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FR Y-6
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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, 2018

Month / Day / Year

549300Y8QE4EI2LP6B42

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

Reporter's Name, Street, and Mailing Address

Western New England Bancorp, Inc.

Legal Title of Holding Company

141 Elm Street

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

Westfield MA 01085

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jessica Bray AVP & Assistant Controller

Name Title

413-572-6117

Area Code / Phone Number / Extension

413-562-8292

Area Code / FAX Number

jbray@westfieldbank.com

E-mail Address

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

I, James C. Hagan

Name of the Holding Company Director and Official

Chief Executive Officer and Director

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 3866382
C.I. _____

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."

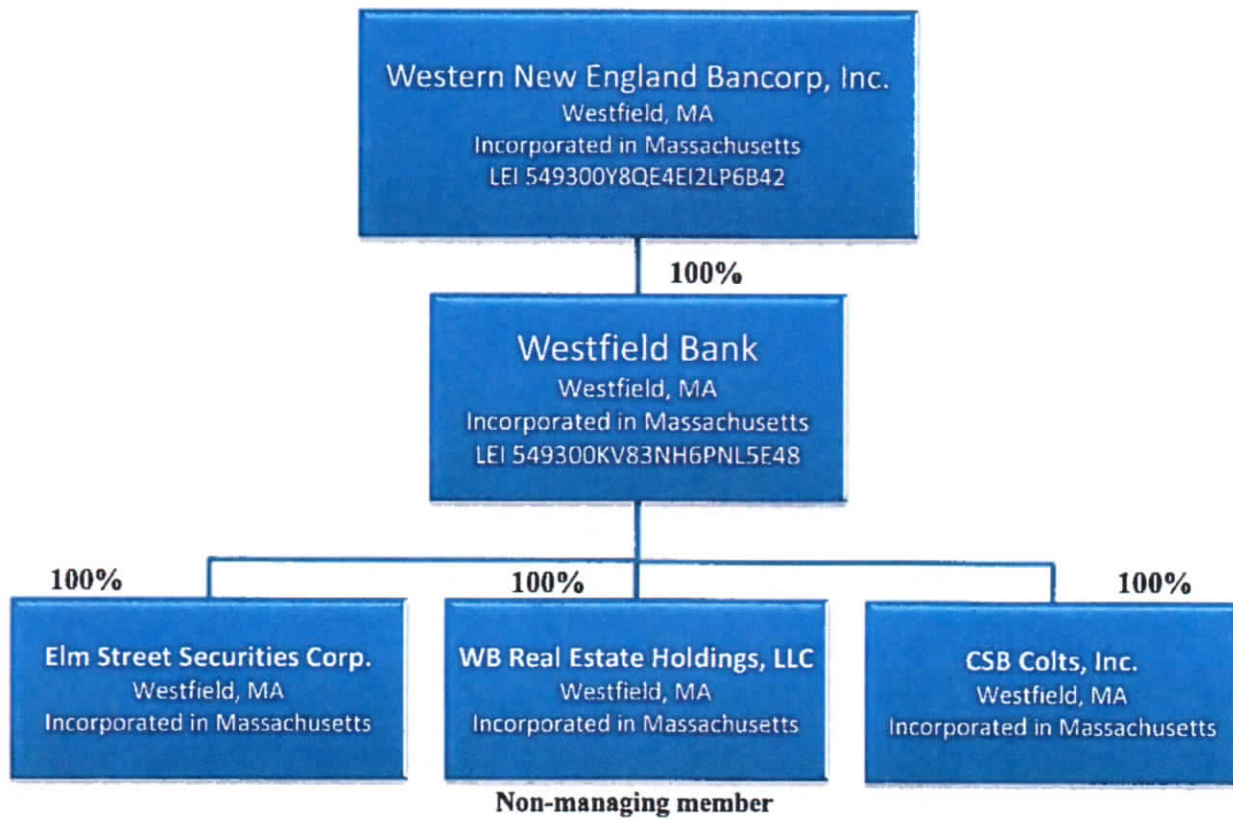
Form FR Y-6

**Western New England Bancorp, Inc.
Westfield, Massachusetts
Fiscal Year Ending December 31, 2018**

Report Item

1: The bank holding company prepares an annual report for its shareholders. The annual report is filed with the SEC.

2(a): Organizational Chart



2(b): Branch Verification
Submitted via email on March 15, 2019.

Results: A list of branches for your depository institution: WESTFIELD BANK (ID_RSDD: 892705). This depository institution is held by WESTERN NEW ENGLAND BANKCORP, INC. (3866382) of WESTFIELD, MA. The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

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_RSDD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSDD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSDD*
OK		Full Service (Head Office)	892705	WESTFIELD BANK	141 ELM ST	WESTFIELD	MA	01085	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892705
OK		Full Service	4795809	ENFIELD CT BRANCH	47 PALOMBA DRIVE	ENFIELD	CT	06082	HARTFORD	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892705
OK		Full Service	4519818	GRANBY CT BRANCH	10 HARTFORD AVENUE	GRANBY	CT	06035	HARTFORD	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892705
OK		Full Service	804703	AGAWAM BRANCH	655 MAIN ST	AGAWAM	MA	01001	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892705
OK		Full Service	2000095	BURNETT ROAD BRANCH	435 BURNETT ROAD	CHICOPEE	MA	01020	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892705
OK		Full Service	794608	CENTER STREET BRANCH	70 CENTER STREET	CHICOPEE	MA	01013	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892705
OK		Full Service	825306	EAST STREET BRANCH	569 EAST STREET	CHICOPEE	MA	01020	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892705
OK		Full Service	764003	MEMORIAL DRIVE BRANCH	599 MEMORIAL DRIVE	CHICOPEE	MA	01020	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892705
OK		Full Service	2556613	EAST LONGMEADOW BRANCH	382 NORTH MAIN STREET	EAST LONGMEADOW	MA	01020	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892705
OK		Full Service	4445382	FEEDING HILLS BRANCH	237 NORTH WESTFIELD STREET	FEEDING HILLS	MA	01030	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892705
OK		Full Service	3060836	HOLYOKE BRANCH	1642 NORTHAMPTON STREET	HOLYOKE	MA	01040	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892705
OK		Full Service	3150979	LUDLOW BRANCH	477A CENTER STREET	LUDLOW	MA	01056	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892705
OK		Full Service	3924077	SOUTH HADLEY BRANCH	32 WILLIAMSETT STREET	SOUTH HADLEY	MA	01075	HAMPSHIRE	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892705
OK		Full Service	2312556	SOUTHWICK BRANCH	462 COLLEGE HWY	SOUTHWICK	MA	01077	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892705
OK		Full Service	2839071	TOWER SQUARE BRANCH	1500 MAIN STREET	SPRINGFIELD	MA	01103	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892705
OK		Full Service	3924086	WARE BRANCH	350 PALMER ROAD	WARE	MA	01082	HAMPSHIRE	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892705
OK		Full Service	805205	WEST SPRINGFIELD BRANCH	206 PARK ST	WEST SPRINGFIELD	MA	01089	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892705
OK		Full Service	3375240	WEST SPRINGFIELD BRANCH	39 MORGAN ROAD	WEST SPRINGFIELD	MA	01089	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892705
OK		Limited Service	4833082	WEST SPRINGFIELD SEASONAL BRANCH	1305 MEMORIAL DRIVE	WEST SPRINGFIELD	MA	01089	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892705
OK		Full Service	803108	ARNOLD STREET BRANCH	26 ARNOLD ST	WESTFIELD	MA	01085	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892705
OK		Full Service	4176396	EAST MAIN STREET BRANCH	560 EAST MAIN STREET	WESTFIELD	MA	01085	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892705
OK		Full Service	1176612	SOUTHAMPTON ROAD BRANCH	300 SOUTHAMPTON RD	WESTFIELD	MA	01085	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892705
OK		Electronic Banking	4503237	WWW WESTFIELD COM BRANCH	141 ELM STREET	WESTFIELD	MA	01085	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892705
ADD		Full Service	3060845	LIBERTY STREET BRANCH	1342 LIBERTY STREET	SPRINGFIELD	MA	01104	HAMPDEN	UNITED STATES	Not Required	Not Required	WESTFIELD BANK	892705

Form FR Y-6
Westfield Financial, Inc.
Fiscal Year Ending December 31, 2018

Report Item 3: Securities Holders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2018		Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2018			
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Dimensional Fund Advisors LP Austin, TX, USA	USA	2,303,968 – 8.53% Common Stock			
Blackrock, Inc. New York, NY, USA	USA	2,232,132 – 8.27% Common Stock			
Employee Stock Ownership Trust of Westfield Financial, Inc.* First Bankers Trust Services, Inc.—Trustec Westfield, MA, USA	USA	1,727,624 – 6.40% Common Stock			
Renaissance Technologies, LLC New York, NY 10022	USA	1,633,727 – 6.05% Common Stock			
The Vanguard Group, Inc. Malvern, PA 19355	USA	1,599,941 – 5.92% Common Stock			
RMB Capital Holdings, LLC Chicago, IL 60603	USA	1,564,599 – 5.79% Common Stock			

*Voting provisions attached.

Form FR Y-6
Westfield Financial, Inc.
Fiscal Year Ending December 31, 2018

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company and Chief Executive Officer	(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 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 and percentage of voting shares held)
James C. Hagan Westfield, MA, USA	N/A	President and Chief Executive Officer	President and Chief Executive Officer (Westfield Bank)	N/A	N/A	N/A	N/A
Allen J. Miles, III Longmeadow, MA, USA	N/A	Executive Vice President and Chief Lending Officer	Executive Vice President and Chief Lending Officer (Westfield Bank)	N/A	N/A	N/A	N/A
William J. Wagner Longmeadow, MA, USA	N/A	Vice Chairman and Chief Business Development Officer	Vice Chairman and Chief Business Development Officer (Westfield Bank)	N/A	N/A	N/A	N/A
Donna J. Damon Southwick, MA, USA	Executive Officer, President and Owner	Director	Director	President and owner-New England Concrete Cutting, Inc. Executive Officer- Witch Equipment of New England, Inc. Executive Officer- Witch Enterprises, Inc. Agawam, MA	0.11%	N/A	Witch Equipment of New England, Inc. and Witch Enterprises (50%)
Gary G. Fitzgerald	Certified Public Accountant	Director	Director	CPA and Principal and Treasurer- Downey, Piecniak, Fitzgerald & Co., P.C.	0.04%	N/A	Downey, Piecniak, Fitzgerald & Co., P.C.(33.3%)
William D. Masse	President	Director	Director	Springfield, MA President and owner- Grantfield, Bugbee & Masse Insurance Agency Chicopee, MA	0.15%	N/A	Grantfield, Bugbee & Masse Insurance Agency (50%)

Form FR Y-6
Westfield Financial, Inc.
Fiscal Year Ending December 31, 2018

Report Item 4: Insiders (Cont.)
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with 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 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 and percentage of voting shares held)
Lisa G. McMahon Westfield, MA, USA	Manager	Director	Director	Manager of university advancement- Westfield State College	0.08%	N/A	Colmac Construction, LLC (60%)
Gregg F. Orfen	Owner and Excavating Contractor	Director	Director	Westfield, MA Owner and Excavating Contractor- Gregg Orfen Custom Homebuilders	0.19%	N/A	Gregg Orfen Custom Homebuilders (100%) N/A
Steven G. Richter Southwick, MA, USA	Owner, Operator and President	Director	Director	Granby, MA Chief Science Officer- Cambrex, Inc. East Rutherford, NJ Manager- Ricico Laboratory LLC Southwick, MA	0.11%	N/A	N/A
Philip R. Smith Southwick, MA, USA	Law Partner	Director	Director	Partner- Bacon & Wilson, P.C. Springfield, MA	0.13%	N/A	N/A
Kevin M. Sweeney East Longmeadow, MA USA	Principal	Director	Director	Principal- Sweeney Strategic Consulting Springfield, MA Professor of Practice- Worcester Polytechnic Institute Worcester, MA	0.08%	N/A	N/A
Christos A. Tapases Westfield, MA USA	Principal	Director	Director	Principal- Corbin & Tapases P.C.	0.08%	N/A	Corbin & Tapases P.C. (50%) Bay State Fuel Oil, Inc. (49.5%) Buddy Realty, LLC (50%)
Laura Benoit Agawam, MA, USA	Treasurer and Co- owner	Director	Director	Treasurer and Co-owner- Baystate Fuel Oil, Inc. Agawam, MA	0.08%	N/A	N/A

Form FR Y-6
Westfield Financial, Inc.
Fiscal Year Ending December 31, 2018

Report Item 4: Insiders (Cont.)
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with 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)(g) Percentage of Voting Shares in 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 and percentage of voting shares held)
Paul C. Picknelly	Hotel Owner and Operator, and Real Estate Developer	Director	Director	President- Monarch Enterprises, LLC Springfield, MA Manager- Harrison Place Associates, LLC Springfield, MA Manager- PSC Development, LLC Hartford, CT Manager- Map Development, LLC Springfield, MA Manager- 300 Bridge St., LLC Springfield, MA Manager- Westfield Court Associates, LLC Springfield, MA Manager- Columbus Hotel Management, LLC Springfield, MA Manager- Columbus Hotels III, LLC Worcester, MA Manager- 627 Cottage Street, LLC Springfield, MA Manager- Falcon Management Trust Springfield, MA Manager- Greina Green Development Corp. Chicopee, MA	0.28%	N/A	Harrison Place Associates, LLC (45%) PSC Development, LLC (60%) Map Development, LLC (40%) Monarch Enterprises, LLC (100%) 300 Bridge St., LLC (50%) Westfield Court Associates, LLC (100%) HGI, LLC (100%) Columbus Hotel Management, LLC (99%) Columbus Hotels III, LLC (99%) 627 Cottage Street, LLC (100%) Falcon Hotel Corp. (100%) Falcon Management Trust (45%) Greina Green Development Corp. (50%)

31, 2001 either held as provided in section 12.2(b)(i) or distributed as provided in section 12.2(b)(ii), as each person shall elect for his own Account.

Section 12.3 Voting Rights.

(a) Each person shall direct the manner in which all voting rights appurtenant to Shares allocated to his Share Investment Account will be exercised, provided that such Shares were allocated to his Share Investment Account as of the applicable record date. Such person shall, for such purpose, be deemed a "named fiduciary" within the meaning of section 402(a)(2) of ERISA. Such a direction shall be given by completing and filing with the inspector of elections, the Trustee or such other person who shall be independent of the Participating Employers as the Committee shall designate, at least 10 days prior to the date of the meeting of holders of Shares at which such voting rights will be exercised, a written direction in the form and manner prescribed by the Committee. The inspector of elections, the Trustee or such other person designated by the Committee shall tabulate the directions given on a strictly confidential basis, and shall provide the Committee with only the final results of the tabulation. The final results of the tabulation shall be followed by the Committee in directing the Trustee as to the manner in which such voting rights shall be exercised. The Plan Administrator shall make a reasonable effort to furnish, or cause to be furnished, to each person for whom a Share Investment Account is maintained all annual reports, proxy materials and other information known by the Plan Administrator to have been furnished by the issuer of the Shares, or by any solicitor of proxies, to the holders of Shares.

(b) To the extent that any person shall fail to give instructions with respect to the exercise of voting rights appurtenant to Shares allocated to his Share Investment Account:

(i) the Trustee shall, with respect to each matter to be voted upon: (A) cast a number of affirmative votes equal to the product of (I) the number of allocated Shares for which no written instructions have been given, multiplied by (II) a fraction, the numerator of which is the number of allocated Shares for which affirmative votes will be cast in accordance with written instructions given as provided in section 12.3(a) and the denominator of which is the aggregate number of affirmative and negative votes which will be cast in accordance with written instructions given as aforesaid, and (B) cast a number of negative votes equal to the excess (if any) of (I) the number of allocated Shares for which no written instructions have been given over (II) the number of affirmative votes being cast with respect to such allocated Shares pursuant to section 12.3(b)(i)(A); or

(ii) if the Trustee shall determine that it may not, consistent with its fiduciary duties, vote the allocated Shares for which no written instructions have been given in the manner described in section 12.3(b)(i), it shall vote such Shares in such manner as it, in its discretion, may determine to be in the best interests of the persons to whose Share Investment Accounts such Shares have been allocated.

(c) (i) The voting rights appurtenant to Financed Shares shall be exercised as follows with respect to each matter as to which holders of Shares may vote:

(A) a number of votes equal to the product of (I) the total number of votes appurtenant to Financed Shares allocated to the Loan Repayment Account on the applicable record date; multiplied by (II) a fraction, the numerator of which is the total number of affirmative votes cast by Participants, Former Participants and the Beneficiaries of deceased Former Participants with respect to such matter pursuant to section 12.3(a) and the denominator of which is the total number of affirmative and negative votes cast by Participants, Former Participants and the Beneficiaries of deceased Former Participants, shall be cast in the affirmative; and

(B) a number of votes equal to the excess of (I) the total number of votes appurtenant to Financed Shares allocated to the Loan Repayment Account on the applicable record date, over (II) the number of affirmative votes cast pursuant to section 12.3(c)(i)(A) shall be cast in the negative.

To the extent that the Financed Shares consist of more than one class of Shares, this section 12.3(c)(i) shall be applied separately with respect to each class of Shares.

(ii) If voting rights are to be exercised with respect to Financed Shares as provided in section 12.3(c)(i)(A) and (B) at a time when there are no Shares allocated to the Share Investment Accounts of Participants, Former Participants and the Beneficiaries of deceased Former Participants, then the voting rights appurtenant to Financed Shares shall be exercised as follows with respect to each matter as to which holders of Shares may vote:

(A) Each person who is a Participant on the applicable record date will be granted a number of votes equal to the quotient, rounded to the nearest integral number, of (I) such Participant's Allocation Compensation for the Plan Year ending on or immediately prior to such record date (or for the portion of such Plan Year during which he was a Participant); divided by (II) \$1,000.00; and

(B) a number of votes equal to the product of (I) the total number of Financed Shares allocated to the Loan Repayment Account on the applicable record date; multiplied by (II) a fraction, the numerator of which is the total number of votes that are cast in the affirmative with respect to such matter pursuant to section 12.3(c)(ii)(A) and the denominator of which is the total number of votes that are cast either in the affirmative or in the negative with respect to such matter pursuant to section 12.3(c)(ii)(A), shall be cast in the affirmative; and

(C) a number of votes equal to the excess of (I) the total number of Financed Shares allocated to the Loan Repayment Account on the