

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)); 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

I, Edward F. Manzi, Jr.

Name of the Holding Company Director and Official

Chairman & 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.

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

Reporter's Name, Street, and Mailing Address

Fidelity Mutual Holding Company

Legal Title of Holding Company

9 Leominster Connector

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

Leominster MA 01453

City State Zip Code

675 Main St., Fitchburg, MA 01420

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Connie Loveland Chief Financial Officer

Name Title

978-870-1416

Area Code / Phone Number / Extension

978-345-5865

Area Code / FAX Number

cloveland@fidelitybankonline.com

E-mail Address

*Edward F. Manzi, Jr.*  
 Signature of Holding Company Director and Official

03/29/2019

Date of Signature

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

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

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."

**For Federal Reserve Bank Use Only**

RSSD ID \_\_\_\_\_  
 C.I. \_\_\_\_\_

## 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.

Life Design Holding Company

Legal Title of Subsidiary Holding Company

9 Leominster Connector

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

Leominster MA 01453

City State Zip Code

675 Main St., Fitchburg, MA 01420

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)

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

City State Zip Code

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(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

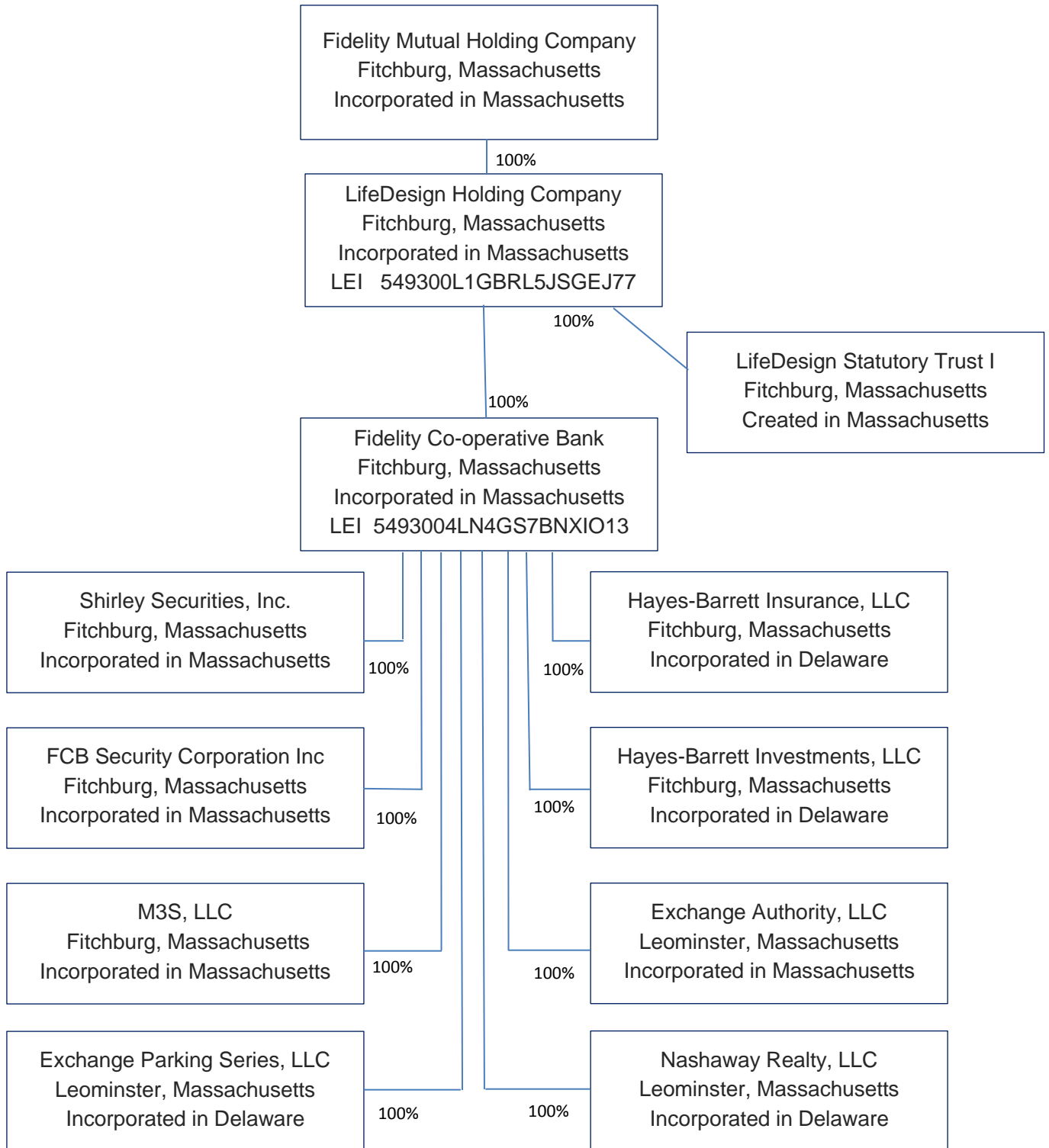
City State Zip Code

Physical Location (if different from mailing address)

Form FR Y-6  
 Fidelity Mutual Holding Company  
 Fitchburg, Massachusetts  
 Fiscal Year Ending December 31, 2018

Report Item

1. The bank holding company does not prepare an annual report for its shareholders
2. Organizational Chart – Fidelity Co-operative Bank is Managing Member/General Partner for each of its Limited Liability Corporations (LLC's).



**Results:** A list of branches for your depository institution: **FIDELITY CO-OPERATIVE BANK (ID\_RSSD: 933377)**.  
 This depository institution is held by **FIDELITY MUTUAL HOLDING COMPANY (3454220)** of **FITCHBURG, 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\_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) | 933377          | FIDELITY CO-OPERATIVE BANK  | 675 MAIN STREET                             | FITCHBURG  | MA    | 01420    | WORCESTER | UNITED STATES | Not Required | Not Required   | FIDELITY CO-OPERATIVE BANK | 933377               |          |
| OK          |                | Full Service               | 127701          | BARRE MAIN OFFICE           | 56 COMMON STREET                            | BARRE      | MA    | 01005    | WORCESTER | UNITED STATES | Not Required | Not Required   | FIDELITY CO-OPERATIVE BANK | 933377               |          |
| OK          |                | Full Service               | 266879          | COLONIAL BRANCH             | 6 CITY HALL AVENUE                          | GARDNER    | MA    | 01440    | WORCESTER | UNITED STATES | Not Required | Not Required   | FIDELITY CO-OPERATIVE BANK | 933377               |          |
| CLOSE       | 12/7/2018      | Full Service               | 213109          | GARDNER BRANCH              | 330 MAIN STREET                             | GARDNER    | MA    | 01440    | WORCESTER | UNITED STATES | Not Required | Not Required   | FIDELITY CO-OPERATIVE BANK | 933377               |          |
| OK          |                | Full Service               | 2314176         | LEOMINSTER BRANCH           | 75 MAIN STREET                              | LEOMINSTER | MA    | 01453    | WORCESTER | UNITED STATES | Not Required | Not Required   | FIDELITY CO-OPERATIVE BANK | 933377               |          |
| OK          |                | Full Service               | 3844250         | LEOMINSTER CONNECTOR BRANCH | 478 MECHANIC STREET, 9 LEOMINSTER CONNECTOR | LEOMINSTER | MA    | 01453    | WORCESTER | UNITED STATES | Not Required | Not Required   | FIDELITY CO-OPERATIVE BANK | 933377               |          |
| OK          |                | Full Service               | 898609          | MILLBURY BRANCH             | 16 SOUTH MAIN STREET                        | MILLBURY   | MA    | 01527    | WORCESTER | UNITED STATES | Not Required | Not Required   | FIDELITY CO-OPERATIVE BANK | 933377               |          |
| OK          |                | Full Service               | 1867264         | PAXTON BRANCH               | 713 PLEASANT STREET                         | PAXTON     | MA    | 01612    | WORCESTER | UNITED STATES | Not Required | Not Required   | FIDELITY CO-OPERATIVE BANK | 933377               |          |
| OK          |                | Full Service               | 2612238         | PRINCETON BRANCH            | 206 WORCESTER ROAD                          | PRINCETON  | MA    | 01541    | WORCESTER | UNITED STATES | Not Required | Not Required   | FIDELITY CO-OPERATIVE BANK | 933377               |          |
| OK          |                | Full Service               | 327471          | SHIRLEY BRANCH              | 21 MAIN STREET                              | SHIRLEY    | MA    | 01464    | MIDDLESEX | UNITED STATES | Not Required | Not Required   | FIDELITY CO-OPERATIVE BANK | 933377               |          |
| OK          |                | Full Service               | 872609          | WINCHENDON BRANCH           | 1 SCHOOL SQUARE                             | WINCHENDON | MA    | 01475    | WORCESTER | UNITED STATES | Not Required | Not Required   | FIDELITY CO-OPERATIVE BANK | 933377               |          |
| OK          |                | Full Service               | 5306501         | FRONT STREET BRANCH         | 153 FRONT STREET                            | WORCESTER  | MA    | 01608    | WORCESTER | UNITED STATES | Not Required | Not Required   | FIDELITY CO-OPERATIVE BANK | 933377               |          |
| OK          |                | Full Service               | 5307928         | FRONT STREET OFFICE         | 145 FRONT STREET                            | WORCESTER  | MA    | 01608    | WORCESTER | UNITED STATES | Not Required | Not Required   | FIDELITY CO-OPERATIVE BANK | 933377               |          |
| OK          |                | Full Service               | 3340109         | SHREWSBURY STREET BRANCH    | 465 SHREWSBURY STREET                       | WORCESTER  | MA    | 01604    | WORCESTER | UNITED STATES | Not Required | Not Required   | FIDELITY CO-OPERATIVE BANK | 933377               |          |

**Form FR Y-6**  
**Life Design Holding Company**  
**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 12-31-2017**

| (1)(a)<br>Name,<br>City, State, Country              | (1)(b)<br>Country of Citizenship<br>or Incorporation | (1)(c)<br>Number and Percentage<br>of Each Class of Voting<br>Securities |
|--|--|--|
| Fidelity Mutual Holding Company<br>Fitchburg MA, USA | U.S.A  | 100%   |

**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 12-31-2017**

| (2)(a)<br>Name,<br>City, State, Country | (2)(b)<br>Country of Citizenship<br>or Incorporation | (2)(c)<br>Number and Percentage<br>of Each Class of Voting<br>Securities |
|---|--|--|
|---|--|--|

None

**Form FR Y-6**  
**Fidelity Mutual Holding Company**  
**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 12-31-2017**

| (1)(a)<br>Name<br>City, State, Country | (1)(b)<br>Country of Citizenship<br>or Incorporation | (1)(c)<br>Number and Percentage<br>of Each Class of Voting<br>Securities |
|--|--|--|
|--|--|--|

|  |       |      |
|--|-------|------|
| Mutual form of ownership<br>Held by depositors of Fidelity<br>Co-operative Bank<br>Fitchburg MA, USA | U.S.A | 100% |
|--|-------|------|

**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 12-31-2017**

| (2)(a)<br>Name,<br>City, State, Country | (2)(b)<br>Country of Citizenship<br>or Incorporation | (2)(c)<br>Number and Percentage<br>of Each Class of Voting<br>Securities |
|---|--|--|
|---|--|--|

None

**Form FR Y-6**  
**Fidelity Co-operative Bank**  
**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 12-31-2017**

| (1)(a)<br>Name,<br>City, State, Country | (1)(b)<br>Country of Citizenship<br>Or Incorporation | (1)(c)<br>Number and Percentage<br>of Each Class of Voting<br>Securities |
|---|--|--|
|---|--|--|

|  |       |      |
|--|-------|------|
| Life Design Holding Company<br>Fitchburg MA, USA | U.S.A | 100% |
|--|-------|------|

**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 12-31-2017**

| (2)(a)<br>Name<br>City, State, Country | (2)(b)<br>Country of Citizenship<br>or Incorporation | (2)(c)<br>Number and Percentage<br>of Each Class of Voting<br>Securities |
|--|--|--|
|--|--|--|

None

**Form FR Y-6**  
**Fidelity Mutual Holding Company**  
**Fiscal Year Ending December 31, 2018**

**Report Item 4: Insiders**

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

| (1)<br>Names &<br>Address<br>(City, State,<br>Country) | (2)<br>Principal<br>Occupation if other<br>than with Bank<br>Holding Company | (3)(a)<br>Title & Position<br>with Bank Holding<br>Company | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include names<br>of subsidiaries)<br>of other<br>businesses) | (3)(c)<br>Title & Position<br>with Other<br>Businesses<br>(include names<br>of subsidiaries) | (4)(a)<br>Percentage of<br>Voting Shares in<br>Bank Holding<br>Company | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(include names<br>of subsidiaries) | (4)(c)<br>List Names of<br>other companies<br>(includes<br>partnerships)<br>if 25% or more of<br>voting securities are<br>held (List names<br>of companies and<br>percentage of<br>voting securities<br>held) |
|--|--|--|--|--|--|---|---|
| Edward F. Manzi, Jr.<br>Groton, MA, USA                | n/a  | Chariman/CEO<br>Director                                   | Chairman/CEO./Director<br>Life Design Holding<br>Co., Chairman/CEO,<br>Director, Fidelity<br>Co-operative Bank   | n/a  | 0%   | 0%  | n/a   |
| John H. Allen<br>Barre, MA USA                         | Life Insurance<br>Agent  | Director   | Director,<br>Life Design Holding Co.<br>Director, Fidelity<br>Co-operative Bank                                  | n/a  | 0%   | 0%  | n/a   |
| Maureen Marshall<br>Barre, MA, USA                     | Superintendent<br>of Schools   | Director   | Director, Life Design<br>Holding Co., Director,<br>Fidelity Co-operative Bank                                    | n/a  | 0%   | 0%  | n/a   |
| Alvin B. Collins<br>Groton, MA, USA                    | Contractor   | Clerk/Director   | Clerk/Director ,Life<br>Design Holding Co.<br>Clerk/Director Fidelity<br>Co-operative Bank                       | Sole Owner<br><br>Trustee  | 0%   | 0%  | Habitat Advisory<br>Group (100%)<br>Collins Family Trust III (50%)  |
| Brian Cirelli<br>Barre, MA, USA                        | Owner  | Director   | Director ,Life<br>Design Holding Co.<br>Director Fidelity<br>Co-operative Bank                                   | Sole Owner   | 0%   | 0%  | Cirelli Real Estate (100%)  |



**Form FR-Y6, Fidelity Mutual Holding Company, Report #4 Insiders, 12/31/18 (cont.)**

|   |                                |                |  |         |    |    |                                |
|---|--------------------------------|----------------|--|---------|----|----|--------------------------------|
| Ronald LeBlanc<br>Leominster, MA, USA           | retired                        | Director       | Director, Life Design Holding Co.<br>Director, Fidelity Co-operative Bank  | n/a     | 0% | 0% | n/a                            |
| Ronald Marchetti<br>Shirley, MA, USA            | retired                        | Director       | Director, Life Design, Holding Co.<br>Director, Fidelity Co-operative Bank | n/a     | 0% | 0% | n/a                            |
| Ronald L. Salois<br>Sutton, MA                  | Wholesale Beverage Distributor | Director       | Director, Life Design Holding Co.<br>Director, Fidelity Co-operative Bank  | Owner   | 0% | 0% | Atlas Distributing Inc.<br>50% |
| Scott Howard<br>Littleton, MA, USA              | Manufacturer of adhesives      | Director       | Director, Life Design Holding Co.<br>Director, Fidelity Co-operative Bank  | CEO     | 0% | 0% | Bemis Associates (28%)         |
| Janet Chambers<br>Leominster, MA, USA           | CPA                            | Director       | Director, Life Design Holding Co.<br>Director, Fidelity Co-operative Bank  | Partner | 0% | 0% | Regan & Company, P.C.<br>50%   |
| Edward J. McLaughlin, Jr<br>Leominster, MA, USA | retired                        | Director       | Director, Life Design, Holding Co.<br>Director, Fidelity Co-operative Bank | n/a     | 0% | 0% | n/a                            |
| Dean R. Sweeney<br>Winchendon, MA, USA          | retired                        | Director       | Director, Life Design, Holding Co.<br>Director, Fidelity Co-operative Bank | n/a     | 0% | 0% | n/a                            |
| Christopher W. McCarthy<br>Holden, MA, USA      | n/a                            | President /COO | President/COO Life Design Holding Co., & Fidelity Co-operative Bank        | n/a     | 0% | 0% | n/a                            |

**Form FR-Y6, Fidelity Mutual Holding Company, Report #4 Insiders, 12/31/18 (concluded)**

|   |     |   |   |     |    |    |     |
|---|-----|---|---|-----|----|----|-----|
| Deborah Sendrowski<br>Sterling, MA, USA | n/a | Sr..Vice.President<br>Human Resources                     | SVP/Chief Human<br>Resource Officer, Life Design<br>Holding Co. & Fidelity<br>Co-operative Bank       | n/a | 0% | 0% | n/a |
| Barry D. Bliss<br>Framingham, MA USA    | n/a | Sr. Vice President<br>Chief Commercial<br>Banking Officer | SVP/Chief Commercial<br>Banking Officer, Life<br>Design Holding Co &<br>Fidelity Co-operative<br>Bank | n/a | 0% | 0% | n/a |
| Connie Loveland<br>Killingly, CT        | n/a | Sr. Vice President  | SVP/Chief Financial<br>Officer, Life Design<br>Holding Co & Fidelity<br>Co-operative Bank             | n/a | 0% | 0% | n/a |

**Form FR Y-6**  
**Life Design Holding Company**  
**Fiscal Year Ending December 31, 2018**

**Report Item 4: Insiders**

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

| (1)<br>Names &<br>Address<br>(City, State,<br>Country) | (2)<br>Principal<br>Occupation if other<br>than with Bank<br>Holding Company | (3)(a)<br>Title & Position<br>with Bank Holding<br>Company | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include names<br>of subsidiaries)<br>of other<br>businesses)   | (3)(c)<br>Title & Position<br>with Other<br>Businesses<br>(include names<br>of subsidiaries) | (4)(a)<br>Percentage of<br>Voting Shares in<br>Bank Holding<br>Company | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(include names<br>of subsidiaries) | (4)(c)<br>List Names of<br>other companies<br>(includes<br>partnerships)<br>if 25% or more of<br>voting securities are<br>held (List names<br>of companies and<br>percentage of<br>voting securities<br>held) |
|--|--|--|--|--|--|---|---|
| Edward F. Manzi, Jr.<br>Groton, MA, USA                | n/a  | Chairman/CEO/<br>Director                                  | Chairman/CEO, Director<br>Fidelity Mutual Holding<br>Co., Chairman/CEO,<br>Director, Fidelity<br>Co-operative Bank | n/a  | 0%   | 0%  | n/a   |
| John H. Allen<br>Barre, MA, USA                        | Life Insurance<br>Agent  | Director   | Director, Fidelity<br>Mutual Holding Co.<br>Director, Fidelity<br>Co-operative Bank                                | n/a  | 0%   | 0%  | n/a   |
| Brian Cirelli<br>Barre, MA, USA                        | Owner  | Director   | Director, Fidelity<br>Mutual Holding Co.<br>Director, Fidelity<br>Co-operative Bank                                | Sole Owner   | 0%   | 0%  | Cirelli Real Estate (100%)  |
| Maureen Marshall<br>Barre, MA, USA                     | Superintendent<br>of Schools   | Director   | Director, Fidelity<br>Mutual Holding Co.<br>Director, Fidelity<br>Co-operative Bank                                | n/a  | 0%   | 0%  | n/a   |
| Alvin B. Collins<br>Groton, MA, USA                    | Contractor   | Clerk/Director   | Clerk/Director<br>Fidelity Mutual Holding<br>Co, Director Fidelity<br>Co-operative Bank                            | Sole Owner<br><br>Trustee  | 0%   | 0%  | Habitat Advisory<br>Group (100%)<br>Collins Family Trust III (50%)  |

**Form FR-Y6, Life Design Holding Company, Report #4 Insiders, 12/31/18 (cont.)**

|   |                                      |                |  |                         |    |    |                                |
|---|--------------------------------------|----------------|--|-------------------------|----|----|--------------------------------|
| Ronald LeBlanc<br>Leominster, MA, USA           | retired                              | Director       | Director<br>Fidelity Mutual Holding<br>Co., Director Fidelity<br>Co-operative Bank   | n/a                     | 0% | 0% | n/a                            |
| Ronald Marchetti<br>Shirley, MA, USA            | retired                              | Director       | Director<br>Fidelity Mutual Holding<br>Co., Director Fidelity<br>Co-operative Bank   | n/a                     | 0% | 0% | n/a                            |
| Ronald L. Salois<br>Sutton, MA, USA             | Wholesale<br>Beverage<br>Distributor | Director       | Director<br>Fidelity Mutual Holding<br>Co., Director Fidelity<br>Co-operative Bank   | Owner                   | 0% | 0% | Atlas Distributing, Inc<br>50% |
| Scott Howard<br>Littleton, MA, USA              | Manufacturer<br>of adhesives         | Director       | Director<br>Fidelity Mutual Holding<br>Co., Director Fidelity<br>Co-operative Bank   | CEO<br>Poly Visions Inc | 0% | 0% | Bemis Associates (28%)         |
| Janet Chambers<br>Leominster, MA, USA           | CPA                                  | Director       | Director,<br>Fidelity Mutual Holding<br>Co., Director, Fidelity<br>Co-operative Bank | Partner                 | 0% | 0% | Regan & Company, P.C.<br>50%   |
| Edward J. McLaughlin, Jr<br>Leominster, MA, USA | retired                              | Director       | Director, Fidelity<br>Mutual Holding Co.<br>Director, Fidelity<br>Co-operative Bank  | n/a                     | 0% | 0% | n/a                            |
| Dean R. Sweeney<br>Winchendon, MA, USA          | retired                              | Director       | Director, Fidelity,<br>Mutual Holding Co.<br>Director, Fidelity<br>Co-operative Bank | n/a                     | 0% | 0% | n/a                            |
| Christopher W. McCarthy<br>Holden, MA, USA      | n/a                                  | President /COO | President/COO<br>Fidelity Mutual Holding<br>Co., & Fidelity<br>Co-operative Bank     | n/a                     | 0% | 0% | n/a                            |

**Form FR-Y6, Life Design Holding Company, Report #4 Insiders, 12/31/18 (concluded)**

|   |     |                                       |  |     |    |    |     |
|---|-----|---------------------------------------|--|-----|----|----|-----|
| Barry D. Bliss<br>Framingham, MA, USA   | n/a | Sr.Vice.President                     | SVP/Chief Commercial<br>Banking Officer, Fidelity<br>Mutual Holding Co. &<br>Fidelity Co-operative<br>Bank | n/a | 0% | 0% | n/a |
| Deborah Sendrowski<br>Sterling, MA, USA | n/a | Sr. Vice President<br>Human Resources | SVP/Chief Human<br>Resource Officer, Fidelity<br>Mutual Holding Co. &<br>Fidelity<br>Co-operative Bank     | n/a | 0% | 0% | n/a |
| Connie Loveland<br>Killingly, CT        | n/a | Sr. Vice President                    | SVP/Chief Financial<br>Officer, Fidelity Mutual<br>Holding Co & Fidelity<br>Co-operative Bank              | n/a | 0% | 0% | n/a |

**Form FR Y-6**  
**Fidelity Co-operative Bank**  
**Fiscal Year Ending December 31, 2018**

**Report Item 4: Insiders**

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

| (1)                                     | (2)   | (3)(a)   | (3)(b)  | (3)(c)  | (4)(a)   | (4)(b)  | (4)(c)   |
|---|---|--|---|---|--|---|--|
| Name,<br>City, State,<br>Country        | Principal<br>Occupation if other<br>than with Bank<br>Holding Company | Title & Position<br>with Bank Holding<br>Company | Title & Position<br>with Subsidiaries<br>(include names<br>of subsidiaries)               | Title & Position<br>with Other<br>Businesses<br>(include names<br>of other<br>businesses) | Percentage of<br>Voting Shares in<br>Bank Holding<br>Company | Percentage of<br>Voting Shares in<br>Subsidiaries<br>(include names<br>of subsidiaries) | List Names of<br>other companies<br>(includes<br>partnerships)<br>if 25% or more of<br>voting securities<br>are held (List names<br>of companies and<br>percentage of voting<br>securities held) |
| Edward F. Manzi, Jr.<br>Groton, MA, USA | n/a   | Chairman/CEO<br>Director                         | Chairman/CEO/Director<br>Fidelity Mutual<br>Holding Co. and<br>Life Design<br>Holding Co. | n/a   | 0%   | 0%  | n/a  |
| Alvin B. Collins<br>Groton, MA, USA     | Contractor  | Clerk/Director                                   | Clerk/Director, Fidelity<br>Mutual Holding Co<br>and Life Design.<br>Holding Co.          | Sole Owner<br><br>Trustee   | 0%   | 0%  | Habitat Advisory<br>Group (100%)<br>Collins Family Trust III (50%)   |
| Ronald LeBlanc<br>Leominster, MA, USA   | retired   | Director   | Director, Fidelity<br>Mutual Holding Co.<br>and Life Design<br>Holding Co.                | n/a   | 0%   | 0%  | n/a  |
| Ronald Marchetti<br>Shirley, MA, USA    | retired   | Director   | Director, Fidelity<br>Mutual Holding Co.<br>and Life Design<br>Holding Co.                | n/a   | 0%   | 0%  | n/a  |

**Form FR-Y6, Fidelity Co-operative Bank, Report #4 Insiders, 12/31/18 (cont.)**

|   |                                      |                             |   |                         |    |    |                                |
|---|--------------------------------------|-----------------------------|---|-------------------------|----|----|--------------------------------|
| Ronald L. Salois<br>Sutton , MA, USA            | Wholesale<br>Beverage<br>Distributor | Director                    | Director, Fidelity<br>Mutual Holding Co.<br>and Life Design<br>Holding Co.        | Owner                   | 0% | 0% | Atlas Distributing Inc.<br>50% |
| Janet Chambers<br>Leominster, MA, USA           | CPA                                  | Director                    | Director, Fidelity<br>Mutual Holding Co.<br>and Life Design<br>Holding Co.        | Partner                 | 0% | 0% | Reagan & Company P.C.<br>50%   |
| Scott Howard<br>Littleton, MA, USA              | Manufacturer<br>of adhesives         | Director<br>and Life Design | Director, Fidelity<br>Mutual Holding Co.<br>Holding Co.                           | CEO<br>PolyVisions Inc. | 0% | 0% | Bemis Associates (28%)         |
| John H. Allen<br>Barre, MA, USA                 | Life Insurance<br>Agent              | Director                    | Director, Fidelity<br>Mutual Holding Co.<br>and Life Design<br>Holding Co.        | n/a                     | 0% | 0% | n/a                            |
| Maureen Marshall<br>Barre, MA, USA              | Superintendent<br>of Schools         | Director                    | Director, Fidelity<br>Mutual Holding Co<br>and Life Design<br>Holding Co.         | n/a                     | 0% | 0% | n/a                            |
| Brian Cirelli<br>Barre, MA, USA                 | Owner                                | Director                    | Director ,Life<br>Design Holding Co.<br>Director Fidelity<br>Mutual Holding Co.   | Sole Owner              | 0% | 0% | Cirelli Real Estate (100%)     |
| Edward J. McLaughlin, Jr<br>Leominster, MA, USA | retired                              | Director                    | Director, Life Design,<br>Holding Co.<br>Director, Fidelity<br>Mutual Holding Co. | n/a                     | 0% | 0% | n/a                            |
| Dean R. Sweeney<br>Winchendon, MA, USA          | retired                              | Director                    | Director, Life Design,<br>Holding Co.<br>Director, Fidelity<br>Mutual Holding Co. | n/a                     | 0% | 0% | n/a                            |

**Form FR-Y6, Fidelity Co-operative Bank, Report #4 Insiders, 12/31/18 (cont.)**

|  |     |   |  |     |    |    |     |
|--|-----|---|--|-----|----|----|-----|
| Christopher W. McCarthy<br>Holden, MA, USA | n/a | President/COO   | President/COO Fidelity Mutual Holding Co. and Life Design Holding Co.                          | n/a | 0% | 0% | n/a |
| Barry D. Bliss<br>Framingham, MA, USA      | n/a | Sr. Vice President<br>Chief Commercial<br>Banking Officer | SVP/Chief Commercial, Banking Officer, Fidelity Mutual Holding Co. and Life Design Holding Co. | n/a | 0% | 0% | n/a |
| Deborah Sendrowski<br>Sterling, MA, USA    | n/a | Sr. Vice President<br>Human Resources                     | SVP, Fidelity Mutual Holding Co., and Life Design Holding Co.                                  | n/a | 0% | 0% | n/a |
| Dana Roberts<br>Townsend, MA, USA          | n/a | n/a   | Sr. Vice President<br>Fidelity Co-operative<br>Bank  | n/a | 0% | 0% | n/a |
| Lisa Krywucki<br>Groton, MA, USA           | n/a | n/a   | Sr. Vice President<br>Fidelity Co-operative<br>Bank  | n/a | 0% | 0% | n/a |
| Jennifer Conrad<br>Worcester, MA, USA      | n/a | n/a   | Sr. Vice President<br>Fidelity Co-operative<br>Bank  | n/a | 0% | 0% | n/a |
| Sheila Julien<br>Groton, MA, USA           | n/a | n/a   | Sr. Vice President<br>Fidelity Co-operative<br>Bank  | n/a | 0% | 0% | n/a |
| Laurie Benson<br>Westminster, MA, USA      | n/a | n/a   | Sr. Vice President<br>Fidelity Co-operative<br>Bank  | n/a | 0% | 0% | n/a |
| Jennifer Ledoux<br>Fitchburg, MA           | n/a | n/a   | Sr. Vice President &<br>Risk Officer, Fidelity<br>Co-operative Bank                            | n/a | 0% | 0% | n/a |



**Form FR-Y6, Fidelity Co-operative Bank, Report #4 Insiders, 12/31/18 (concluded)**

|                                   |     |                    |   |     |    |    |     |
|-----------------------------------|-----|--------------------|---|-----|----|----|-----|
| Peter Ishkanian<br>Shrewsbury, MA | n/a | n/a                | Vice President<br>Fidelity Co-operative<br>Bank   | n/a | 0% | 0% | n/a |
| Derek Beahn<br>Douglas, MA        | n/a | n/a                | Vice President<br>Fidelity Co-operative<br>Bank   | n/a | 0% | 0% | n/a |
| Connie Loveland<br>Killingly, CT  | n/a | Sr. Vice President | SVP/Chief Financial<br>Officer, Fidelity Mutual<br>Holding Co & Life Design<br>Holding Co | n/a | 0% | 0% | n/a |
| James Notaro<br>Worcester, MA     | n/a | n/a                | Vice President<br>Fidelity Co-operative<br>Bank   | n/a | 0% | 0% | n/a |
| Linda Carmichael<br>Fitchburg, MA | n/a | n/a                | Vice President<br>Fidelity Co-operative<br>Bank   | n/a | 0% | 0% | n/a |
| Brad Kirlin<br>Maynard, MA        | n/a | n/a                | Sr. Vice President &<br>Chief Technology Officer<br>Fidelity Co-operative Bank            | n/a | 0% | 0% | n/a |
| Jennifer Leger<br>Leominster, MA  | n/a | n/a                | Vice President<br>Fidelity Co-operative<br>Bank   | n/a | 0% | 0% | n/a |