

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, Gilbert F. Ehmke

Name of the Holding Company Director and Official

EVP/CFO & Treasurer

Title of the Holding Company Director and Official

I 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 3728930

C.I.

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):

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

Hometown Financial Group MHC

Legal Title of Holding Company

36 Main Street

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

Easthampton

City

MA

State

01027

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Lori Ingraham

VP/Controller

Name

Title

413-779-2221

Area Code / Phone Number / Extension

Area Code / FAX Number

lingraham@bankesb.com

E-mail Address

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

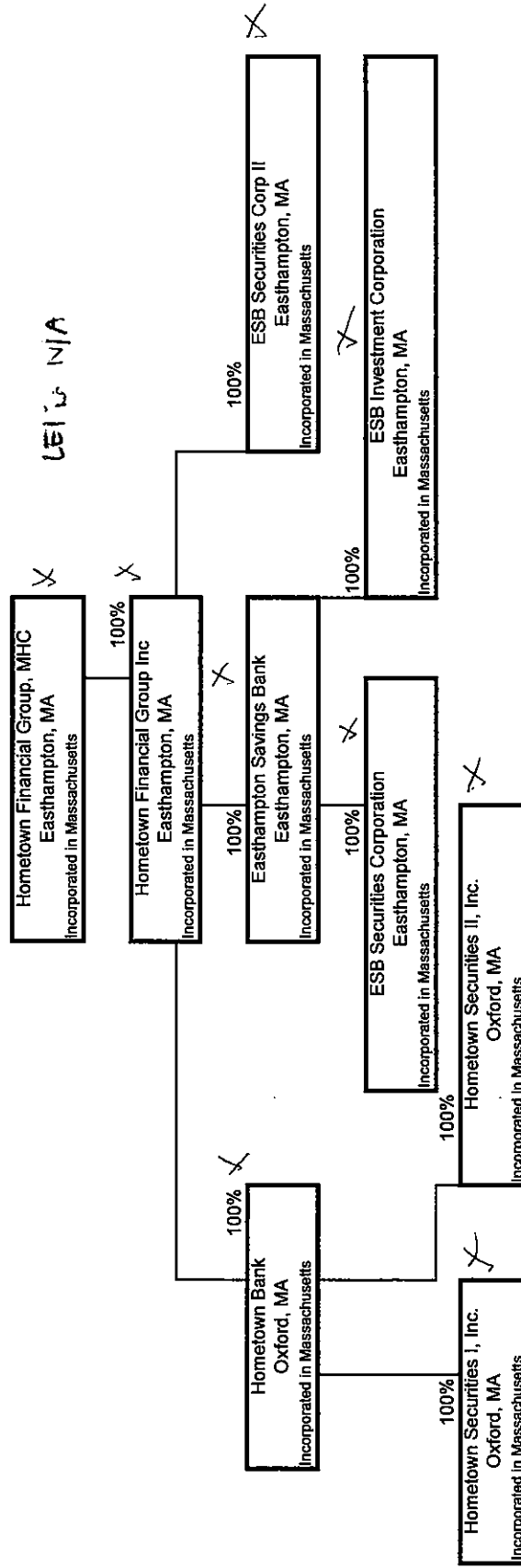
Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box CityStateZip 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 CityStateZip 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 CityStateZip 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 CityStateZip Code Physical Location (if different from mailing address)
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Legal Title of Subsidiary Holding Company (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box CityStateZip 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 CityStateZip Code Physical Location (if different from mailing address)

Form FR Y-6
Hometown Financial Group, MHC
Easthampton, Massachusetts
Fiscal Year Ending June 30, 2017

Report Item 1: There are no securities holders for Hometown Financial Group, MHC, therefore an annual report is not prepared.

Report Item 2a: Organizational Chart



Form FR Y-6
Hometown Financial Group, MHC
Fiscal Year Ending June 30, 2017

Report Item 3: Securities Holders

Name & Address (City, State Country)	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities
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There are no security holders for Hometown Financial Group, MHC

Form FR Y-6
Hometown Financial Group, MHC
Fiscal Year Ending June 30 2017

Report Item 4: Insiders

(1)	(2)	(3)a	(3)b	(3)c	(4)a	(4)b	(4)c
Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (in-clude names of subsidiaries)	Title & Position with Other Businesses (in-cluding names of other businesses)	Percentage of Voting Shares in Bank Holding Company	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 held)

Peter DeGrandpre	Retired	Trustee	Director, Hometown Financial Group Inc, Easthampton Savings Bank, ESB Securities Corp, ESB Investment Corp, ESB Securities Corp II	N/A	N/A	N/A	N/A
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Gilbert F. Ehmke Newington, CT		CFO & Treasurer, Assistant Clerk	CFO & Treasurer, Assistant Clerk, Hometown Financial Group, Inc; EVP/CFO & Treasurer, Hometown Bank, Easthampton Savings Bank; Treasurer, Hometown Securities I, Inc, Hometown Securities II, Inc, ESB Securities Corp, ESB Investment Corp, ESB Securities Corp II	N/A	N/A	N/A	N/A
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Brian Galonek Sturbridge, MA	All Star Incentive Marketing	Trustee	Director, Hometown Financial Group, Inc, Hometown Bank, Hometown Securities I, Inc, Hometown Securities II, Inc	N/A	N/A	N/A	N/A
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Marshall A. Gould Northboro, MA	Gould & Ettenberg PC	Trustee	Director, Hometown Financial Group, Inc, Hometown Bank, Hometown Securities I, Inc, Hometown Securities II, Inc	N/A	N/A	N/A	N/A
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James G. Hayden DVM Easthampton, MA	President, Easthampton Animal Hospital	Trustee	Director, Hometown Financial Group Inc, Easthampton Savings Bank, ESB Securities Corp, ESB Investment Corp, ESB Securities Corp II	N/A	N/A	N/A	N/A
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Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (in-clude names of subsidiaries)	Title & Position with Other Businesses (in-clude names of other businesses)	Percentage of Voting Shares in Bank Holding Company	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 held)
Michael D. Hewitt Fitchburg, MA		President & Trustee	President & Director, Hometown Financial Group Inc; President & CEO, Hometown Bank; President, Hometown Securities I, Inc, Hometown Securities II, Inc	N/A	N/A	N/A	N/A
William S. Hogan Jr. Florence, MA	Retired	Chairman & Trustee	Chairman & Director, Hometown Financial Group Inc, Easthampton Savings Bank	N/A	N/A	N/A	N/A
Jeanne L. Katrenak Dudley, MA	Mapfre USA	Vice Chairperson & Trustee	Vice Chairperson & Director, Hometown Financial Group Inc; Director, Hometown Bank, Hometown Securities I, Inc, Hometown Securities II, Inc	N/A	N/A	N/A	N/A
Mark M. Klepacki, DMD Hadley, MA	Owner, Dentist	Trustee	Director, Hometown Financial Group Inc, Easthampton Savings Bank; Director & Clerk, ESB Securities Corp, ESB Investment Corp, ESB Securities Corp II	N/A	N/A	N/A	N/A
Sam S. Pappas Webster, MA	CPA	Clerk/Secretary & Trustee	Clerk/Secretary & Director, Hometown Financial Group Inc, Chairman, Hometown Bank	N/A	N/A	N/A	N/A
Matthew Sosik Fiskdale, MA		Chief Executive Officer & Trustee	CEO & Director, Hometown Financial Group Inc; President, CEO & Director, Easthampton Savings Bank; President & Director, ESB Securities Corp, ESB Investment Corp, ESB Securities Corp II	N/A	N/A	N/A	N/A

Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Other Businesses (including names of other businesses)	Percentage of Voting Shares in Bank Holding Company	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 held)
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Anthony P. Villani Florence, MA	Vice President, Real Estate, Yankee Candle Company	Trustee	Director, Hometown Financial Group Inc, Easthampton Savings Bank, ESB Securities Corp, ESB Investment Corp, ESB Securities Corp II	N/A	N/A	N/A
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Results: A list of branches for your holding company: HOMETOWN FINANCIAL GROUP MHC (3728930) of EASTHAMPTON, MA.
The data are as of 06/30/2017. Data reflects information that was received and processed through 10/04/2017.

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
		Full Service	859002	EASTHAMPTON SAVINGS BANK	36 MAIN STREET	EASTHAMPTON	MA	01027	HAMPSHIRE	UNITED STATES	Not Required	Not Required	EASTHAMPTON SAVINGS BANK	859002	SOLD 11/16/16
		Full Service	1992111	NILUNGLY BRANCH	3 CENTRAL STREET	DANIELSON	CT	06239	WINDHAM	UNITED STATES	Not Required	Not Required	EASTHAMPTON SAVINGS BANK	859002	
		Full Service	4292698	AGAWAM BRANCH	770 MAIN STREET	AGAWAM	MA	01001	HAMPSHIRE	UNITED STATES	Not Required	Not Required	EASTHAMPTON SAVINGS BANK	859002	
		Full Service	3440007	BELCHERTOWN BRANCH	40 STATE STREET	BELCHERTOWN	MA	01007	HAMPSHIRE	UNITED STATES	Not Required	Not Required	EASTHAMPTON SAVINGS BANK	859002	
		Full Service	4436997	NORTHAMPTON STREET BRANCH	241 NORTHAMPTON STREET	EASTHAMPTON	MA	01035	HAMPSHIRE	UNITED STATES	Not Required	Not Required	EASTHAMPTON SAVINGS BANK	859002	
		Full Service	2356804	HADLEY BRANCH	70 EAST STREET	HADLEY	MA	01035	HAMPSHIRE	UNITED STATES	Not Required	Not Required	EASTHAMPTON SAVINGS BANK	859002	
		Full Service	2697188	KING STREET BRANCH	297 KING STREET	NORTHAMPTON	MA	01060	HAMPSHIRE	UNITED STATES	Not Required	Not Required	EASTHAMPTON SAVINGS BANK	859002	
		Full Service	1394005	LOCUST STREET BRANCH	21 LOCUST ST	NORTHAMPTON	MA	01073	HAMPSHIRE	UNITED STATES	Not Required	Not Required	EASTHAMPTON SAVINGS BANK	859002	
		Full Service	3077218	GRANBY ROAD BRANCH	605 GRANBY ROAD, ROUTE 202	SOUTH HADLEY	MA	01073	HAMPSHIRE	UNITED STATES	Not Required	Not Required	EASTHAMPTON SAVINGS BANK	859002	
		Full Service	798400	SOUTHAMPTON BRANCH	134 COLLEGE HIGHWAY	SOUTHAMPTON	MA	01085	HAMPSHIRE	UNITED STATES	Not Required	Not Required	EASTHAMPTON SAVINGS BANK	859002	
		Full Service	3924974	WESTFIELD BRANCH	85 BROAD STREET	WESTFIELD	MA	01540	WORCESTER	UNITED STATES	Not Required	Not Required	EASTHAMPTON SAVINGS BANK	859002	
		Full Service	1004770	HOMETOWN BANK	31 SUTTON AVENUE	OXFORD	MA	06234	WINDHAM	UNITED STATES	Not Required	Not Required	HOMETOWN BANK	1004770	
		Full Service	2330215	BROOKLYN BRANCH	13 CANTERBURY ROAD	BROOKLYN	CT	06235	WINDHAM	UNITED STATES	Not Required	Not Required	HOMETOWN BANK	1004770	
		Full Service	5057410	DANIELSON BRANCH	3 CENTRAL STREET	DANIELSON	CT	06235	WINDHAM	UNITED STATES	Not Required	Not Required	HOMETOWN BANK	1004770	
		Full Service	386602	NORTH GROSVEORDALE BRANCH	835 RIVERSIDE DRIVE	NORTH GROSVEORDALE	CT	06235	WINDHAM	UNITED STATES	Not Required	Not Required	HOMETOWN BANK	1004770	
		Full Service	5054001	PUTNAM BRANCH	182 MAIN STREET	PUTNAM	CT	06281	WINDHAM	UNITED STATES	Not Required	Not Required	HOMETOWN BANK	1004770	
		Full Service	320203	WOODSTOCK OFFICE	148 ROUTE 171	WOODSTOCK	CT	06281	WINDHAM	UNITED STATES	Not Required	Not Required	HOMETOWN BANK	1004770	
		Full Service	152673	ATHOL BRANCH	90 EXCHANGE STR	ATHOL	MA	01331	WORCESTER	UNITED STATES	Not Required	Not Required	HOMETOWN BANK	1004770	
		Full Service	4435580	AUBURN BRANCH	569 SOUTHBRIDGE STREET	AUBURN	MA	01501	WORCESTER	UNITED STATES	Not Required	Not Required	HOMETOWN BANK	1004770	
		Full Service	4853857	LEOMINSTER BRANCH	9 SACK BOULEVARD	LEOMINSTER	MA	01453	WORCESTER	UNITED STATES	Not Required	Not Required	HOMETOWN BANK	1004770	
		Full Service	4847575	SOUTH LANCASTER BRANCH	131 MAIN STREET	SOUTH LANCASTER	MA	01561	WORCESTER	UNITED STATES	Not Required	Not Required	HOMETOWN BANK	1004770	
		Full Service	3081859	STURBRIDGE BRANCH	331 MAIN STREET	STURBRIDGE	MA	01566	WORCESTER	UNITED STATES	Not Required	Not Required	HOMETOWN BANK	1004770	
		Full Service	4847584	WEBSTER BRANCH	4 GORE ROAD	WEBSTER	MA	01570	WORCESTER	UNITED STATES	Not Required	Not Required	HOMETOWN BANK	1004770	
		Limited Service	4853866	WEBSTER CONVENIENCE CENTER	2188 MAIN STREET	WEBSTER	MA	01570	WORCESTER	UNITED STATES	Not Required	Not Required	HOMETOWN BANK	1004770	

RSSD Tiering for:
HOMETOWN FINANCIAL GROUP MHC
Structure as of 20170630 and going downward

Seq Num	ID RSSD	Legal Name	AddL City	State/ Country	State/ Country Inc	Dist FRS	ARDF Ent Type	Actv Code	Basis of Relationship	PCT
✓ 0001	3728930	HOMETOWN FINANCIAL GROUP MHC ✓	EASTHAMPTON	MASSACHUSETTS	MASSACHUSETTS	1	1 BHC	551111		
✓ 0002	3728958	HOMETOWN FINANCIAL GROUP, INC. ✓	EASTHAMPTON	MASSACHUSETTS	MASSACHUSETTS	1	1 BHC	551111	Vlg Eqty	100
✓ 0003	859002	EASTHAMPTON SAVINGS BANK ✓	EASTHAMPTON	MASSACHUSETTS	MASSACHUSETTS	1	1 SMB	52211	Vlg Eqty	100
0004	4292698	AGAWAM BRANCH	AGAWAM	MASSACHUSETTS	MASSACHUSETTS	1	0 DBR	0		
0005	3444007	BELCHERTOWN BRANCH	BELCHERTOWN	MASSACHUSETTS	MASSACHUSETTS	1	0 DBR	0		
0006	3077218	GRANBY ROAD BRANCH	SOUTH HADLEY	MASSACHUSETTS	MASSACHUSETTS	1	0 DBR	0		
0007	2356804	HADLEY BRANCH	HADLEY	MASSACHUSETTS	MASSACHUSETTS	1	0 DBR	0		
0008	1952111	KILLINGLY BRANCH	DANIELSON	CONNECTICUT	CONNECTICUT	1	0 DBR	0		
0009	2609788	KING STREET BRANCH	NORTHAMPTON	MASSACHUSETTS	MASSACHUSETTS	1	0 DBR	0		
0010	1394005	LOCUST STREET BRANCH	NORTHAMPTON	MASSACHUSETTS	MASSACHUSETTS	1	0 DBR	0		
0011	4435997	NORTHAMPTON STREET BRANCH	EASTHAMPTON	MASSACHUSETTS	MASSACHUSETTS	1	0 DBR	0		
0012	798400	SOUTHAMPTON BRANCH	SOUTHAMPTON	MASSACHUSETTS	MASSACHUSETTS	1	0 DBR	0		
0013	3824974	WESTFIELD BRANCH	WESTFIELD	MASSACHUSETTS	MASSACHUSETTS	1	0 DBR	0		
✓ 0014	4728157	ESB INVESTMENTS CORPORATION	EASTHAMPTON	MASSACHUSETTS	MASSACHUSETTS	1	0 DEO	523999	Vlg Eqty	100
✓ 0015	3828979	ESB SECURITIES CORP	EASTHAMPTON	MASSACHUSETTS	MASSACHUSETTS	1	0 DEO	54199	Vlg Eqty	100
✓ 0016	4394789	ESB SECURITIES CORP II	EASTHAMPTON	MASSACHUSETTS	MASSACHUSETTS	1	0 DEO	54199	Vlg Eqty	100
✓ 0017	1004470	HOMETOWN BANK	OXFORD	MASSACHUSETTS	MASSACHUSETTS	1	1 SMB	52211	Vlg Eqty	100
0018	152673	ATHOL BRANCH	ATHOL	MASSACHUSETTS	MASSACHUSETTS	1	0 DBR	0		
0019	4438580	AUBURN BRANCH	AUBURN	MASSACHUSETTS	MASSACHUSETTS	1	0 DBR	0		
0020	2330215	BROOKLYN BRANCH	BROOKLYN	CONNECTICUT	CONNECTICUT	1	0 DBR	0		
0021	5057410	DANIELSON BRANCH	DANIELSON	CONNECTICUT	CONNECTICUT	1	0 DBR	0		
0022	4853857	LEOMINSTER BRANCH	LEOMINSTER	MASSACHUSETTS	MASSACHUSETTS	1	0 DBR	0		
0023	386601	NORTH GROSVENORDALE BRANCH	NORTH GROSVENORDALE	CONNECTICUT	CONNECTICUT	1	0 DBR	0		
0024	509400	PUTNAM BRANCH	PUTNAM	CONNECTICUT	CONNECTICUT	1	0 DBR	0		
0025	4847575	SOUTH LANCASTER BRANCH	SOUTH LANCASTER	MASSACHUSETTS	MASSACHUSETTS	1	0 DBR	0		
0026	3081859	STURBRIDGE BRANCH	STURBRIDGE	MASSACHUSETTS	MASSACHUSETTS	1	0 DBR	0		
0027	4847584	WEBSTER BRANCH	WEBSTER	MASSACHUSETTS	MASSACHUSETTS	1	0 DBR	0		
0028	4853866	WEBSTER CONVENIENCE CENTER	WEBSTER	MASSACHUSETTS	MASSACHUSETTS	1	0 DBR	0		
0029	320203	WOODSTOCK OFFICE	WOODSTOCK	CONNECTICUT	CONNECTICUT	1	0 DBR	0		
✓ 0030	4671903	HOMETOWN SECURITIES I, INC. ✓	OXFORD	MASSACHUSETTS	MASSACHUSETTS	1	0 DEO	523999	Vlg Eqty	100
✓ 0031	4671921	HOMETOWN SECURITIES II, INC. ✓	OXFORD	MASSACHUSETTS	MASSACHUSETTS	1	0 DEO	523999	Vlg Eqty	100

Two asterisks (**) next to the Seq Num indicates that confidentiality is pending or granted.
An asterisk (*) next to the AddL Line Num denotes the Seq Num at which the offspring of this entity are listed.
A dot dot notation (...) next to Legal Name denotes a circular relationship.
Dist FRS is the district that denotes the physical location of the entity and ARDF is the regulating FRB.
The ARDF is only applicable to BHCs, SLHCs, FBOs, DIs, and Edge/Agreement Corps.