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)); Section 2(u) of the International Banking Act (12 U.S.C. § 3104(u)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Sections 11(b)(3) of Regulation Y (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 12(c)(H) of the Home Owners' Loan Act. 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.

I. Edward M. Pratt
Name of the Holding Company Director and Official
President & CEO
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 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
C.I.

Date of Submission

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes  Please identify the report items to which this request applies:
☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

☐ No

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
Maria Vafiades
Vice President & CFO

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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 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, 25th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
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.

Mayflower Co-operative Bank
Legal Title of Subsidiary Holding Company
P.O. Box 311 / 30 S. Main St.
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
Middleboro MA 02346
City State Zip 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
City State Zip 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
City State Zip 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
City State Zip 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
City State Zip Code
Physical location (if different from mailing address)

12/2012
Form FR Y-6
Mayflower Bancorp, Inc.
Organizational Chart
Report item 2a
Fiscal Year Ended March 31, 2013

Mayflower Bancorp, Inc.
30 S. Main St., P.O. Box 311
Middleboro, MA 02346
Incorporated in MA

Mayflower Co-operative Bank
30 S. Main St., P.O. Box 311
Middleboro, MA 02346
Incorporated in MA

MFLR Securities Corp.
30 S. Main St., P.O. Box 311
Middleboro, MA 02346
Incorporated in MA

Mayflower Plaza LLC
30 S. Main St., P.O. Box 311
Middleboro, MA 02346
Incorporated in MA

Note: The managing member (100%) for Mayflower Plaza, LLC is:
Mayflower Co-operative Bank
30 S. Main Street, P.O. Box 311
Middleboro, MA 02346
Incorporated in MA
Results: A list of branches for your depository institution: MAYFLOWER CO-OPERATIVE BANK (ID_RSSD: 118174). This depository institution is held by MAYFLOWER BANCORP, INC (3464797) of MIDDLEBORO, MA. The data are as of 03/31/2013. Data reflects information that was received and processed through 04/10/2013.

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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>118174</td>
<td>MAYFLOWER CO-OPERATIVE BANK</td>
<td>30 SOUTH MAIN STR</td>
<td>MIDDLEBOROUGH</td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>2706258</td>
<td>BRIDGEWATER BRANCH</td>
<td>5 SCOTLAND BOULEVARD</td>
<td>BRIDGEWATER</td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3374168</td>
<td>LAKEVILLE BRANCH</td>
<td>166 COUNTY STREET</td>
<td>LAKEVILLE</td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3955978</td>
<td>OBERY STREET BRANCH</td>
<td>57 OBERY STREET</td>
<td>PLYMOUTH</td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>688006</td>
<td>PLYMOUTH BRANCH</td>
<td>94 COURT ST</td>
<td>PLYMOUTH</td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>1413317</td>
<td>PLUM CORNER SHOPPING CENTER BRANCH</td>
<td>565 ROUNSEVILLE ROAD</td>
<td>ROCHESTER</td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>687504</td>
<td>WAREHAM BRANCH</td>
<td>396 ONSET AVENUE</td>
<td>WAREHAM</td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3615580</td>
<td>WEST WAREHAM BRANCH</td>
<td>2420 CRANBERRY HIGHWAY</td>
<td>WEST WAREHAM</td>
</tr>
<tr>
<td>State</td>
<td>Zip Code</td>
<td>County</td>
<td>Country</td>
<td>FDIC UNINUM*</td>
<td>Office Number*</td>
<td>Head Office</td>
</tr>
<tr>
<td>-------</td>
<td>----------</td>
<td>------------</td>
<td>-------------</td>
<td>--------------</td>
<td>----------------</td>
<td>------------------------------------</td>
</tr>
<tr>
<td>MA</td>
<td>02346</td>
<td>PLYMOUTH</td>
<td>UNITED STATES</td>
<td>35247</td>
<td>0</td>
<td>MAYFLOWER CO-OPERATIVE BANK</td>
</tr>
<tr>
<td>MA</td>
<td>02324</td>
<td>PLYMOUTH</td>
<td>UNITED STATES</td>
<td>259677</td>
<td>5</td>
<td>MAYFLOWER CO-OPERATIVE BANK</td>
</tr>
<tr>
<td>MA</td>
<td>02347</td>
<td>PLYMOUTH</td>
<td>UNITED STATES</td>
<td>452405</td>
<td>7</td>
<td>MAYFLOWER CO-OPERATIVE BANK</td>
</tr>
<tr>
<td>MA</td>
<td>02360</td>
<td>PLYMOUTH</td>
<td>UNITED STATES</td>
<td>492000</td>
<td>9</td>
<td>MAYFLOWER CO-OPERATIVE BANK</td>
</tr>
<tr>
<td>MA</td>
<td>02360</td>
<td>PLYMOUTH</td>
<td>UNITED STATES</td>
<td>259675</td>
<td>2</td>
<td>MAYFLOWER CO-OPERATIVE BANK</td>
</tr>
<tr>
<td>MA</td>
<td>02770</td>
<td>PLYMOUTH</td>
<td>UNITED STATES</td>
<td>259741</td>
<td>4</td>
<td>MAYFLOWER CO-OPERATIVE BANK</td>
</tr>
<tr>
<td>MA</td>
<td>02538</td>
<td>PLYMOUTH</td>
<td>UNITED STATES</td>
<td>259676</td>
<td>3</td>
<td>MAYFLOWER CO-OPERATIVE BANK</td>
</tr>
<tr>
<td>MA</td>
<td>02576</td>
<td>PLYMOUTH</td>
<td>UNITED STATES</td>
<td>457525</td>
<td>8</td>
<td>MAYFLOWER CO-OPERATIVE BANK</td>
</tr>
</tbody>
</table>
### Report Item 3: Securities holders

(1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>Name</th>
<th>Country of Citizenship or Incorporation</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Banc Funds Co., LLC</td>
<td>USA</td>
<td>134,735 - 6.53% Common Stk</td>
</tr>
</tbody>
</table>

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 ended April 30, 2011.
## Report Item 4: Insiders

<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>(2) Principal Occupation if other than with Bank Holding Company</th>
<th>(3)(a) Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>(3)(b) Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>(4)(a) Percentage of voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Richard Amicucci</td>
<td>Business owner</td>
<td>Director - Mayflower Bank</td>
<td>President Kyco Critop LLC</td>
<td>0.17%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>E. Bradford Buttner</td>
<td>Investment Advisor</td>
<td>Director - Mayflower Bank</td>
<td>Senior V.P. Moors &amp; Cabot, Inc.</td>
<td>1.45%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Charles N. Decas</td>
<td>Retired</td>
<td>Director - Mayflower Bank</td>
<td>Retired Clerk Magistrate Falmouth District Court</td>
<td>1.16%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Anthi Frangiadis</td>
<td>Architect</td>
<td>Director - Mayflower Bank</td>
<td>Principal Archit8 Studio, LLC</td>
<td>0.10%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>William H. Fuller</td>
<td>Business owner</td>
<td>Director - Mayflower Bank</td>
<td>President, Professional Bartending Service</td>
<td>0.69%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Diane A. Maddigan</td>
<td>Accountant</td>
<td>Director - Mayflower Bank</td>
<td>Partner Maddigan Tax Service</td>
<td>0.46%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Edward J. Medeiros</td>
<td>Business owner</td>
<td>Director - Mayflower Bank</td>
<td>Owner EJM Enterprises</td>
<td>0.49%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Edward M. Pratt</td>
<td>President</td>
<td>Director &amp; CEO Mayflower Bank</td>
<td>N/A</td>
<td>2.31%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Name, City, State, Country</td>
<td>Principal Occupation if other than with Bank Holding Company</td>
<td>(3)(a) Title &amp; Position with Subsidiaries (include names of subsidiaries)</td>
<td>(3)(b) Title &amp; Position with Other Businesses (include names of other businesses)</td>
<td>(4)(a) Percentage of Voting Shares in Bank Holding Company</td>
<td>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</td>
<td></td>
</tr>
<tr>
<td>---------------------------</td>
<td>---------------------------------------------------------------</td>
<td>------------------------------------------------------------------</td>
<td>-----------------------------------------------------------------</td>
<td>-------------------------------------------------------------</td>
<td>---------------------------------------------------------------------</td>
<td></td>
</tr>
<tr>
<td>David R. Smith, Jr., Centerville, MA</td>
<td>Retired President</td>
<td>Director - Mayflower Bank</td>
<td>Retired President Lawrence Ready Mixed Concrete</td>
<td>1.09%</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Geoffrey T. Stewart, Plymouth, MA</td>
<td>Administrator</td>
<td>Director - Mayflower Bank</td>
<td>Administrator Newfield House</td>
<td>0.97%</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>John J. Biggio, Boxford, MA</td>
<td>V.P. &amp; Senior Lender Mayflower Bank</td>
<td>V.P. &amp; Senior Lender Mayflower Bank</td>
<td></td>
<td>0.57%</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Stergios M. Kostas, Falmouth, MA</td>
<td>V.P. - Retail Banking Mayflower Bank</td>
<td>V.P. - Retail Banking Mayflower Bank</td>
<td></td>
<td>0.23%</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Maria Vafiades, Norwell, MA</td>
<td>V.P. &amp; CFO Mayflower Bank</td>
<td>VP &amp; Chief Financial Officer Mayflower Bank</td>
<td>V.P. &amp; CFO Mayflower Bank</td>
<td>0.77%</td>
<td>N/A</td>
<td></td>
</tr>
</tbody>
</table>