



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 orga-

nization 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 spon-

sor, and an organization (or a person) is not required to respond

FR Y-6 OMB Number 7100-0297 Approval expires September 30, 2018 Page 1 of 2

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Annual Report of Holding Companies—FR Y-6

MAR U 3 2015

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.

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

I. Michael R. Wheeler

Name of the Holding Company Director and Official

authorized individual who must sign the report.

President/Director

RSSD ID

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 processing that individual.

Signature of Holding Company Director and Official
02/26/2018

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

Date of Report (top-tie	er holding compar	ny's fiscal year	r-end):				
December 31, 20	17						
Month / Day / Year	/						
N/A							
Reporter's Legal Entity Identi	fier (LEI) (20-Characte	r LEI Code)					
Reporter's Name, Stre	et, and Mailing Ad	idress					
Beverly Financial, M	IHC						
Legal Title of Holding Compa							
254 Cabot Street							
(Mailing Address of the Holdi	ng Company) Street /	P.O. Box					
Beverly	MA	01915	5				
City	State	Zip Cod	Zip Code				
Physical Location (if different	from mailing address)						
Person to whom quest Susan M. Petradelis		port should be ontroller	directed:				
Name	Title						
978-922-0857 ext 1	53						
Area Code / Phone Number 978-921-0835	/ Extension						
Area Code / FAX Number							
spetradelis@beverly	/bank.com						
E-mail Address							
www.beverlybank.co	om						
Address (URL) for the Holdin	g Company's web pag	е					
Is confidential treatme	ent requested for a	ny portion 0=1	No				
of this report submiss			Yes 0				

In accordance with the General Instructions for this report

separately.....
NOTE: Information for which confidential treatment is being

1. a letter justifying this request is being provided along

requested must be provided separately and labeled

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.

(check only one),

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.

Legal Title of Subsidiar	y Holding Company		Legal Title of Subsidi	iary Holding Company	
(Mailing Address of the	Subsidiary Holding Company	Street / P.O. Box	(Mailing Address of the	he Subsidiary Holding Company) Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical Location (if di	fferent from mailing address)		Physical Location (if	different from mailing address)	
Legal Title of Subsidiar	ry Holding Company		Legal Title of Subsidi	iary Holding Company	
(Mailing Address of the	Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of t	he Subsidiary Holding Company) Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical Location (if di	fferent from mailing address)		Physical Location (if	different from mailing address)	
Legal Title of Subsidiar	ry Holding Company		Legal Title of Subsid	iary Holding Company	
(Mailing Address of the	e Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of t	he Subsidiary Holding Company) Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical Location (if di	fferent from mailing address)		Physical Location (if	different from mailing address)	
Legal Title of Subsidia	ry Holding Company		Legal Title of Subsid	iary Holding Company	
(Mailing Address of the	e Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of t	the Subsidiary Holding Company) Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical Location (if di	ifferent from mailing address)		Physical Location (if	different from mailing address)	

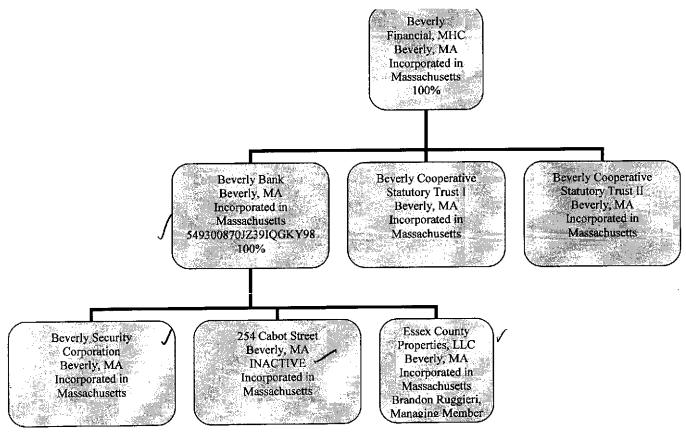
Form FR Y-6

Beverly Financial, MHC Beverly, Massachusetts Fiscal Year Ending December 31, 2017

Report Item

- 1: The BHC does not prepare an annual report for its shareholders because it is a mutual holding company.
- 2a: Organization Chart 2b: Domestic branch listing provided to the Federal Reserve Bank
- 3: Not Applicable

LEI for Beverly Bank only



Results: A list of branches for your depository institution: BEVERLY BANK (ID RSSD: 946171).

This depository institution is held by BEVERLY FINANCIAL, MHC (3197835) of BEVERLY, 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 formation via the FR Y-10 Online application - https://y10online.federalreserve.gov.

^{*} FDIC UNINDIM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

D-1-1-1-1-1		Branch Service Type		r		·									
DATE ALTION			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)	946171	BEVERLY BANK	254 CABOT STREET	BEVERLY	MA	01915	ESSEX	UNITED STATES		<u> </u>	BEVERLY BANK		
OK		Full Service	287605	BEVERLY BRANCH	63 DODGE STREET	BEVERLY	MA	01915	ESSEX	UNITED STATES	Not Required	Not Required	BEVERLY BANK		
ОК	ļ	Full Service	2314215	ENON STREET BRANCH	48 ENON STREET	BEVERLY	MA	01915	ESSEX	UNITED STATES	Not Required	Not Required	BEVERLY BANK		
OK		Full Service	5104529	ELM STREET BRANCH	29 ELM STREET	DANVERS	MA	01923	ESSEX	UNITED STATES	Not Required	· ·	BEVERLY BANK		
OK .		Full Service	3285107	LAFAYETTE STREET BRANCH	73 LAFAYETTE STREET	SALEM	MA	01970	ESSEX	UNITED STATES	 -	+ 	BEVERLY BANK		

Form FR Y-6 December 31, 2017

Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address (City, State)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities are held
Michael R. Wheeler Beverly, MA	Bank President/CEO	President	President	N/A	idia	None	N/A
William H. Howard Beverly, MA	Retired Bank President	Chairman of the Board/Director	Chairman of the Board/Director	N/A	None	None	N/A
Robert W. Mitchell, Jr Wilmington, MA	Bank Executive Vice President/CFO	Executive Vice President	Executive Vice President	N/A	None	None	N/A
Thomas J. Alexander Beverly, MA	Partner, Alexander & Femino	Director	Director	N/A	None	None	N/A
John E. Glovsky Prides Crossing, MA	Partner, Glovsky & Glovsky	Director	Director	N/A	None	None	N/A
Jayne M. Rice Manchester, MA	Managing Director, Brookwood Financial Partners, L.P.	Director	Director	N/A	None	None	N/A
Richard W. Russell Ipswich, MA	Retired Owner, Lee, Moody & Russell	Director	Director	N/A	None	None	N/A
Linda E. Saris Swampscott, MA	Executive Director Leap for Education, Inc	Director	Director	N/A	None	None	N/A
Andrew Goldberg Beverly, MA	Partner, Goldberg Properties	Director	Director	N/A	None	None	N/A