

MAR 29 2019

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, 2018

Month / Day / Year

549300L81869GRZ3EJ44

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

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

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.

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Douglas Moisan

SVP & CFO

Name

Title

508-849-4502

Area Code / Phone Number / Extension

Area Code / FAX Number

Douglas.Moisan@unibank.com

E-mail Address

www.unibank.com

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

Signature of Holding Company Director and Official

03/27/2019

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),

- 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.

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Legal Title of Subsidiary Holding Company

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

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City State Zip Code

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Physical Location (if different from mailing address)

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Legal Title of Subsidiary Holding Company

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

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City State Zip Code

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City State Zip Code

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Physical Location (if different from mailing address)

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Legal Title of Subsidiary Holding Company

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

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City State Zip Code

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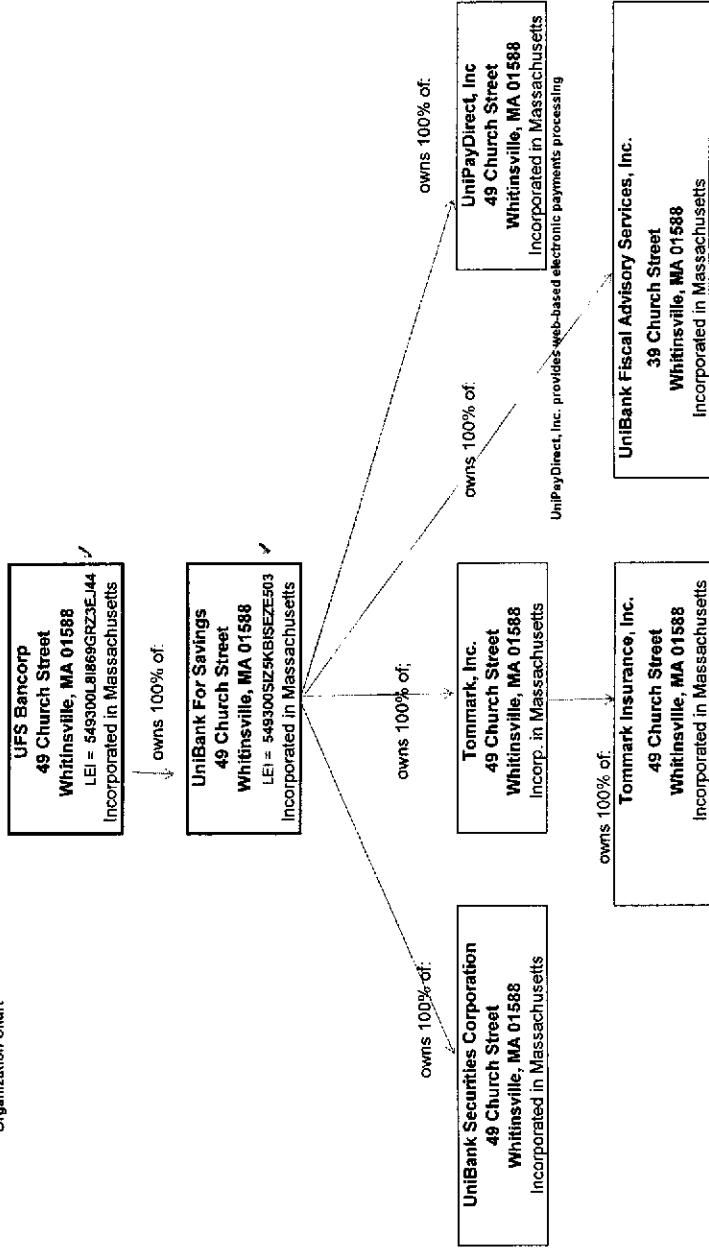
Physical Location (if different from mailing address)

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Form FR Y-6  
 UFS Bancorp  
 Whitinsville Massachusetts  
 Fiscal Year Ending December 31, 2018

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

**Result:** A list of branches for your depository institution: UNIBANK FOR SAVINGS (ID\_RSSD: 709602). This depository institution is held by US BARCORP (2465519) of WHITINSVILLE, MA. The data are as of 12/31/2018. Data reflects information that was received and processed through 01/04/2019.

**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		Full Service (Head Office)	709602	UNIBANK FOR SAVINGS	49 CHURCH ST	WHITINSVILLE	MA	01588	WORCESTER	UNITED STATES	Not Required	Not Required	UNIBANK FOR SAVINGS	709602	
Full Service		Full Service	811708	BLACKSTONE BRANCH	10 CHENEY STREET	BLACKSTONE	MA	01504	WORCESTER	UNITED STATES	Not Required	Not Required	UNIBANK FOR SAVINGS	709602	
Full Service		Full Service	771908	EAST DOUGLAS BR	4 MICHAMC STREET	DOUGLAS	MA	01516	WORCESTER	UNITED STATES	Not Required	Not Required	UNIBANK FOR SAVINGS	709602	
Full Service		Full Service	4911609	HOPKINTON BRANCH	87 WEST MAIN STREET	HOPKINTON	MA	01748	MIDDLESEX	UNITED STATES	Not Required	Not Required	UNIBANK FOR SAVINGS	709602	
Full Service		Full Service	3944477	PROSPECT STREET BRANCH	91 PROSPECT STREET	MILFORD	MA	01757	WORCESTER	UNITED STATES	Not Required	Not Required	UNIBANK FOR SAVINGS	709602	
Full Service		Full Service	4531324	NORTH GRAFTON BRANCH	89 WORCESTER ST	NORTH GRAFTON	MA	01536	WORCESTER	UNITED STATES	Not Required	Not Required	UNIBANK FOR SAVINGS	709602	
Full Service		Full Service	5168683	SHREWSBURY BRANCH	195 BOSTON TURNPIKE, SUITE 3160	SHREWSBURY	MA	01545	WORCESTER	UNITED STATES	Not Required	Not Required	UNIBANK FOR SAVINGS	709602	
Full Service		Full Service	5045893	GALAXY PASS BRANCH	25 GALAXY PASS	SUTTON	MA	01590	WORCESTER	UNITED STATES	Not Required	Not Required	UNIBANK FOR SAVINGS	709602	
Full Service		Full Service	3177369	SUTTON SQUARE MALL BRANCH	135 WDRCESTER-PROVIDENCE TURNPIKE, ROUTE 140	SUTTON	MA	01590	WORCESTER	UNITED STATES	Not Required	Not Required	UNIBANK FOR SAVINGS	709602	
Full Service		Full Service	247863	WEST UPTON BRANCH	113 MAIN STREET	UPTON	MA	01568	WORCESTER	UNITED STATES	Not Required	Not Required	UNIBANK FOR SAVINGS	709602	
Full Service		Full Service	895206	NORTH MAIN ST BRANCH	25 NORTH MAIN STREET	LUNBRIDGE	MA	01569	WORCESTER	UNITED STATES	Not Required	Not Required	UNIBANK FOR SAVINGS	709602	
Full Service		Full Service	3263600	WHITINSVILLE PLAZA BRANCH	1189 PROVIDENCE ROAD	WHITINSVILLE	MA	01588	WORCESTER	UNITED STATES	Not Required	Not Required	UNIBANK FOR SAVINGS	709602	
Full Service		Full Service	4822141	RODOL STAR BRANCH	24 GOLD STAR BOULEVARD	WORCESTER	MA	01605	WORCESTER	UNITED STATES	Not Required	Not Required	UNIBANK FOR SAVINGS	709602	
Full Service		Full Service	4833881	WILLOWS BRANCH	101 BARRY ROAD	WORCESTER	MA	01609	WORCESTER	UNITED STATES	Not Required	Not Required	UNIBANK FOR SAVINGS	709602	

(1) Name & Address (City, State, Country)	(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) & 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 or percentage of voting securities held)
John T. Andreoli Shrewsbury, MA, USA	Insurance Broker	Trustee	Executive Committee / Director: UniBank for Savings Director: UniPay	President and Director - Sullivan Insurance Group Inc. President and Director - Andreoli Insurance Agency, Inc. Director and President - Sullivan Insurance Technology Agency Inc. President and Director - Green, Andreoli, Small Ins. Agency, Inc. Director: Salmon Health and Retirement Reliant Medical Group - Trustee Director Massachusetts Assurance CO., LTD	0%	0%	Sullivan Insurance Group, Inc. - 29% Andreoli Insurance Agency Inc. - 100% Green Andreoli Small Insurance Agency, Inc. - 50% 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 & Nogler CPA's Owner - John A. Armstrong, CPA and Consultant Chairman of Ethics Committee, member of Peer Review Board - Mass Assoc of Accountants Board Audit Committee - Nichols College	0%	0%	Armstrong & Nogler, CPA - Managing Partner; - 50% John A. Armstrong, CPA and Consultant - 100%
Robert A. Barnstein Richmond Hill, GA USA	Attorney/Consultant	Executive Committee / Trustee	Director: UniBank For Savings Director: UFASI, Director: UniPay Direct, Director: Tommark	Chairman/CEO - Bay State Strategies Group, LLC	0%	0%	Bay State Strategies Group, LLC - 50%
Charles E. Broadhurst Uxbridge, MA USA	Retired	Trustee	Director UniBank for Savings	None	0%	0%	None
Denise H. Broadhouse Whitinsville, MA USA	CFO/Treasurer: Lumber/Hardware Company	Trustee	Director - UniBank For Savings	Kroogman Lumber Co. Inc. - Treasurer Hope Properties, LLC - Manager 3P Properties LLC - Partner Granton Self Storage LLC - Member/Partner KB Solar LLC - partner Northbridge Self Storage, LLC, manager	0%	0%	Kroogman Lumber Co. Inc. - 48% non-voting Hope Properties, LLC - 27% 3P Properties LLC - 50% Granton Self Storage LLC - 27% Northbridge Self Storage, LLC - 50%
Michael J. Kroff Uxbridge, MA USA	Retired	Clerk; Trustee; Executive Committee	Executive Committee / Director / Clerk: UniBank for Savings; Director - Tommark; Director: UniPay Direct	President and Director - Uxbridge Scholarship Fund Dollars For Scholars, Inc. Director; REC Manufacturing Inc.	0%	0%	none
James W. Kuehlan Shrewsbury, MA USA	Financial Advisor	Trustee	Director - UniBank for Savings	Sole proprietor of James W Kuehlan Ins and Financial Planning	0%	0%	none

(1) Name & Address (City, State, Country)	(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 25% or more of voting securities are held (list names of companies of percentage of voting securities held)
John P. Mirsma Whitinsville, MA USA	Chairman, Chief Executive Officer and President Iwaki America Incorporated	Trustee	Director, Audit Committee UniBank for Savings	President, Chairman CEO - Iwaki America Incorporated	0%	0%	Goldbwaite 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, UFASI, Chairman of the Board/Director: Tommark, Chairman of the Board/Director: UniPay/Direct	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 - 60%
Sam S Pepper Jr Northbridge, MA USA	President UniBank / UFS Bancorp	Trustee	President/CEO, Executive Committee, Director: UniBank for Savings UFASI: President/CEO/Director: UniPay/Direct President/Director:	none	0%	0%	none