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FR Y-6
OMB Number 7100-0297
Approval expires November 30, 2019
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Board of Governors of the Federal Reserve System

Supervision, Regulation and
Credit Department



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.

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):

December 31, 2017

Month / Day / Year

549300L8I869GRZ3EJ44

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

Reporter's Name, Street, and Mailing Address

I, Timothy J. Wickstrom

Name of the Holding Company Director and Official

Chairman of the Board of Directors

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.

UFS Bancorp

Legal Title of Holding Company

49 Church Street

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

Whitinsville

MA

01588

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Kimberly Anderson

VP, Director of Finance

Name

Title

508 234 8112

Area Code / Phone Number / Extension

Area Code / FAX Number

kimberly.anderson@unibank.com

E-mail Address

www.unibank.com

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

Signature of Holding Company Director and Official

04/02/2018

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

RSSD ID 2465519
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),

- a letter justifying this request is being provided along with the report.....
- 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

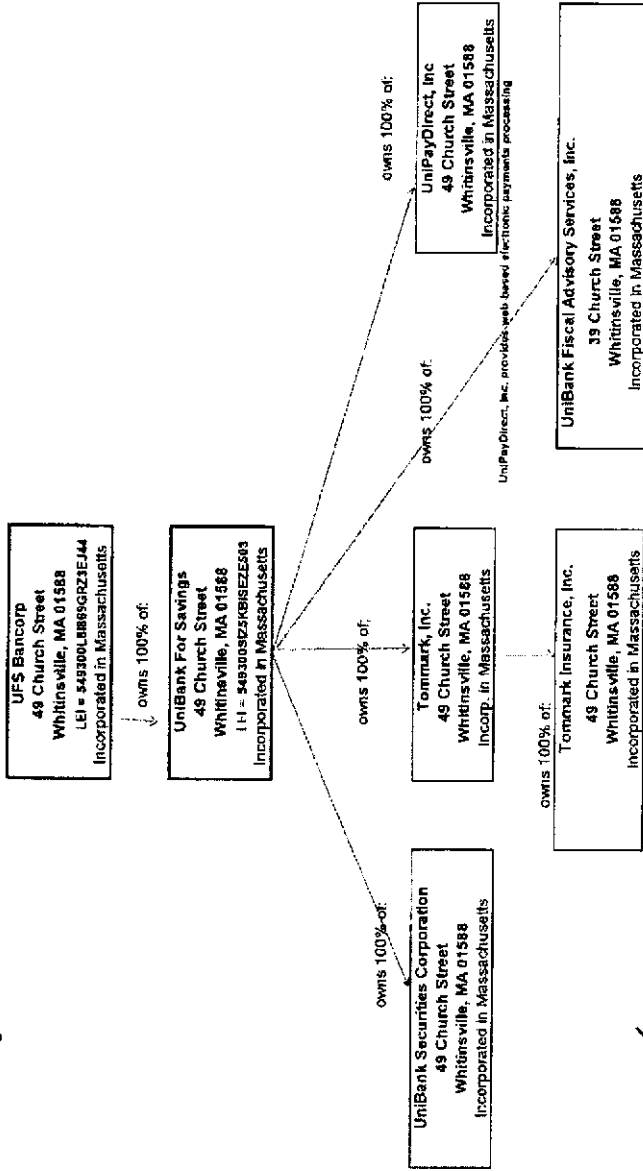
Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

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

Form FR Y-6
 UFS Bancorp
 Whitinsville Massachusetts
 Fiscal Year Ending December 31, 2016

The company is a mutual bank holding company and is not registered with the SEC
 Organization Chart

Report Item 1:
 Report Item 2a:



The subsidiaries of UniBank For Savings do not have LEIs

Report Item 2b: Domestic branch listing provided to the Federal Reserve Bank provided on next page
 Report Item 3: UFS Bancorp is a mutual bank holding company. There are no security holders

Results: A list of branches for your depository institution: UNIBANK FOR SAVINGS (ID: R5SD, 709602).
 This depository institution is held by US BANKORP (2455310) of WHITINSVILLE, MA, 709602.
 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 data 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 Procedures

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 meeting this to your FRB contact, put your institution name, city and state in the subject line of the email.

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://fdonline.federalreserve.gov>

* FDIC-UNIKINJ, Office Number, and ID_R5SD columns are for reference only. Verification of these values is not required.

Date Action	Effective Date	Branch Name	Popular Name	Branch ID: R5SD*	Office Number*	Country	Zip Code	State	City	Street Address	Head Office	Head Office ID: R5SD*	Comments
Full Service		UNIBANK FOR SAVINGS	UNIBANK FOR SAVINGS	709602	Not Required	UNITED STATES	01584	MA	WHITINSVILLE	49 CHURCH ST	UNIBANK FOR SAVINGS	709602	
Full Service		BLACKSTONE BRANCH	BLACKSTONE BRANCH	811206	Not Required	UNITED STATES	01584	MA	BLACKSTONE	10 CHENEY STREET	UNIBANK FOR SAVINGS	709602	
Full Service		EAST DOUGLAS BR	EAST DOUGLAS BR	711908	Not Required	UNITED STATES	01518	MA	DOUGLAS	4 MECHANIC STREET	UNIBANK FOR SAVINGS	709602	
Full Service		HUNTINGTON BRANCH	HUNTINGTON BRANCH	4911609	Not Required	UNITED STATES	01748	MA	HUNTINGTON	87 WEST MAIN STREET	UNIBANK FOR SAVINGS	709602	
Full Service		PROSPECT STREET BRANCH	PROSPECT STREET BRANCH	3944477	Not Required	UNITED STATES	01737	MA	MALDEN	91 PROSPECT STREET	UNIBANK FOR SAVINGS	709602	
Full Service		NORTH GRAFTON BRANCH	NORTH GRAFTON BRANCH	4833324	Not Required	UNITED STATES	01516	MA	GRAFTON	85 MONSIEUR ST	UNIBANK FOR SAVINGS	709602	
Full Service		SHENSBURY BRANCH	SHENSBURY BRANCH	5163883	Not Required	UNITED STATES	01544	MA	SHENSBURY	192 BOSTON TURNPIKE, SUITE 3140	UNIBANK FOR SAVINGS	709602	
Full Service		GALLERY PASS BRANCH	GALLERY PASS BRANCH	5048981	Not Required	UNITED STATES	01590	MA	SUTTON	216 GALLERY PASS	UNIBANK FOR SAVINGS	709602	
Full Service		SUTTON SQUARE MALL BRANCH	SUTTON SQUARE MALL BRANCH	3177569	Not Required	UNITED STATES	01584	MA	SUTTON	156 WORCESTER-PROVIDENCE TURNPIKE, ROUTE 140	UNIBANK FOR SAVINGS	709602	
Full Service		WEST UPTON BRANCH	WEST UPTON BRANCH	2477463	Not Required	UNITED STATES	01589	MA	UPTON	113 MAIN STREET	UNIBANK FOR SAVINGS	709602	
Full Service		NORTH MAIN ST BRANCH	NORTH MAIN ST BRANCH	8951028	Not Required	UNITED STATES	01584	MA	UPTON	75 NORTH MAIN STREET	UNIBANK FOR SAVINGS	709602	
Full Service		WHITINSVILLE PLAZA BRANCH	WHITINSVILLE PLAZA BRANCH	2161809	Not Required	UNITED STATES	01584	MA	WHITINSVILLE	1585 PROVIDENCE ROAD	UNIBANK FOR SAVINGS	709602	
Full Service		GOULD STAR BRANCH	GOULD STAR BRANCH	6422341	Not Required	UNITED STATES	01563	MA	WORCESTER	24 GOLD STAR BOULEVARD	UNIBANK FOR SAVINGS	709602	
Full Service		WILLOWS BRANCH	WILLOWS BRANCH	4611311	Not Required	UNITED STATES	01609	MA	WORCESTER	101 BARRY ROAD	UNIBANK FOR SAVINGS	709602	

(1) Name & Address (City, State, Country)	(2) Principal Occupation & other titles with Bank Holding Company	(3)(a) Title & Position with Bank 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) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies of percentage of voting securities held)
John T. Androehl Shrewsbury, MA, USA	Insurance Broker	Trustee	Executive Committee / Director: UniBank for Savings Director: UniPay	President and Director - Sullivan Insurance Group Inc. President and Director - Andro Insurance Agency, Inc. Director and President - Sullivan Insurance Technology Agency Inc. President and Director - Green, Androehl, Small Inc. Agency, Inc. Director: Salmon Health and Retirement Relevant Medical Group - Trustee Director Massachusetts Assurance CO., LTD	0%	0%	Sullivan Insurance Group, Inc. - 25% Andro Insurance Agency Inc. - 100% Green Androehl Small Insurance Agency, Inc. - 30% Sullivan Insurance Technology Agency Inc. - 100%
John A. Armstrong Whitinsville, MA, USA	Professor of Accounting and Finance; Nichols College CPA/Consultant to numerous CPA firms.	Trustee	Director; Audit Committee UniBank for Savings	Managing Partner - Armstrong & Negler, CPA's Chairman & Managing Partner - CPA and Consultant Chairman of Ethics Committee of Peer Review Board - Mass Assoc. of Accountants Board Audit Committee - Nichols College	0%	0%	Armstrong & Negler, CPA - Managing Partner - 100% John A. Armstrong, CPA and Consultant - 100%
Robert A. Bernshtn Richmond Hill, GA USA	Attorney/Consultant	Executive Committee / Trustee	Executive Committee / Director: UniBank For Savings Director: UniPay Direct, Director: Tommark	Chairman/CEO - Bay State Strategics Group, LLC	0%	0%	Bay State Strategics Group, LLC - 60%
Charles E. Broadhurst Uxbridge, MA, USA	Retired	Trustee	Director UniBank for Savings	None	0%	0%	None
Dennis H. Brookhouse Whitinsville, MA, USA	CFO/Treasurer - LumbenHardware Company	Trustee	Director - UniBank For Savings	Keegan Lumber Co. Inc. - Treasurer Hope Properties, LLC - Manager 3P Properties LLC - Partner Grafton Self Storage LLC - Member/Partner KB Solar LLC - partner Northridge Self Storage, LLC, manager	0%	0%	Keegan Lumber Co. Inc. - 40% non-voting Hope Properties, LLC - 27% 3P Properties LLC - 40% Grafton Self Storage LLC - 27% Northridge Self Storage, LLC - 60%
Michael J. Krall Uxbridge, MA, USA	Retired	Clerk; Trustee; Executive Committee	Executive Committee / Director: UniBank for Savings Director: UniPay Direct	President and Director - Uxbridge Scholarship Fund Dollars For Scholars, Inc. Director: REC Manufacturing Inc.	0%	0%	none
James W. Kushan Shrewsbury, MA, USA	Financial Advisor	Trustee	Director - UniBank for Savings	Sole proprietor of James W Kushan Ins and Financial Planning	0%	0%	none
Joseph R. Mefoebbeck Grafton, MA, USA	Municipal Treasurer	Executive Committee / Trustee	Executive Committee / Director - UniBank for Savings Director: UniPay Direct, Director: Tommark, Director: UniPay Direct	Treasurer - King Philip Regional School District Bertin Rayburn Regional School District	0%	0%	none

FR Y-4 Report Item 4
December 31, 2017

(1) Name & Address (City, State, County)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank 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) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 28% or more of voting securities are held (list names of companies or percentage of voting securities held)
John P. Marzema Whitinsville, MA USA	Chairman, Chief Executive Officer and President Iveski America Incorporated	Trustee	Director, Audit Committee UniBank for Savings	President, Chairman CEO - Iveski America Incorporated	0%	0%	Iveski America LLC - 100% JPM Breezy Point LLC 100%
Kathleen Salmon-Robinson Whitinsville, MA USA	Manager/Owner, Senior Housing and Healthcare	Trustee	Director UniBank for Savings	Director - Salmon Health and Retirement	0%	0%	none
Mary E. Thompson Whitinsville, MA USA	Town Accountant	Trustee	Director, Audit Committee UniBank for Savings	Town Accountant - Town of Shrewsbury Secretary - Mass Municipal Auditors & Accountants Association	0%	0%	none
Timothy P Wickstrom Whitinsville, MA USA	Attorney	Chairman of the Board Executive Committee / Trustee	Chairman of the Board / Executive Committee / Director - UniBank for Savings Chairman of the Board Director: UFAS, Chairman of the Board/Director: Tonnmark, Chairman of the Board/Director: UniPayDirect	Partner - Wickstrom Morse LLP	0%	0%	Wickstrom Morse LLP - 25%
Jay M Cahill Uxbridge, MA USA	Executive at Software Consulting Company	Trustee	Director: UniBank for Savings	General Partner of Bluefin Technology Partners, LLC	0%	0%	Bluefin Technology Partners, LLC - 50%
Sam S Feffer Jr Northbridge, MA USA	President UniBank / UFS Bancorp	Trustee	President/CEO, Executive Committee, Director: UniBank for Savings President/CEO/Director: UFAS; President/CEO/Director: UniPayDirect President/Director:	none	0%	0%	none