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Supervisor, Regulation and  
Credit Department

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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

I, Joseph T. Baptista Jr.

Reporter's Name, Street, and Mailing Address

Mechanics Bancorp, MHC

Legal Title of Holding Company

308 Bay Street/PO Box 552

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

Taunton

MA

02780

City

State

Zip Code

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.

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:

Sharon L. Medeiros

VP/Controller

Name

Title

508-823-7744 1162

Area Code / Phone Number / Extension

508-880-7068

Area Code / FAX Number

smedeiros@mechanics-coop.com

E-mail Address

www.mechanics-coop.com

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

Signature of Holding Company Director and Official

Date of Signature

3/12/2014

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 4262347  
C.I. \_\_\_\_\_

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

2nd review 7-23-14 ESM

## 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.

Mechanics Bancorp, Inc.  
Legal Title of Subsidiary Holding Company

308 Bay Street/PO Box 552  
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Taunton MA 02780  
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

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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)

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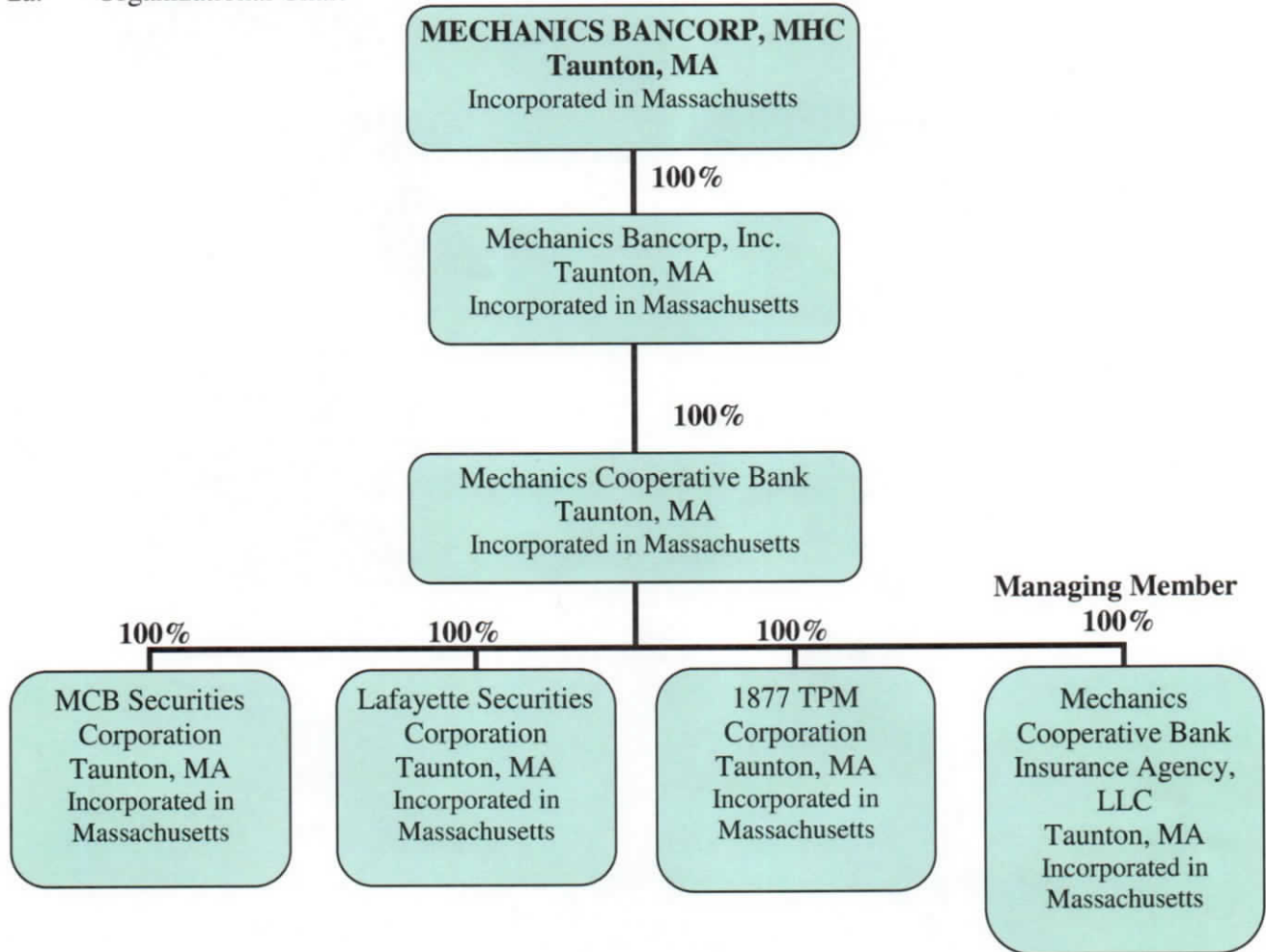
**Mechanics Bancorp, MHC  
Taunton, Massachusetts**

**Fiscal Year Ending December 31, 2013**

Report Item

1: The annual report for its shareholders will be sent under separate cover in June 2014.

2a: Organizational Chart



2b: Branch Data Verification submitted via e-mail on 02/14/2014.

**Results:** A list of branches for your depository institution: MECHANICS COOPERATIVE BANK (ID\_RSSD: 183770). This depository institution is held by MECHANICS BANCORP, MHC (4262347) of TAUNTON, MA. The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

**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
OK		Full Service (Head Office)	183770	MECHANICS COOPERATIVE BANK	308 BAY STREET	TAUNTON	MA	02780	BRISTOL	UNITED STATES	35366	0	MECHANICS COOPERATIVE BANK	183770	
OK		Full Service	70076	BRIDGEWATER MAIN OFFICE	72 MAIN STREET	BRIDGEWATER	MA	02324	PLYMOUTH	UNITED STATES	35240	4	MECHANICS COOPERATIVE BANK	183770	
OK		Full Service	957971	LAFFETTE MAIN OFFICE	60 BEDFORD STR	FALL RIVER	MA	02720	BRISTOL	UNITED STATES	42894	5	MECHANICS COOPERATIVE BANK	183770	
OK		Full Service	3633164	NORTH DIGHTON BRANCH	596 SOMERSET AVENUE	NORTH DIGHTON	MA	02764	BRISTOL	UNITED STATES	444147	3	MECHANICS COOPERATIVE BANK	183770	
OK		Full Service	4165747	SOMERSET BRANCH	1296 COUNTY STREET	SOMERSET	MA	02726	BRISTOL	UNITED STATES	278472	7	MECHANICS COOPERATIVE BANK	183770	
OK		Full Service	4165710	SWANSEA BRANCH	201 G A R HIGHWAY	SWANSEA	MA	02777	BRISTOL	UNITED STATES	278473	8	MECHANICS COOPERATIVE BANK	183770	
OK		Full Service	42103	TAUNTON BRANCH	75 COUNTY STREET	TAUNTON	MA	02780	BRISTOL	UNITED STATES	259793	2	MECHANICS COOPERATIVE BANK	183770	
OK		Full Service	4165729	WESTPORT BRANCH	165 STATE ROAD	WESTPORT	MA	02790	BRISTOL	UNITED STATES	278471	6	MECHANICS COOPERATIVE BANK	183770	

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**Mechanics Bancorp, MHC**

**Fiscal Year Ending December 31, 2013**

**Report Item 3: Securities holders**

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of the fiscal year ending 12-31-2011				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 as of the fiscal year ending 12-31-2011			
(1)(a)	(1)(b)	(1)(c)	(2)(a)	(2)(b)	(2)(c)		
Name City, State, Country	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities	Name City, State, Country	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities		
N/A	N/A	N/A	N/A	N/A	N/A		

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Mechanics Bancorp, Inc

Fiscal Year Ending December 31, 2013

Report Item 3: Securities holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of the fiscal year ending 12-31-2011			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 as of the fiscal year ending 12-31-2011		
(1)(a)	(1)(b)	(1)(c)	(2)(a)	(2)(b)	(2)(c)
Name City, State, Country	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities	Name City, State, Country	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities
Mechanics Bancorp, MHC Taunton, MA	USA	275,000 - 100% Common Stock	N/A	N/A	N/A

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**Mechanics Bancorp, MHC**  
**Fiscal Year Ending December 31, 2013**

**Report Item 4: Insiders**

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name City, State, Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include name of 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)
Joseph T. Bapstista Jr. Taunton, MA	N/A	Director, President/CEO, Trustee	Director & President/CEO (Mechanics Cooperative Bank, Mechanics Bancorp, Inc.); Director & President (MCB Securities Corporation, Lafayette Securities Corporation; 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency LLC)	N/A	N/A	N/A	N/A
Andrew C. Hewitt Rochester, MA	N/A	Treasurer	SVP, CFO & Treasurer (Mechanics Cooperative Bank); Treasurer (Mechanics Bancorp, Inc.; MCB Securities Corporation; Lafayette Securities Corporation; 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency LLC).	N/A	N/A	N/A	N/A
Nancy E. Stokes Woonsocket, RI	N/A	N/A	SVP, Senior Lending Officer (Mechanics Cooperative Bank)	N/A	N/A	N/A	N/A
Deborah A. Grimes Fall River, MA	N/A	N/A	EVP, Retail Banking and Human Resources (Mechanics Cooperative Bank)	N/A	N/A	N/A	N/A
Richard Bentley Jr. Raynham, MA	Attorney	Trustee	Director (Mechanics Bancorp, Inc.; Mechanis Cooperative Bank; MCB Securities Corporation; Lafayette Securities Corporation; 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency LLC)	Bentley & Bentley	N/A	N/A	N/A
Barry R. Bibeau Swansea, MA	Retired	Trustee	Director (Mechanics Bancorp, Inc.; Mechanis Cooperative Bank; MCB Securities Corporation; Lafayette Securities Corporation; 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency LLC)	N/A	N/A	N/A	N/A



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Mechanics Bancorp, MHC

Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1) Name 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 name of 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 and percentage of voting securities held)
Edmund J. Brennan Jr. Raynham, MA	Attorney	Trustee	Director (Mechanics Bancorp, Inc.; Mechanics Cooperative Bank; MCB Securities Corporation; Lafayette Securities Corporation; 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency LLC)	Brennan, Recupero, Cascone, Scungio & McAllister (20% Partnership Interest)	N/A	N/A	174 Dean Street, LLC (Manager and 50% membership interest); Withrop Club Realty Trust (Trustee and 50% beneficial interest); Burtonwood Park III, LLC (Manager); Advanced Trim Wright, LLC (Director); Carney Family Irrevocable Trust of 1999 No. 2 (Trustee); and Carney Family Irrevocable Trust of 1998 No. 2 (Trustee)
Mark Dangoia Bridgewater, MA	Plumbing	Trustee	Director (Mechanics Bancorp, Inc.; Mechanics Cooperative Bank; MCB Securities Corporation; Lafayette Securities Corporation; 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency LLC)	N/A	N/A	N/A	Dangoia Plumbing, Inc. (Clerk of Corporation, Part Owner)
Sidney L. Dobson Lisbon Falls, ME	Retired	Vice Chairman, Trustee	Vice Chairman, Director (Mechanics Bancorp, Inc.; Mechanics Cooperative Bank; MCB Securities Corporation; Lafayette Securities Corporation; 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency LLC)	N/A	N/A	N/A	N/A
Robert L. Horne Swansea, MA	Executive Director	Trustee	Director (Mechanics Bancorp, Inc.; Mechanics Cooperative Bank; MCB Securities Corporation; Lafayette Securities Corporation; 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency LLC)	N/A	N/A	N/A	N/A
Robert A. Lafrate Bridgewater, MA	General Contractor	Trustee	Director (Mechanics Bancorp, Inc.; Mechanics Cooperative Bank; MCB Securities Corporation; Lafayette Securities Corporation; 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency LLC)	Mechanics Tech Built Corporation (99%)	N/A	N/A	Southbridge Properties, LLC (99%); 404 North Street Realty Trust (50%)



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Mechanics Bancorp, MHC

Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name City, State, Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include name of 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)
Joseph S. Mozzone Rehoboth, MA	Lumber Sales & Supply	Trustee	Director (Mechanics Bancorp, Inc.; Mechanics Cooperative Bank; MCB Securities Corporation; Lafayette Securities Corporation; 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency LLC)	Mozzone Lumber Company, Inc. (President/Owner, 100%)	N/A	N/A	St. Marks, LLC (Manager/Owner, 100%); Realty Executive, Metro South (Owner, 50%); Centurion, Inc. (Owner, 100%); St. Mark Realty Trust (Trustee); and St. George Realty Trust (Trustee).
Victor P. Santos Taunton, MA	Certified Public Accountant	Trustee	Director (Mechanics Bancorp, Inc.; Mechanics Cooperative Bank; MCB Securities Corporation; Lafayette Securities Corporation; 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency LLC)	N/A	N/A	N/A	
George Shaker Jr. Warren, RI	Restaurant Supply	Trustee	Director (Mechanics Bancorp, Inc.; Mechanics Cooperative Bank; MCB Securities Corporation; Lafayette Securities Corporation; 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency LLC)	Clerk, Vice President (Fall River Sales & Supply)	N/A	N/A	Shaker Realty Trust (Trustee)
Thomas J. Souza Taunton, MA	N/A	Chairman, Trustee	Chairman, Director (Mechanics Bancorp, Inc.; Mechanics Cooperative Bank; MCB Securities Corporation; Lafayette Securities Corporation; 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency LLC)	N/A	N/A	N/A	N/A

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Mechanics Bancorp, Inc

Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name City, State, Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (Include names of subsidiaries)	Title & Position with Other Businesses (include name of 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)
Joseph T. Baptist Jr. Taunton, MA	N/A	Director, President/CEO	Director & President/CEO (Mechanics Cooperative Bank); Director & President (MCB Securities Corporation, Lafayette Securities Corporation, 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency, LLC)	N/A	N/A	N/A	N/A
Andrew C. Hewitt Rochester, MA	N/A	Treasurer	SVP, CFO & Treasurer (Mechanics Cooperative Bank); Treasurer (MCB Securities Corporation, Lafayette Securities Corporation, 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency, LLC)	N/A	N/A	N/A	N/A
Nancy E. Stokes Woonsocket, RI	N/A	N/A	SVP, Senior Lending Officer (Mechanics Cooperative Bank)	N/A	N/A	N/A	N/A
Deborah A. Grimes Fall River, MA	N/A	N/A	EVP, Retail Banking and Human Resources (Mechanics Cooperative Bank)	N/A	N/A	N/A	N/A
Richard Bentley Jr. Raynham, MA	Attorney	Director	Director (Mechanics Cooperative Bank; MCB Securities Corporation; Lafayette Securities Corporation, 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency LLC)	N/A	N/A	N/A	N/A
Barry R. Bibeau Swansea, MA	N/A	Director	Director (Mechanics Cooperative Bank; MCB Securities Corporation; Lafayette Securities Corporation, 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency LLC)	N/A	N/A	N/A	N/A
Edmund J. Brennan Jr. Raynham, MA	Attorney	Director	Director (Mechanics Cooperative Bank; MCB Securities Corporation; Lafayette Securities Corporation, 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency LLC)	Brennan, Recupero, Cascone, Scungio & McAllister (20% Partnership Interest)	N/A	N/A	1/4 Dean Street, LLC (Manager and 50% membership interest); Winthrop Club Realty Trust (Trustee and 50% beneficial interest); Burtonwood Park III, LLC (Manager); Advanced Trim Wright, LLC (Director), Carney Family Irrevocable Trust of 1999 No. 2 (Trustee); and Carney Family Irrevocable Trustee of 1998 No. 2 (Trustee)

Form FR Y-6  
 Mechanics Bancorp, Inc  
 Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
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Mark Dangoia Bridgewater, MA	Plumbing	Director	Director (Mechanics Cooperative Bank; MC Securities Corporation; Lafayette Securities Corporation, 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency LLC)	N/A	N/A	N/A	Dangoia Plumbing, Inc. (Clerk of Corporation Part Owner)
Sidney L. Dobson Lisbon Falls, ME	Retired	Vice Chairman, Director	Director (Mechanics Cooperative Bank; MC Securities Corporation; Lafayette Securities Corporation, 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency LLC)	N/A	N/A	N/A	N/A
Robert L. Horne Swansea, MA	Executive Director	Director	Director (Mechanics Cooperative Bank; MC Securities Corporation; Lafayette Securities Corporation, 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency LLC)	N/A	N/A	N/A	N/A
Robert A. Lafrate Bridgewater, MA	General Contractor	Director	Director (Mechanics Cooperative Bank; MC Securities Corporation; Lafayette Securities Corporation, 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency LLC)	Exec Built Corporation (99%)	N/A	N/A	Southbridge Properties, LLC (99%); 404 North Street Realty Trust (50%)
Joseph S. Mozzone Rehoboth, MA	Lumber Sales & Supply	Director	Director (Mechanics Cooperative Bank; MC Securities Corporation; Lafayette Securities Corporation, and 1877 TPM Corporation)	Mozzone Lumber Company, Inc. (President/Owner, 100%)	N/A	N/A	St. Marks, LLC (Manager/Owner, 100%); Realty Executive, Metro South (Owner, 50%); Centurion, Inc. (Owner, 100%); St. Mark Realty Trust (Trustee); and St. George Realty Trust (Trustee).

Form FR Y-6  
 Mechanics Bancorp, Inc  
 Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

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Victor P. Santos Taunton, MA	Certified Public Accountant	Director	Director (Mechanics Cooperative Bank; MCB Securities Corporation; Lafayette Securities Corporation, 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency LLC)	N/A	N/A	N/A	
George Shaker Jr. Warren, RI	Restaurant Supply	Director	Director (Mechanics Cooperative Bank; MCB Securities Corporation; Lafayette Securities Corporation, 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency LLC)	Partner, Vice President (Fall River Sales & Supply)	N/A	N/A	Shaker Realty Trust (Trustee)
Thomas J. Souza Taunton, MA	N/A	Chairman, Director	Chairman, Director (Mechanics Cooperative Bank; MCB Securities Corporation; Lafayette Securities Corporation, 1877 TPM Corporation and Mechanics Cooperative Bank Insurance Agency LLC)	N/A	N/A	N/A	N/A