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), 26, 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, David Bruce
Name of the Holding Company Director and Official
President
Title of the Holding Company Director and Officer

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

R&SSD ID: 1985131
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
June 30, 2017
Month / Day / Year
N/A
Reporter’s Legal Entity Identifier (LEI) (20-Character LEI Code)
Reporter’s Name, Street, and Mailing Address
Berkshire Financial Services, Inc
Legal Title of Holding Company
75 Park Street
(Mailing Address of the Holding Company) Street / P.O. Box
Lee MA 01238
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Jill Cozzaglio
Controller
Name Title
413-243-9271
Area Code / Phone Number / Extension
413-243-1524
Area Code / FAX Number
jcozzaglio@leebank.com
E-mail Address

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.”

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.

12/2016
BERKSHIRE FINANCIAL SERVICES, INC.

Report Item 1: Annual Report to Shareholders

Berkshire Financial Services does not formally prepare an annual report for shareholders
BERKSHIRE FINANCIAL SERVICES, INC.

Report Item 2a: Organization Chart
LEIs do not exist in organization except where noted

BERKSHIRE FINANCIAL SERVICES, INC.
Lee, MA 01238
Incorporated in Massachusetts

100%

99%

Lee Bank
Lee, MA 01238
Incorporated in Massachusetts
LEI - 549300LV12W1ZFWAUS53

100%

Freedom National Bank
Greenville, RI
Incorporated in Rhode Island
LEI - 549300297VFX2DV11103

BFS Holdings, Inc.
Lee, MA
Incorporated in Massachusetts

100%

Westpar Corporation
Lee, MA 01238
Incorporated in Massachusetts

75 Park Security Corporation
Lee, MA 01238
Incorporated in Massachusetts
Results: A list of branches for your holding company: BERKSHIRE FINANCIAL SERVICES, INC. (1285138) of MA. The data are as of 06/30/2017. Data reflects information that was received and processed through 07/06/2017.

Recordation and Verification Steps
1. If the branch information is correct, enter "OK" in the Data Action column.
2. If required, enter the date in the Effective Date column.

Actions
OK: No change to the branch information is necessary.
Change: Change the branch information to correct and complete.
Closing: Branch status is closed.
Deleting: Branch status is deleted.
Adding: Branch status is added.

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
You are finished with this task. You may want to distribute the report to your FRB contact. See the detailed instructions on this site for more information.

Note:
To satisfy the FR Y-10 reporting requirements, you must 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://y10.frb.org.

* FDIC UNIFORM, Office Number, and ID RSGD columns are for reference only. Verification of these values is not required.

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<th>Data Action</th>
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<th>Branch ID (RSGD)</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNIFORM</th>
<th>Office Number</th>
<th>Head Office ID (RSGD)</th>
<th>Comments</th>
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<td>Full Service (Head Office)</td>
<td>3631432</td>
<td>FREEDOM NATIONAL BANK</td>
<td>564 PUTNAM PIKE</td>
<td>GREENVILLE</td>
<td>RI</td>
<td>02908</td>
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<td>UNITED ST</td>
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<td>Freedom NATIONAL</td>
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<td>RI</td>
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<td>MA</td>
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BERKSHIRE FINANCIAL SERVICES, INC.

Report Item 3: Securities Holders

Mutual Holding Company - Not Applicable
### BERKSHIRE FINANCIAL SERVICES, INC.

Report Item 4: Insiders (Directors and Officers)

<table>
<thead>
<tr>
<th>Name/Address</th>
<th>Berkshire Financial Services</th>
<th>Lee Bank</th>
<th>Bank Subsidiary Westpar Corp</th>
<th>Bank Subsidiary Park Security Corp</th>
<th>BFS Holding, Inc</th>
<th>Freedom National Bank</th>
<th>Bank Subsidiary 32 Meeting St.</th>
<th>Other Business</th>
<th>Principal Occupation</th>
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| Charles M. Loehn, III, Lee, MA  | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | President/CEO/Chairman/Director | 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