

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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Supervision, Regulation and
Credit Department

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.

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

I, David Bruce

Name of the Holding Company Director and Official

President

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.

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

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.

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

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

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

For Federal Reserve Bank Use Only

RSSD ID 1985131
C.I.

Is confidential treatment requested for any portion of this report submission? 0=No 1=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."

BERKSHIRE FINANCIAL SERVICES, INC.

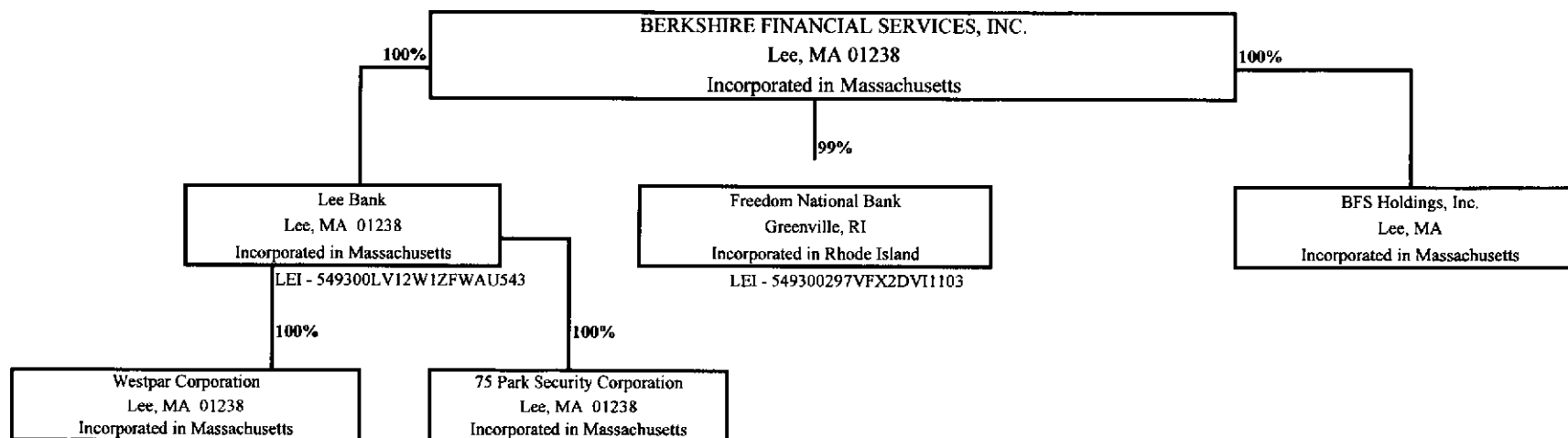
Report Item 1: Annual Report to Shareholders

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



Results: A list of branches for your holding company: **BERKSHIRE FINANCIAL SERVICES, INC. (1985131) of LEE, MA.**
 The data are as of 06/30/2017. Data reflects information that was received and processed through 07/06/2017.

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)	3051432	FREEDOM NATIONAL BANK	584 PUTNAM PIKE	GREENVILLE	RI	02828	PROVIDEN	UNITED STA	Not Required	Not Required	FREEDOM NATIONAL	3051432	
OK		Full Service	3633623	CUMBERLAND BRANCH	2150 MENDON ROAD	CUMBERLAND	RI	02864	PROVIDEN	UNITED STA	Not Required	Not Required	FREEDOM NATIONAL	3051432	
OK		Full Service (Head Office)	790703	LEE BANK	75 PARK STREET	LEE	MA	01238	BERKSHIR	UNITED STA	Not Required	Not Required	LEE BANK	790703	
OK		Full Service	3633481	GREAT BARRINGTON BRANCH	279 MAIN STREET	GREAT BARRING	MA	01230	BERKSHIR	UNITED STA	Not Required	Not Required	LEE BANK	790703	
OK		Full Service	4573641	LENEX BRANCH	450 PITTSFIELD LENOX RD.	LENEX	MA	01240	BERKSHIR	UNITED STA	Not Required	Not Required	LEE BANK	790703	
OK		Full Service	4438629	NORTH STREET PITTSFIELD BRANCH	75 NORTH ST.	PITTSFIELD	MA	01201	BERKSHIR	UNITED STA	Not Required	Not Required	LEE BANK	790703	
OK		Full Service	731108	STOCKBRIDGE BRANCH	3 ELM STREET	STOCKBRIDGE	MA	01262	BERKSHIR	UNITED STA	Not Required	Not Required	LEE BANK	790703	

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)

Name/Address	Holding Company	Subsidiaries						Other Business		Principal Occupation
	Berkshire Financial Services	Lee Bank	Bank Subsidiary Westpar Corp	Bank Subsidiary 75 Park Security Corp	BFS Holding, Inc	Freedom National Bank	Bank Subsidiary 32 Meeting St.	Title/Position	% Owned	
Charles N. Leach III Lee, MA		President/CEO/Director	President/Director	President/Director	President/Director					Lee Bank
David J. Bruce Lee, MA	President/Chairman/Trustee	Chairman Director	Director	Director	Director	Chairman/Board Director	Director			Lee Bank
Anthony Botelho Lincoln, RI						President/CEO/Director	President/CEO/Director			Freedom National Bank
Chauncey Collins Lee, MA	Trustee	Director	Director	Director				Director of Ops & Finance Austin Riggs Center		Austin Riggs Center
Gary Ezovski North Smithfield, RI	Trustee					Director	Director	Retired		Retired
Sandra Dignard Lee, MA	Trustee							Executive VP - Country Curtains		Curtain Manufacturing
Dani Holmes Lenox, MA	Trustee	Director	Director	Director				Executive Director Free Community Papers of New York		Publishing
Jason McCandless Pittsfield, MA	Trustee							Superintendent Pittsfield Public Schools		Superintendent
James Nejaime Lenox, MA	Trustee				Director			International Beverage Center D/B/A Spirited, Owner	100.00%	Spirited Wine Cellars
Jessie Schoonmaker Pittsfield, MA	Trustee	Director	Director	Director				Retired		Retired
Pamela Roberts Lenox, MA	Trustee				Director			Realtor/Owner	100.00%	Roberts Associates
Elizabeth Hamilton Gl. Barrington Ma	Trustee							Retired		Retired
Richard F. Shields Lee, MA	Trustee	Director	Director	Director				Dresser Hull Co, President	100.00%	Dresser Hull Co.
Joseph M. Toole Lenox, MA	Trustee	Director	Director	Director		Director	Director	Toole Properties Inc, Owner	100.00%	Toole Properties, Inc.
Harris S. Berger Westborough, MA						Director	Director	Chaston Associates, Credit Consultant		Chaston Associates
Chaille Hansway N. Smithfield, RI						Director	Director	Senior VP - CIG Property & Casualty		Gencorp Insurance Group East Greenwich, RI
Eric Norberg Cranston, RI						Director	Director	President - CO-Founder		Abrion Networking SMB LLC Warwick, RI
Trad A. Campbell Pittsfield, MA	Sr. Vice President/Treasurer	Sr. Vice President/Treasurer	Treasurer	Treasurer	Treasurer					Lee Bank
Andrew Weibel Holyoke, MA	Sr. Vice President - CITO	Sr. Vice President - CITO								Lee Bank
Wendy Healy Colebrook, CT		Sr. Vice President - Retail Banking								Lee Bank
Bruce Marzotto Great Barrington, MA		Sr. Vice President - Commercial Lending								Lee Bank
Susan B. Brown Lee, MA	Sr. Vice President - Administration	Sr. Vice President - Administration								Lee Bank
Andrea White		Sr. Vice President - Retail Banking								Freedom National Bank
Laura Stack		Sr. Vice President - Commercial Lending								Freedom National Bank