



THE COMMONWEALTH OF MASSACHUSETTS
DIVISION OF BANKS
&
BOARD OF BANK INCORPORATION
1000 Washington Street, 10th Floor, Boston, Massachusetts 02118

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February 29, 2016

ACTIVITY REPORT

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This notice serves to inform you concerning activity involving hearings, decisions, and matters pending before either the Commissioner of Banks or the Board of Bank Incorporation.

BOARD OF BANK INCORPORATION

Decisions

ESB Bancorp, MHC (MHC) and ESB Bancorp, Inc. (Bancorp), Easthampton – permission to each become a bank holding company through the direct and indirect acquisition of Hometown Bank, Oxford. MHC and Bancorp are the mutual holding company and mid-tier stock holding company, respectively, of Easthampton Savings Bank, Easthampton. Upon consummation of the transaction, MHC and Bancorp would be the mutual holding company and mid-tier holding company for both Easthampton Savings Bank and Hometown Bank – approved February 25, 2016.

DIVISION OF BANKS

Decisions

Align Credit Union, Lowell – permission to relocate its branch office from 969 Concord Street, Framingham to 235 Old Connecticut Path, Framingham – approved February 2, 2016.

Blue Hills Bank, Hyde Park – notice to establish a branch office at 85 Seaport Boulevard, Boston – non-objection issued February 25, 2016.

Cambridge Trust Company, Cambridge – permission to close its branch office located at 152 Lincoln Road, Lincoln – approved February 24, 2016.

East Boston Savings Bank, East Boston – notice to establish a branch office at 1441 Beacon Street, Brookline – non-objection issued February 24, 2016.

Fidelity Co-operative Bank (Fidelity), Fitchburg and Barre Savings Bank (Barre), Barre – permission for Barre to merge with and into Fidelity under the charter and by-laws of Fidelity. The main office of Fidelity would remain the main office of the continuing institution and the banking offices of Barre would be retained as branch offices – approved February 5, 2016.

This Activity Report can be accessed within six business days after the above date at the Division's web site found at <http://www.mass.gov/dob/>

St. Mary's Credit Union, Marlborough – permission to amend its by-laws to expand the associations which qualify persons for membership. The amendment relative to membership eligibility proposes to now add membership for persons residing, working, attending school, or having a place of business in the counties of Norfolk and Suffolk and those attending school or having a place of business in the counties of Middlesex and Worcester – approved February 23, 2016.

Applications/Notices Pending

Alden Credit Union, Chicopee – permission to close its branch office within Big Y Supermarket, 44 Willimansett Street, South Hadley. Comment period ended February 24, 2016.

Align Credit Union (Align), Lowell and Holy Family Hospital Employees Federal Credit Union (Holy Family), Methuen – permission for Holy Family to merge with and into Align under the charter, by-laws and name of Align Credit Union. The main office of Align would remain the main office of the continuing institution and the sole banking office of Holy Family would be retained as a branch office for a minimum of 18 months. Comment period ended February 26, 2016.

Cape Cod Five Cents Savings Bank (The), Harwich Port - permission to (1) purchase certain assets and assume certain deposit and other liabilities of the branch office of Mutual Bank located at 668 Main Street, Falmouth; and in connection therewith (2) establish and maintain a branch office at that location; and (3) relocate its branch office from 763 Main Street, Falmouth to 668 Main Street, Falmouth. Comment period ends March 4, 2016.

Eagle Bank, Everett – permission to close its branch office located at 171 Massachusetts Avenue, Lexington. Comment period ends March 3, 2016.

East Boston Savings Bank, East Boston – notice to establish a mobile branch office. Filed February 2, 2016.

Eastern Bank, Boston – permission to relocate its branch office from 125 Washington Street, Salem to 139 Washington Street, Salem. Comment period ended February 25, 2016.

HarborOne Bank, Brockton – permission to reorganize into a mutual holding company, HarborOne Mutual Bancshares, as part of a multi-step transaction with a mid-tier holding company, HarborOne Bancorp. Inc. (Bancorp) and the issuance of up to 49.9% of the stock of Bancorp. Comment period ends April 1, 2016.

Metro Credit Union (Metro), Chelsea – permission to (1) merge with Newton Teachers Credit Union (Newton Teachers), Newton; and (2) as part of this merger transaction, amend the by-laws of Metro to include Newton Teachers' current membership eligibility. Under the terms of the merger, Newton Teachers will merge with and into Metro under the charter, by-laws and name of Metro Credit Union. The main office of Metro would remain the main office of the continuing credit union and the sole banking office of Newton Teachers would not be retained as a branch office of Metro. Comment period ends March 11, 2016.

Mutual Bank, Whitman – permission to close its branch office located at 668 Main Street, Falmouth. In connection with this petition, Mutual Bank has entered into an agreement whereby The Cape Cod Five Cents Savings Bank, Harwich Port, would, subject to regulatory approval and consummation of the transaction, purchase certain assets and assume certain deposit and other liabilities of that office and maintain that location as a branch office. Comment period ends March 4, 2016.

OneUnited Bank, Boston – permission to close its branch offices located at 1) 6810 La Tijera Boulevard, Los Angeles, CA; and 2) 1335 North Lake Avenue, Pasadena, CA. Comment periods end March 14, 2016.

Pentucket Bank, Haverhill – permission to reorganize into a mutual holding company, Pentucket Bank Holdings, MHC with a mid-tier holding company, Pentucket Bancorp, Inc., in a multi-step transaction. Comment period ended December 16, 2015.

Randolph Savings Bank (Randolph), Randolph and First Federal Savings Bank (First Federal), Boston – permission for First Federal to merge with and into Randolph under the charter, by-laws and name of Randolph as part of a multi-step transaction. The main office of Randolph would remain the main office of the continuing institution and the sole banking office of First Federal would be retained as a branch office of Randolph. Comment period ended November 12, 2015.

MARCH 2016 FILING DATE

Complete applications for the March Activity Report must be received by the Division or the Board on or before 5:00 p.m., Tuesday, March 15, 2016.

COMMUNITY REINVESTMENT ACT DESCRIPTIVE RATINGS AND EVALUATIONS
WHICH BECAME PUBLIC DURING THE MONTH

The following state-chartered banks and credit unions and licensed mortgage lenders have Community Reinvestment Act descriptive ratings and evaluations describing the basis for the rating issued by the Division of Banks. The ratings, as set out in statute, for a bank's or credit union's record of meeting community credit needs are: Outstanding (O); High Satisfactory (HS); Satisfactory (S); Needs to Improve (NI); and Substantial Noncompliance (SNC). Licensed mortgage lenders are also assigned one of these ratings to describe their record of meeting the mortgage credit needs in the Commonwealth of Massachusetts.

A consolidated list of all ratings can be found at www.mass.gov/dob.

A copy of an individual CRA evaluation is available directly from the bank, credit union, or mortgage lender which is required by law to make the material available upon request, or from the Division's web site.

<u>MORTGAGE LENDER</u>	<u>RATING</u>	<u>DATE OF EXAMINATION</u>
Plaza Home Mortgage, Inc.	HS	12/02/2015
Ark-La-Tex Financial Services, LLC	S	04/13/2015

BANK INSURANCE SALES

Equitable Co-operative Bank – approved February 10, 2016

REGULATIONS

NOTICE OF PUBLIC HEARING

Pursuant to the provisions of Massachusetts General Laws chapter 167, sections 1A and 6, and chapter 171, section 16, and in accordance with Massachusetts General Laws chapter 30A, section 2, a public hearing will be held on Monday, April 11, 2016 at 3:00 p.m., 1000 Washington Street, Hearing Room 1-E, Boston, Massachusetts, at which the Division of Banks (Division) will receive oral comments relative to the proposed repeal of 209 CMR 4.00: Compliance with Federal Law and Regulation and the proposed amendments to regulation 209 CMR 43.00: Audit Requirements for Credit Unions.

The Division proposes to repeal 209 CMR 4.00, the purpose of which was to cross reference existing federal regulations governing the Deposit of Securities for Safekeeping by Banks, Security and Protection of Banks, and Truth In Savings in order to provide regulatory consistency between federal and state regulations and to reduce the regulatory burden on state-chartered banks and credit unions for compliance with these regulations. The Division proposes to repeal 209 CMR 4.00 because the authorities for several provisions of this regulation were repealed as part of the recent Bank Modernization law, Chapter 482 of the Acts of 2014. The Division notes that one provision is still required by M.G.L. c. 167, section 1A relative to the security and protection of credit unions. The Division is proposing that this one provision be added to another regulation governing credit unions, 209 CMR 43.00. Additional changes may be made based on comments received at the public hearing or during the comment period.

Written comments may be submitted to the Massachusetts Division of Banks, 1000 Washington St., 10th Floor, Boston, MA 02118-6400 or at dob.comments@state.ma.us until 5:00 p.m. on Thursday, April 14, 2016. A copy of the proposed repeal and proposed amendments is available at, and copies may be obtained from, the Massachusetts Division of Banks or at www.mass.gov/dob.

Proposed amendments to regulation 209 CMR 50.00: *Parity with Federal Credit Unions* remain pending. Additional updates will be posted on the Division's website at www.mass.gov/dob.

The Division's review of each of the Division's regulations is ongoing pursuant to Executive Order 562, issued by Governor Baker on March 31, 2015. Updates on the Division's review of its regulations will be posted on the Division's website at www.mass.gov/dob.

BANK AND CREDIT UNION APPLICATION PROCESS TIMING

As a general rule, applications by banks and credit unions other than those that are subject to a review period set out in statute are intended to be processed and completed within the monthly cycle for which the bank and credit union applies. That review period for such processing is approximately 45 days or less from the date the application is filed with the Division. A decision on the application is generally issued within 5 business days after the review period is completed. The decision then will be reported on the monthly Activity Report for the month in which the decision was issued. The timing of the overall review process including the issuance of a decision and the listing on the monthly Activity Report will be dependent on the applicant's compliance with all statutory, regulatory and administrative requirements. Applications before the Massachusetts Board of Bank Incorporation are subject to separate timing schedules as set out in the applications of the Board.

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