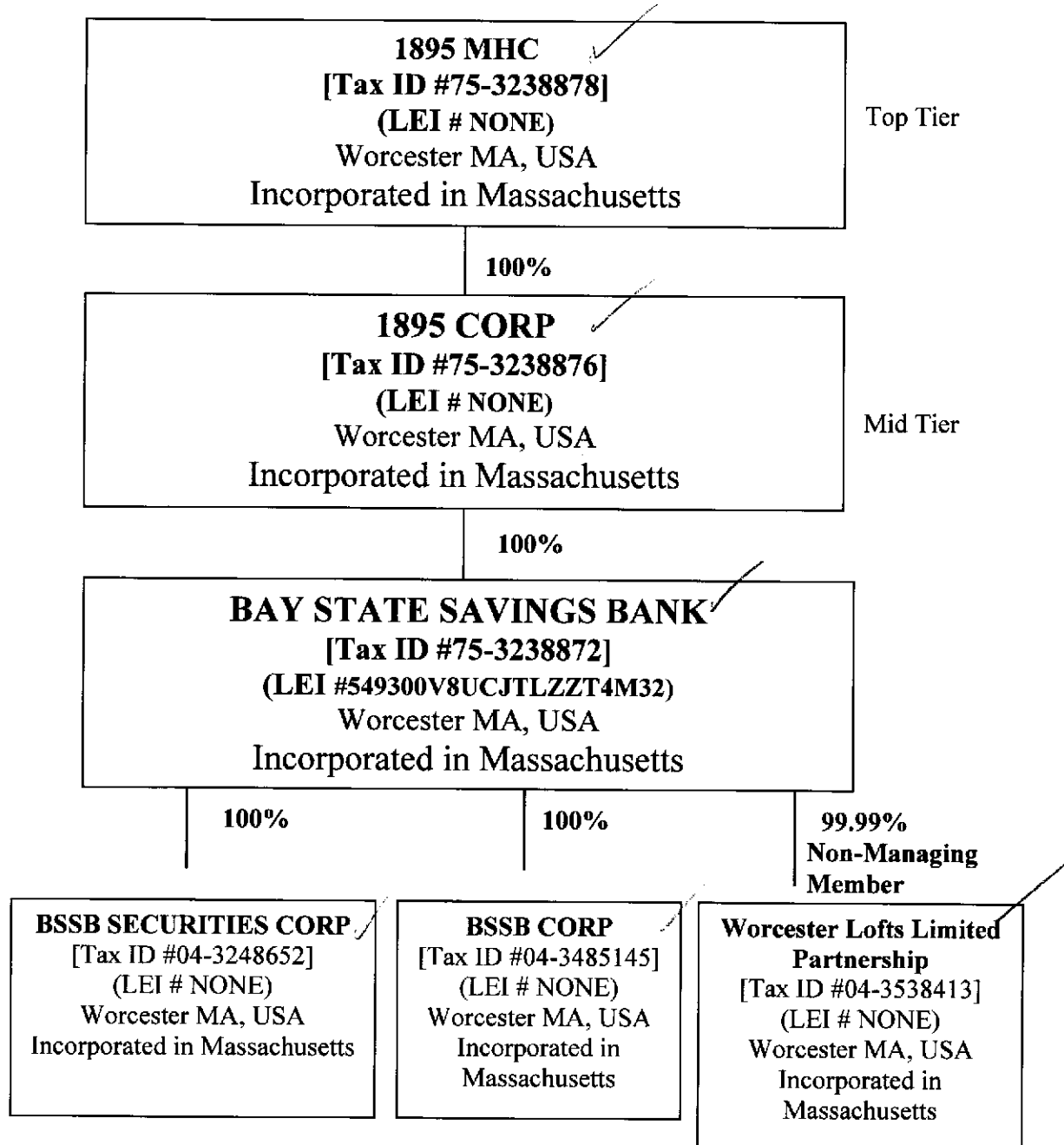
Physical Location (if different from mailing address)

Corporate Structure

1895 MHC is a mutual holding company without shareholders.

1895 MHC has 100% ownership of 1895 Corp (Mid Tier).

1895 Corp (Mid Tier) has 100% ownership of Bay State Savings Bank, a Massachusetts Stock Savings Bank.



Results: A list of branches for your depository institution: **BAY STATE SAVINGS BANK (ID_RSSD: 963002).**

This depository institution is held by **1895 MHC (3535437) of WORCESTER, MA.**

The data are as of **12/31/2017**. Data reflects information that was received and processed through **01/04/2018**.

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)	963002	BAY STATE SAVINGS BANK	28 FRANKLIN STREET	WORCESTER	MA	01608	WORCESTER	UNITED STATES	Not Required	Not Required	BAY STATE SAVINGS BANK	963002	
OK		Full Service	1411180	AUBURN HIGH SCHOOL BRANCH	99 AUBURN STREET	AUBURN	MA	01501	WORCESTER	UNITED STATES	Not Required	Not Required	BAY STATE SAVINGS BANK	963002	
OK		Full Service	2727338	MINUTEMAN PLAZA BRANCH	123 AUBURN STREET	AUBURN	MA	01501	WORCESTER	UNITED STATES	Not Required	Not Required	BAY STATE SAVINGS BANK	963002	
OK		Full Service	2572417	HOLDEN BRANCH	628 MAIN STREET	HOLDEN	MA	01520	WORCESTER	UNITED STATES	Not Required	Not Required	BAY STATE SAVINGS BANK	963002	
OK		Full Service	718202	BURNCOAT STREET BRANCH	378 BURNCOAT STREET	WORCESTER	MA	01606	WORCESTER	UNITED STATES	Not Required	Not Required	BAY STATE SAVINGS BANK	963002	
OK		Full Service	3788176	EASTERN AVE BRANCH	TWO EASTERN AVENUE	WORCESTER	MA	01605	WORCESTER	UNITED STATES	Not Required	Not Required	BAY STATE SAVINGS BANK	963002	
OK		Full Service	3220340	GRAFTON STREET BRANCH	799 GRAFTON STREET	WORCESTER	MA	01604	WORCESTER	UNITED STATES	Not Required	Not Required	BAY STATE SAVINGS BANK	963002	
OK		Full Service	717700	MILL STREET BRANCH	275 MILL STREET	WORCESTER	MA	01602	WORCESTER	UNITED STATES	Not Required	Not Required	BAY STATE SAVINGS BANK	963002	

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1895 MHC

Fiscal Year Ending December 31, 2017

(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-c): % of Voting Shares		
					(4)(a)	(4)(b)	(4)(c)
Peter B. Alden, Worcester, MA, USA	N/A	Director & President	1895 Corp: President & Director Bay State Savings Bank: President & Director BSSB Securities Corp: President & Director BSSB Corp: President & Director	N/A	None	None	N/A
John H. McMabe, Worcester, MA, USA	Vice-President: Acquisitions & Divestitures	Director & Chairman of Board	1895 Corp: Director & Chairman of Board Bay State Savings Bank: Director & Chairman of Board	Vice-President: Acquisitions & Divestitures	None	None	N/A
John N. Altomare, Worcester, MA, USA	Partner: Fusaro, Altomare & Ermilio, Attys.	Director	1895 Corp: Director Bay State Savings Bank: Director	Partner: Fusaro, Altomare & Ermilio, Attys.	None	None	N/A
William J. Fay, Worcester, MA, USA	Funeral Director/Treasurer: Fay Brothers, Inc.	Director	1895 Corp: Director Bay State Savings Bank: Director	Funeral Director/Treasurer: Fay Brothers, Inc.	None	None	N/A
Carol A. Garofoli, Worcester, MA, USA	Director of Operations: Worcester Polytechnic Institute [WPI]	Director	1895 Corp: Director Bay State Savings Bank: Director	Director of Operations: Worcester Polytechnic Institute [WPI]	None	None	N/A
Patricia L. Jones, Worcester, MA, USA	President: P.L. Jones & Associates, P.C.	Director	1895 Corp: Director Bay State Savings Bank: Director	President: P.L. Jones & Associates, P.C.	None	None	N/A
Christine L. Lucey, Worcester, MA, USA	CFO: Sun Transportation, Inc.	Director	1895 Corp: Director Bay State Savings Bank: Director	CFO: Sun Transportation, Inc.	None	None	N/A
Andrew C.J. Meagher, Esq, Worcester, MA, USA	Attorney: Wolfson, Keenan, Cotton & Meagher	Director	1895 Corp: Director Bay State Savings Bank: Director	Attorney: Wolfson, Keenan, Cotton & Meagher	None	None	N/A
Joni Milluzzo, Worcester, MA, USA	Owner: Apple Home Care Associates, Inc.	Director	1895 Corp: Director Bay State Savings Bank: Director	Owner: Apple Home Care Associates, Inc.	None	None	N/A

John J. Monahan, Worcester, MA, USA	Treasurer: Monahan & Associates	Director	1895 Corp: Director Bay State Savings Bank: Director	Treasurer: Monahan & Associates	None	None	N/A
William J. Mulford, Worcester, MA, USA	Assoc. Super. For Business: Dioceses of Worcester School Dept.	Director	1895 Corp: Director Bay State Savings Bank: Director	Assoc. Super. For Business: Dioceses of Worcester School Dept.	None	None	N/A
Alan P. Pandiani Shrewsbury, MA, USA	President: National Glass Works, Inc.	Director	1895 Corp: Director Bay State Savings Bank: Director	President: National Glass Works, Inc.	None	None	N/A
Gerald J. Power, Esq. , Worcester, MA, USA	Attorney	Director	1895 Corp: Director Bay State Savings Bank: Director	Attorney	None	None	N/A
Sharon M. Wratchford Shrewsbury, MA, USA	Executive Vice President, Natixis Global Asset Management	Director	1895 Corp: Director Bay State Savings Bank: Director	Executive Vice President, Natixis Global Asset Management	None	None	N/A
Diane M. Giampa, Worcester, MA, USA	N/A	SVP-HR & Marketing	1895 Corp: SVP-HR & Marketing Bay State Savings Bank: SVP-HR & Marketing	N/A	None	None	N/A
Maria A. Heskes- Allard, Princeton, MA, USA	N/A	SVP- Commercial Lending	1895 Corp: SVP-Commercial Lending Bay State Savings Bank: SVP-Commercial Lending	N/A	None	None	N/A
Osman K. Acheampong, Worcester, MA, USA	N/A	VP-Credit Administration	1895 Corp: VP-Credit Administration Bay State Savings Bank: VP-Credit Administration	N/A	None	None	N/A
Thomas J. Belton, Worcester, MA, USA	N/A	VP- Information Technology	1895 Corp: VP-Information Technology Bay State Savings Bank: VP-Information Technology	N/A	None	None	N/A
Cheri E. Carty, Worcester, MA, USA	N/A	VP-Treasurer	1895 Corp: VP-Treasurer Bay State Savings Bank: VP-Treasurer BSSB Securities Corp: Director, Clerk & Treasurer BSSB Corp: Director, Clerk & Treasurer	N/A	None	None	N/A

Lisa A. Duquette, Worcester, MA, USA	N/A	AVP- Operations	1895 Corp: AVP-Operations Bay State Savings Bank: AVP-Operations	N/A	None	None	N/A
Lucas J. Miller, Worcester, MA, USA	N/A	VP- Compliance & BSA Officer	1895 Corp: VP-Compliance & BSA Officer Bay State Savings Bank: VP-Compliance & BSA Officer	N/A	None	None	N/A

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OK		Full Service	2727338	MINUTEMAN PLAZA BRANCH	123 AUBURN STREET	AUBURN	MA	01501	WORCESTER	UNITED STATES	Not Required	Not Required	BAY STATE SAVINGS BANK	963002	
OK		Full Service	2572417	HOLDEN BRANCH	628 MAIN STREET	HOLDEN	MA	01520	WORCESTER	UNITED STATES	Not Required	Not Required	BAY STATE SAVINGS BANK	963002	
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OK		Full Service	3788176	EASTERN AVE BRANCH	TWO EASTERN AVENUE	WORCESTER	MA	01605	WORCESTER	UNITED STATES	Not Required	Not Required	BAY STATE SAVINGS BANK	963002	
OK		Full Service	3220340	GRAFTON STREET BRANCH	799 GRAFTON STREET	WORCESTER	MA	01604	WORCESTER	UNITED STATES	Not Required	Not Required	BAY STATE SAVINGS BANK	963002	
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1895 CORP

Fiscal Year Ending December 31, 2017

(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-c): % of Voting Shares		
					(4)(a)	(4)(b)	(4)(c)
Peter B. Alden, Worcester, MA, USA	N/A	Director & President	Bay State Savings Bank: President & Director BSSB Securities Corp: President & Director BSSB Corp: President & Director	N/A	None	None	N/A
John H. McMabe, Worcester, MA, USA	Vice-President: Acquisitions & Divestitures	Director & Chairman of Board	Bay State Savings Bank: Director & Chairman of Board	Vice-President: Acquisitions & Divestitures	None	None	N/A
John N. Altomare, Worcester, MA, USA	Partner: Fusaro, Altomare & Ermilio, Attys.	Director	Bay State Savings Bank: Director	Partner: Fusaro, Altomare & Ermilio, Attys.	None	None	N/A
William J. Fay, Worcester, MA, USA	Funeral Director/Treasurer: Fay Brothers, Inc.	Director	Bay State Savings Bank: Director	Funeral Director/Treasurer: Fay Brothers, Inc.	None	None	N/A
Carol A. Garofoli, Worcester, MA, USA	Director of Operations: Worcester Polytechnic Institute [WPI]	Director	Bay State Savings Bank: Director	Director of Operations: Worcester Polytechnic Institute [WPI]	None	None	N/A
Patricia L. Jones, Worcester, MA, USA	President: P.L. Jones & Associates, P.C.	Director	Bay State Savings Bank: Director	President: P.L. Jones & Associates, P.C.	None	None	N/A
Christine L. Lucey, Worcester, MA, USA	CFO: Sun Transportation, Inc.	Director	Bay State Savings Bank: Director	CFO: Sun Transportation, Inc.	None	None	N/A
Andrew C.J. Meagher, Esq, Worcester, MA, USA	Attorney: Wolfson, Keenan, Cotton & Meagher	Director	Bay State Savings Bank: Director	Attorney: Wolfson, Keenan, Cotton & Meagher	None	None	N/A
Joni Milluzzo, Worcester, MA, USA	Owner: Apple Home Care Associates, Inc.	Director	Bay State Savings Bank: Director	Owner: Apple Home Care Associates, Inc.	None	None	N/A

John J. Monahan, Worcester, MA, USA	Treasurer: Monahan & Associates	Director	Bay State Savings Bank: Director	Treasurer: Monahan & Associates	None	None	N/A
William J. Mulford, Worcester, MA, USA	Assoc. Super. For Business: Dioceses of Worcester School Dept.	Director	Bay State Savings Bank: Director	Assoc. Super. For Business: Dioceses of Worcester School Dept.	None	None	N/A
Alan P. Pandiani Shrewsbury, MA, USA	President: National Glass Works, Inc.	Director	Bay State Savings Bank: Director	President: National Glass Works, Inc.	None	None	N/A
Gerald J. Power, Esq. , Worcester, MA, USA	Attorney	Director	Bay State Savings Bank: Director	Attorney	None	None	N/A
Sharon M. Wratchford Shrewsbury, MA, USA	Executive Vice President, Natixis Global Asset Management	Director	Bay State Savings Bank: Director	Executive Vice President, Natixis Global Asset Management	None	None	N/A
Diane M. Giampa, Worcester, MA, USA	N/A	SVP-HR & Marketing	Bay State Savings Bank: SVP-HR & Marketing	N/A	None	None	N/A
Maria A. Heskes- Allard, Princeton, MA, USA	N/A	SVP- Commercial Lending	Bay State Savings Bank: SVP-Commercial Lending	N/A	None	None	N/A
Osman K. Acheampong, Worcester, MA, USA	N/A	VP-Credit Administration	Bay State Savings Bank: VP-Credit Administration	N/A	None	None	N/A
Thomas J. Belton, Worcester, MA, USA	N/A	VP- Information Technology	Bay State Savings Bank: VP-Information Technology	N/A	None	None	N/A
Cheri E. Carty, Worcester, MA, USA	N/A	VP-Treasurer	Bay State Savings Bank: VP-Treasurer BSSB Securities Corp: Director, Clerk & Treasurer BSSB Corp: Director, Clerk & Treasurer	N/A	None	None	N/A
Lisa A. Duquette, Worcester, MA, USA	N/A	AVP- Operations	Bay State Savings Bank: AVP-Operations	N/A	None	None	N/A

Lucas J. Miller, Worcester, MA, USA	N/A	VP- Compliance & BSA Officer	Bay State Savings Bank: VP-Compliance & BSA Officer	N/A	None	None	N/A
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