

Annual Return/Report of Employee Benefit Plan
 This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).
▶ Complete all entries in accordance with the instructions to the Form 5500.

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A This return/report is for: a multiemployer plan; a multiple-employer plan; or
 a single-employer plan; a DFE (specify) _____

B This return/report is: the first return/report; the final return/report;
 an amended return/report; a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here.

D Check box if filing under: Form 5558; automatic extension; the DFVC program;
 special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan <u>CBERA PLAN A</u>	1b Three-digit plan number (PN) ▶ <u>333</u>
	1c Effective date of plan <u>01/16/1946</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>COOPERATIVE BANKS EMPLOYEES RETIREMENT ASSOCIATION</u> <u>ONE EDGEWATER DRIVE</u> <u>NORWOOD, MA 02062</u>	2b Employer Identification Number (EIN) <u>04-6035593</u>
	2c Sponsor's telephone number <u>781-551-8500</u>
	2d Business code (see instructions) <u>522190</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>07/16/2013</u>	<u>G. KEVIN FOX</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>07/16/2013</u>	<u>G. KEVIN FOX</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address <input type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address COOPERATIVE BANKS EMPLOYEES RETIREMENT ASSOCIATION ONE EDGEWATER DRIVE NORWOOD, MA 02062	3b Administrator's EIN 04-6035593 3c Administrator's telephone number 781-551-8500
--	---

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
---	-----------------------------------

5 Total number of participants at the beginning of the plan year	5 4378
---	---------------

6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).	
a Active participants.....	6a 3213
b Retired or separated participants receiving benefits.....	6b 21
c Other retired or separated participants entitled to future benefits.....	6c 1381
d Subtotal. Add lines 6a , 6b , and 6c	6d 4615
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 20
f Total. Add lines 6d and 6e	6f 4635
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 4569
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 167

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
--	----------

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
 2E 2F 2G 2J 2K 2R 2S 2T

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
---	---

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input type="checkbox"/> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input checked="" type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)
--	--

**SCHEDULE C
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>CBERA PLAN A</u>	B Three-digit plan number (PN) ▶	<u>333</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COOPERATIVE BANKS EMPLOYEES RETIREMENT ASSOCIATION</u>	D Employer Identification Number (EIN) <u>04-6035593</u>	

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... Yes No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

T. ROWE PRICE RETIREMENT PLAN SRV.

52-1714114

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 18 19 21 28 33 37 38 52 64 65 71		0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	443382	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

COOP. BANKS EMPLOYEES RET ASSN.

04-6035593

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
14		223200	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

NEW ENGLAND PENSION CONSULTANTS

04-2927339

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27		75000	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

WOLF & COMPANY, P.C.

04-2689883

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10		39500	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

ROPES & GRAY

04-2233412

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29		23651	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

P-SOLVE CASSIDY

04-3513306

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
38		7875	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
 (complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

**SCHEDULE D
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
CBERA PLAN A

B Three-digit plan number (PN) ▶ 333

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
COOPERATIVE BANKS EMPLOYEES RETIREMENT ASSOCIATION

D Employer Identification Number (EIN)
04-6035593

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: TRP EQUITY INDEX TRUST FUND

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 52-6559833-001 **d** Entity code C **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8762821

a Name of MTIA, CCT, PSA, or 103-12 IE: TRP STABLE VALUE FUND

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 52-1309931-001 **d** Entity code C **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 69864797

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN **d** Entity code **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN **d** Entity code **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN **d** Entity code **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN **d** Entity code **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN **d** Entity code **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
---	--	---

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012	
A Name of plan CBERA PLAN A	B Three-digit plan number (PN) ▶ 333
C Plan sponsor's name as shown on line 2a of Form 5500 COOPERATIVE BANKS EMPLOYEES RETIREMENT ASSOCIATION	D Employer Identification Number (EIN) 04-6035593

Part I	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets	(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a 0	0
b Receivables (less allowance for doubtful accounts):		
(1) Employer contributions	1b(1) 97176	63122
(2) Participant contributions	1b(2) 143947	114925
(3) Other.....	1b(3) 0	0
c General investments:		
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1) 0	0
(2) U.S. Government securities.....	1c(2) 0	0
(3) Corporate debt instruments (other than employer securities):		
(A) Preferred	1c(3)(A) 0	0
(B) All other.....	1c(3)(B) 0	0
(4) Corporate stocks (other than employer securities):		
(A) Preferred	1c(4)(A) 0	0
(B) Common	1c(4)(B) 0	0
(5) Partnership/joint venture interests	1c(5) 0	0
(6) Real estate (other than employer real property)	1c(6) 0	0
(7) Loans (other than to participants)	1c(7) 0	0
(8) Participant loans	1c(8) 7190326	7846043
(9) Value of interest in common/collective trusts.....	1c(9) 74997817	78627618
(10) Value of interest in pooled separate accounts.....	1c(10)	
(11) Value of interest in master trust investment accounts	1c(11) 0	0
(12) Value of interest in 103-12 investment entities	1c(12) 0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13) 220109535	258598489
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	
(15) Other	1c(15) 1112862	1457424

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation.....	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	303651663	346707621

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	39714	49580
i Acquisition indebtedness	1i	0	0
j Other liabilities.....	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	39714	49580

Net Assets

l Net assets (subtract line 1k from line 1f).....	1l	303611949	346658041
---	----	-----------	-----------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)	8698126	
(B) Participants	2a(1)(B)	15710526	
(C) Others (including rollovers).....	2a(1)(C)	3153338	
(2) Noncash contributions	2a(2)	0	27561990
(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	314114	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		
(2) Dividends: (A) Preferred stock.....	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	0	
(D) Total dividends. Add lines 2b(2)(A), (B), and (C)	2b(2)(D)		0
(3) Rents.....	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		2827906
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		34157599
c Other income.....	2c		168368
d Total income. Add all income amounts in column (b) and enter total.....	2d		65029977

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	21075558	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		21075558
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	71026	
(2) Contract administrator fees	2i(2)	223200	
(3) Investment advisory and management fees	2i(3)	75036	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		369262
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		21444820

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		43585157
l Transfers of assets:			
(1) To this plan.....	2l(1)		3904632
(2) From this plan	2l(2)		4443697

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) Unqualified **(2)** Qualified **(3)** Disclaimer **(4)** Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? Yes No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: WOLF & COMPANY, P.C.

(2) EIN: 04-2689883

d The opinion of an independent qualified public accountant is **not attached** because:

(1) This form is filed for a CCT, PSA, or MTIA. **(2)** It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	0
4b		X	0

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	0
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	0
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	0
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	0
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	0
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	0
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... Yes No Amount: 0

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
CBERA PLAN C	04-6035593	334

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection.
--	--	---

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>CBERA PLAN A</u>	B Three-digit plan number (PN) ▶	<u>333</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COOPERATIVE BANKS EMPLOYEES RETIREMENT ASSOCIATION</u>	D Employer Identification Number (EIN) <u>04-6035593</u>	

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....

1	<u>0</u>
----------	----------

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):
 EIN(s): 52-1481931

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....

3	<u>0</u>
----------	----------

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... Yes No N/A
If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a	
b Enter the amount contributed by the employer to the plan for this plan year	6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c	

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? Yes No N/A

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... Yes No N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... Increase Decrease Both No

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... Yes No

11 a Does the ESOP hold any preferred stock? Yes No

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... Yes No

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? Yes No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: Hourly Weekly Unit of production Other (specify): _____

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: Hourly Weekly Unit of production Other (specify): _____

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: Hourly Weekly Unit of production Other (specify): _____

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: Hourly Weekly Unit of production Other (specify): _____

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: Hourly Weekly Unit of production Other (specify): _____

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: Hourly Weekly Unit of production Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	0
b The plan year immediately preceding the current plan year.....	14b	0
c The second preceding plan year	14c	0

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	0
b The corresponding number for the second preceding plan year	15b	0

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	0
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	0

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment.

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

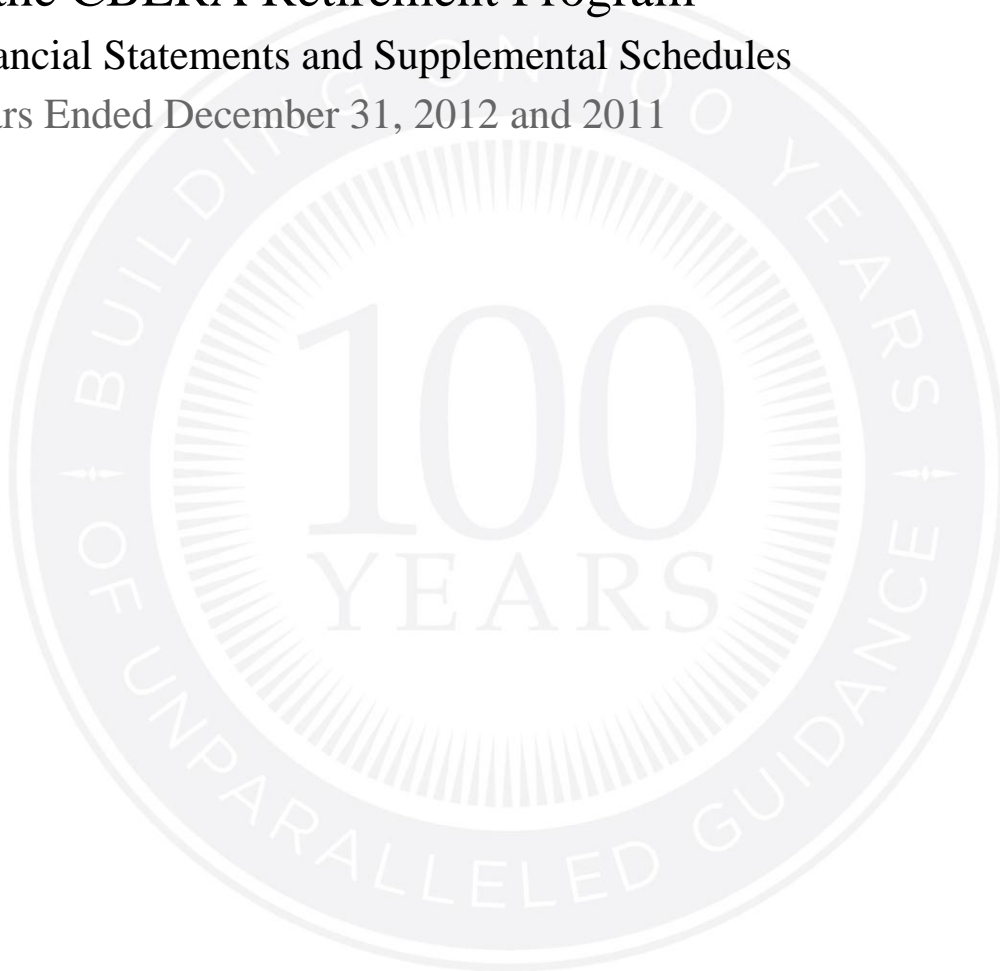
18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
 0-3 years 3-6 years 6-9 years 9-12 years 12-15 years 15-18 years 18-21 years 21 years or more
- c** What duration measure was used to calculate line 19(b)?
 Effective duration Macaulay duration Modified duration Other (specify): _____



The Defined Contribution Plan (Plan A)
of the CBERA Retirement Program
Financial Statements and Supplemental Schedules
Years Ended December 31, 2012 and 2011



The Defined Contribution Plan (Plan A) of the CBERA Retirement Program

E.I.N. 04-6035593

Plan Number 333

Financial Statements and Supplemental Schedules
for the Years Ended December 31, 2012 and 2011

Table of Contents

Independent Auditors' Report	1-2
Statements of Net Assets Available for Benefits at December 31, 2012 and 2011	3
Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2012 and 2011	4
Notes to Financial Statements for the years ended December 31, 2012 and 2011	5-14
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)	15
Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year)	16



Independent Auditors' Report

To the Board of Trustees of the Cooperative Banks Employees Retirement Association

Report on the Financial Statements

We have audited the accompanying financial statements of The Defined Contribution Plan (Plan A) of the CBERA Retirement Program (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of The Defined Contribution Plan (Plan A) of the CBERA Retirement Program as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Other Matter – Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of assets (held at end of year) and assets (acquired and disposed of within year) as of and for the year ended December 31, 2012 are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States or America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Wolf + Company, P.C.

Boston, Massachusetts

July 10, 2013

The Defined Contribution Plan (Plan A) of the CBERA Retirement Program

Statements of Net Assets for Benefits

December 31, 2012 and 2011

	2012	2011
Assets:		
Investments:		
At fair value:		
Stable value fund	\$ 72,868,285	\$ 69,650,266
International equity mutual fund	20,814,962	19,170,788
Fixed income mutual fund	37,015,287	34,141,644
Domestic large cap equity mutual funds	75,683,970	64,607,757
Domestic small cap mutual fund	10,848,320	9,199,914
Balanced retirement date funds	122,998,771	100,766,014
Brokerage accounts	1,457,424	1,112,862
Total investments	341,687,019	298,649,245
Receivables:		
Employer contributions	63,122	97,176
Participant contributions	114,925	143,947
Notes receivable from participants	7,846,043	7,190,326
Total receivables	8,024,090	7,431,449
Total assets	349,711,109	306,080,694
Liabilities:		
Accounts payable and accrued expenses	49,580	39,714
Net assets reflecting investments at fair value	349,661,529	306,040,980
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	(3,003,488)	(2,429,031)
Net assets available for benefits	\$ 346,658,041	\$ 303,611,949

See notes to financial statements.

The Defined Contribution Plan (Plan A) of the CBERA Retirement Program

Statements of Changes in Net Available for Benefits

Years Ended December 31, 2012 and 2011

	2012	2011
Additions to net assets attributed to:		
Investment income:		
Net appreciation (depreciation) in fair value of investments	\$ 28,934,534	\$ (7,185,838)
Dividend and interest income	8,219,339	7,444,673
Total investment income	37,153,873	258,835
Interest income - participant notes	314,114	348,656
Contributions:		
Employer contributions	8,698,126	8,262,414
Employee contributions	18,863,864	16,034,997
Transfers into the Plan	3,904,632	-
Total contributions	31,466,622	24,297,411
Total additions	68,934,609	24,904,902
Deductions from net assets attributed to:		
Distributions:		
Transfers to Plan C for payment of benefits	4,443,697	2,842,288
Payment of benefits through lump-sum distributions	21,075,558	15,214,109
Transfers out of the Plan	-	7,508,323
Total distributions	25,519,255	25,564,720
Administrative expenses	369,262	337,284
Total deductions	25,888,517	25,902,004
Net increase (decrease)	43,046,092	(997,102)
Net assets available for benefits:		
Beginning of the year	303,611,949	304,609,051
End of the year	\$ 346,658,041	\$ 303,611,949

See notes to financial statements.

The Defined Contribution Plan (Plan A) of the CBERA Retirement Program

Notes to Financial Statements

Years Ended December 31, 2012 and 2011

1. DESCRIPTION OF THE PLAN

The following description of The Defined Contribution Plan (Plan A) of the CBERA Retirement Program (“Plan A” or the “Plan”) is provided for general information purposes only. Participants should refer to the plan agreement for a more complete description of the Plan’s provisions.

General - The Cooperative Banks Employees Retirement Association (the “Association”) is organized for the purpose of administering the pension programs for the employees of the Massachusetts Cooperative Bank industry, and any bank or credit union chartered by the Commonwealth of Massachusetts or which has a federal charter with its main office located in Massachusetts. The Association administers from separate plans - Plan A, Plan C and the pension plans of the Institution for Savings and Adams Community Bank. The Association provides the medium through which funds are collected, invested, accumulated, and paid out to provide pension benefits for eligible employees.

Plan A is a defined contribution plan incorporating the provisions of Section 401(k) of the Internal Revenue Code (the “Code”). Employees of participating employers can participate in Plan A on the first of the month following, generally, the completion of one year of service and the attainment of age 21. Employees must generally contribute at least 1% of their salary if their employer provides a match. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Contributions - Eligible employees may contribute to Plan A up to 75% of their salary on a pre-tax or Roth basis and 74% on an after-tax basis up to a combined maximum of 75% of their salary. Participating employers generally have varying matching percentages ranging from 25% to 200% of an employee’s contributions, as elected by the employer on behalf of the employee.

Employee Accounts - Employee contributions are credited to each employee’s individual account. The employer’s matching contribution is credited to each employee’s matching contribution account. The value of the Plan’s assets is allocated to the accounts at certain valuation dates.

Vesting - Employees are fully and immediately vested in their individual accounts. Vesting in the employee’s matching or discretionary contribution account is based on years of service under one of three vesting schedules elected by the participating employer as follows; 1) upon the completion of two years of service, an employee becomes 20% vested and is 100% vested after six years of service, or at early or normal retirement date regardless of years of service, 2) full and immediate vesting, or 3) three year cliff vesting.

The Defined Contribution Plan (Plan A) of the CBERA Retirement Program

Notes to Financial Statements (Continued)

DESCRIPTION OF THE PLAN (concluded)

Notes Receivable from Participants - Participants of the Plan are permitted to borrow up to 50% of the vested portion of their account or \$50,000, whichever is less. Interest is charged on the unpaid balance at a rate equal to the Federal Home Loan Bank five-year advances rate plus 2% as determined for the month of issue. At December 31, 2012 and 2011, the prevailing interest rates on outstanding loans range from 3.14% to 7.81% and 3.71% to 9.25%, respectively.

Payment of Benefits - Employees are generally eligible for benefit payments at termination of employment. Additional benefit payment options are available after termination of employment after normal retirement age 65, or after early retirement (age 50 with 15 years of service; age 55 with 5 years of service; or age 62).

Benefit payments are equal to the vested contribution account balances as determined at the most recent previous valuation date.

Lump-sum distributions are paid directly from Plan A. For other distributions, employee accounts are transferred to Plan C, from which pension benefits are paid.

Forfeitures - Upon termination of employment, the unvested portion of an employee's matching or discretionary contribution account, if any, remains credited to the benefit of the employee until five one-year breaks in service have passed or when the employee withdraws their vested portion, at which time it is used to reduce future contributions from the respective employer. During plan years ending December 31, 2012 and 2011, forfeited nonvested accounts activity totaled \$388,480 and \$234,401, respectively.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Method of Accounting - The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Trustees to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

The Defined Contribution Plan (Plan A) of the CBERA Retirement Program

Notes to Financial Statements (Continued)

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment in Fully Benefit-Responsive Investment Contracts - Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a collective trust. The statement of net assets available for benefits presents the fair value of the investment in the collective trust as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment in contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Investment Valuation and Income Recognition - Investments in mutual funds are valued at the net asset value of shares held by the Plan at year end. Common stocks in the brokerage accounts are stated at fair value based on quoted market prices. The Plan's interest in the Stable Value Fund is valued at estimated fair value as determined by T. Rowe Price and adjusted to contract value in the financial statements. Investment transactions are recorded on the trade date basis. Interest income is recorded as earned on the accrual basis. Dividend income is recorded on the ex-dividend date.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Fair Value Hierarchy - Accounting principles have established a hierarchal framework which prioritizes and ranks the level of market price observability used in measuring investments at fair value. Market price observability is impacted by a number of factors, including the type of investment and the characteristics specific to the investment. Investments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

Investments held by the Plan are measured using inputs from the three levels of the fair value hierarchy. Inputs are broadly defined as assumptions market participants would use in pricing an asset. The three levels of the fair value hierarchy are as follows:

Level 1 – Inputs are unadjusted quoted prices in active markets for identical assets that the reporting entity has the ability to access at the measurement date.

The Defined Contribution Plan (Plan A) of the CBERA Retirement Program

Notes to Financial Statements (Continued)

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (concluded)

Fair Value Hierarchy (concluded)

Level 2 – Inputs include quoted prices for similar assets in active markets, quoted prices for identical or similar assets in markets that are not active, inputs other than quoted prices that are observable for the assets (i.e., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3 – Inputs include unobservable inputs that reflect management’s assumptions about the assumptions that market participants would use in pricing the asset. Management develops these inputs based on the best information available, including the entity’s own data.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment’s level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The Plan’s assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the investment.

The Plan recognizes transfers between levels at the end of the reporting period as if the transfers occurred on the last day of the reporting period. There were no transfers during 2012 and 2011.

Benefits to Participants - Benefits to participants are recorded when paid.

Administrative Expenses - Certain administrative expenses are charged directly to the Plan. These expenses include audit, trustee, recordkeeping, investment, legal and Plan consulting expenses.

The Defined Contribution Plan (Plan A) of the CBERA Retirement Program

Notes to Financial Statements (Continued)

3. INVESTMENTS

The fair values of the following individual investments represent 5% or more of the net assets available for benefits at December 31, 2012 and 2011:

	2012	2011
Investments at fair value:		
T. Rowe Price Stable Value Fund	\$ 72,868,285	\$ 69,650,266
Templeton Institutional Funds Foreign Equity Series	20,814,962	19,170,788
T. Rowe Price Spectrum Income Fund	37,015,287	34,141,644
T. Rowe Price Blue Chip Growth Fund	36,909,924	30,578,860
T. Rowe Price Equity Income Fund	30,011,225	26,252,316
T. Rowe Price Retirement Fund 2010	*	15,621,867
T. Rowe Price Retirement Fund 2020	36,602,681	30,674,745

* Investment did not represent 5% or more of the Plan's net assets at respective year end.

The Plan's investments, including gains and losses on mutual funds and self directed brokerage accounts bought and sold as well as held during the year, appreciated (depreciated) in value by \$28,934,534 and (\$7,185,838) during 2012 and 2011, respectively.

Net appreciation (depreciation) in fair value by investment type is as follows:

	2012	2011
Mutual funds	\$ 28,798,842	\$ (7,162,496)
Brokerage accounts	135,692	(23,342)
Net appreciation (depreciation)	\$ 28,934,534	\$ (7,185,838)

Stable Value Fund

The Plan invests in the T. Rowe Price Stable Value Common Trust Fund (the "Stable Value Fund") which in turn invests in guaranteed and synthetic investment contracts ("GICs" and "SICs"). GICs are annuity contracts issued by an insurance company. SICs are portfolios of securities (debt securities or units of collective trusts) owned by the Stable Value Fund with wrap contracts associated with the portfolios. The contracts are included in the statements of net assets available for benefits at fair value and include an adjustment to contract value.

The Defined Contribution Plan (Plan A) of the CBERA Retirement Program

Notes to Financial Statements (Continued)

INVESTMENTS (continued)

Stable Value Fund (concluded)

Since the GICs and SICs are fully benefit-responsive, fair value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the Stable Value Fund. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value, as reported to the Plan by the Stable Value Fund represents contributions made to the Stable Value Fund, plus credited interest, less participant withdrawals and administrative expenses.

There are no reserves against contract value for credit risk of the contract or wrap issuers or otherwise. The fair value of the investment contract at December 31, 2012 and 2011 was \$72,868,285 and \$69,650,266, respectively. The crediting interest rate is based upon a formula agreed upon with the issuers. Such interest rates are reviewed by the issuers on a quarterly basis for resetting.

Certain events may limit the ability of the Plan to transact at contract value. Such events include but may not be limited to the following: (1) the complete or partial termination of the Plan; (2) the establishment or activation of, or material change in, any Plan investment fund, or an amendment to the Plan or a change in the administration or operation of the Plan. The Plan does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

	<u>2012</u>	<u>2011</u>
Average yields:		
Based on actual earnings	2.36%	2.69%
Based on interest rate credited to participants	2.45%	2.97%

The Defined Contribution Plan (Plan A) of the CBERA Retirement Program

Notes to Financial Statements (Continued)

INVESTMENTS (continued)

Investments at Fair Value on a Recurring Basis

The following table summarizes the valuation of the Plan's investments measured at fair value on a recurring basis as of December 31, 2012 and 2011:

	December 31, 2012			Fair Value
	Level 1	Level 2	Level 3	
Stable value fund	\$ -	\$ 72,868,285	\$ -	\$ 72,868,285
International equity mutual fund	20,814,962	-	-	20,814,962
Fixed income mutual fund	37,015,287	-	-	37,015,287
Domestic large cap equity mutual funds	75,683,970	-	-	75,683,970
Domestic small cap mutual fund	10,848,320	-	-	10,848,320
Balanced retirement date funds	122,998,771	-	-	122,998,771
Brokerage accounts	1,457,424	-	-	1,457,424
Total investments	<u>\$ 268,818,734</u>	<u>\$ 72,868,285</u>	<u>\$ -</u>	<u>\$ 341,687,019</u>

	December 31, 2011			Fair Value
	Level 1	Level 2	Level 3	
Stable value fund	\$ -	\$ 69,650,266	\$ -	\$ 69,650,266
International equity mutual fund	19,170,788	-	-	19,170,788
Fixed income mutual fund	34,141,644	-	-	34,141,644
Domestic large cap equity mutual funds	64,607,757	-	-	64,607,757
Domestic small cap mutual fund	9,199,914	-	-	9,199,914
Balanced retirement date funds	100,766,014	-	-	100,766,014
Brokerage accounts	1,112,862	-	-	1,112,862
Total investments	<u>\$ 228,998,979</u>	<u>\$ 69,650,266</u>	<u>\$ -</u>	<u>\$ 298,649,245</u>

Investment Descriptions

The Plan's investments at December 31, 2012 consist of the following:

- *T. Rowe Price Stable Value Fund* – This fund seeks to preserve the principal investment and offers competitive income consistent with the preservation of principal.

The Defined Contribution Plan (Plan A) of the CBERA Retirement Program

Notes to Financial Statements (Continued)

INVESTMENTS (concluded)

Investment Descriptions (concluded)

- *Templeton Institutional Funds Foreign Equity Series* – This fund invests in equity securities of foreign companies.
- *T. Rowe Price Spectrum Income Fund* – This fund takes a diversified approach to high income. It may invest in other T. Rowe Price mutual funds including U.S. bond funds, international bond funds, a money market fund and an equity fund.
- *T. Rowe Price Blue Chip Growth Fund* – This fund seeks long-term growth. It invests in large and medium-sized blue chip growth companies that are well established and have the potential for above-average growth.
- *T. Rowe Price Equity Index Trust Class C* – This trust seeks long-term growth. To the extent practical, it invests in the 500 stocks that make up the S&P 500 index.
- *T. Rowe Price Equity Income Fund* – This fund seeks high income and long-term growth. It takes a relatively conservative approach by investing in stocks that pay above-average dividends.
- *T. Rowe Price Retirement Income Fund* – This fund seeks the highest total return over time by emphasizing both capital growth and income. It invests in a diversified portfolio of underlying T. Rowe Price mutual funds consisting of about 60% bonds and 40% stocks. The Retirement Income Fund is intended for retired investors who seek income and relative stability from bonds and capital appreciation potential from stocks.
- *T. Rowe Price Retirement Date Funds* – These funds invest in an actively managed portfolio with varying amounts of stocks, bonds and cash which are adjusted over time. These funds may be appropriate for those who are planning to retire close to the specified year of the funds.
- *Pennsylvania Mutual Small Cap Equity Fund* – This fund seeks to provide long-term capital appreciation by investing primarily in equity securities of companies with less than \$2.5 billion of market capitalization and domiciled, or having their principal activities in the United States.
- *Brokerage Accounts* – Provides participants the ability to select individual investments as allowed by the Plan's provisions. The composition of these accounts at December 31, 2012 and 2011 consists of \$691,770 and \$501,982 of mutual funds and \$765,654 and \$610,880 of common stock, respectively.

The Defined Contribution Plan (Plan A) of the CBERA Retirement Program

Notes to Financial Statements (Continued)

4. PLAN MERGERS

The Association may permit a tax-qualified defined contribution plan of another employer to be merged with and into the Plan. In connection with such a merger, all of the provisions of the Plan are substituted for the provisions of the other plan, except those provisions of the other plan which constitute a protected benefit right or feature within the meaning of the Internal Revenue Code (the “Code”), which provisions of the other plan shall continue to be in effect under the Plan, to the extent required by the Code and are incorporated herein by reference. Furthermore, the rights to benefits of an individual who was a participant in the other plan prior to the effective date of the merger will be determined in accordance with the provisions of the other plan as in effect from time to time prior to the effective date of the merger. There was one merger into Plan A in 2012. There were no mergers into Plan A in 2011.

5. TAX STATUS OF THE PLAN

The Plan obtained a determination letter from the Internal Revenue Service (“IRS”) dated December 16, 2008 in which the IRS stated that the Plan, as then designed was in compliance with the applicable requirements of the Code. Although the Plan has been amended since receiving the determination letter, the Plan’s administrator and the Plan’s tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code and therefore believe that the Plan is qualified and the related Trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service (“IRS”) or the Department of Labor (“DOL”). The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the IRS and DOL, however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to examinations for years prior to December 31, 2009.

6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Association has the right to terminate or amend the Plan to the extent permitted by the bylaws. In the event of plan termination, participants will become fully vested in their account balances.

The Defined Contribution Plan (Plan A) of the CBERA Retirement Program

Notes to Financial Statements (Concluded)

7. TRANSFERS OUT OF THE PLAN

In 2012, there were no transfers out of the Plan. There were two transfers out of the Plan in 2011. One transfer included all assets; the other included only assets associated with active participants.

8. RELATED PARTY TRANSACTIONS

Plan investments include shares of mutual funds managed by T. Rowe Price of which T. Rowe Price Trust Company, the Plan's custodian, and T. Rowe Price Retirement Plan Services, Inc., the recordkeeper of the Plan, are affiliated companies. Transactions with these companies qualify as party-in-interest transactions. Fees paid to these companies reduce the investment return of the related mutual fund investments.

9. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

10. RECONCILIATION TO FORM 5500

A reconciliation of total assets in the statement of net assets available for benefits and total assets on Form 5500 is as follows:

	2012	2011
Total assets as reported in the statement of net assets available for benefits	\$ 349,711,109	\$ 306,080,694
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	(3,003,488)	(2,429,031)
Total assets per Form 5500	\$ 346,707,621	\$ 303,651,663

11. SUBSEQUENT EVENTS

Management has evaluated subsequent events through July 10, 2013, which is the date the financial statements were available to be issued. There were no subsequent events that require adjustment to or disclosure in the financial statements.

The Defined Contribution Plan (Plan A) of the CBERA Retirement Program

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

E.I.N. 04-6035593

Plan Number 333

December 31, 2012

a	b	c		d	e
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Fund	Cost (1)	Current Value
		Number of Shares			
*	T. Rowe Price Mutual Funds	69,864,797	Stable Value Fund		\$ 72,868,285
	Templeton Mutual Funds	1,061,988	Institutional Funds Foreign Equity Series		20,814,962
*	T. Rowe Price Mutual Funds	2,847,330	Spectrum Income Fund		37,015,287
*	T. Rowe Price Mutual Funds	808,896	Blue Chip Growth Fund		36,909,924
*	T. Rowe Price Mutual Funds	560,283	Equity Index Trust Class C		8,762,821
*	T. Rowe Price Mutual Funds	1,134,640	Equity Income Fund		30,011,225
*	T. Rowe Price Mutual Funds	491,556	Retirement Income Fund		6,857,206
*	T. Rowe Price Mutual Funds	140,884	Retirement 2005 Fund		1,710,335
*	T. Rowe Price Mutual Funds	966,193	Retirement 2010 Fund		15,913,199
*	T. Rowe Price Mutual Funds	1,062,607	Retirement 2015 Fund		13,686,371
*	T. Rowe Price Mutual Funds	2,047,130	Retirement 2020 Fund		36,602,681
*	T. Rowe Price Mutual Funds	1,100,100	Retirement 2025 Fund		14,433,314
*	T. Rowe Price Mutual Funds	722,603	Retirement 2030 Fund		13,671,640
*	T. Rowe Price Mutual Funds	494,905	Retirement 2035 Fund		6,621,828
*	T. Rowe Price Mutual Funds	334,488	Retirement 2040 Fund		6,385,381
*	T. Rowe Price Mutual Funds	326,240	Retirement 2045 Fund		4,146,517
*	T. Rowe Price Mutual Funds	213,554	Retirement 2050 Fund		2,276,482
*	T. Rowe Price Mutual Funds	65,827	Retirement 2055 Fund		693,817
	Royce Funds	943,332	Pennsylvania Mutual Small Cap Equity Fund		10,848,320
	Tradelink Investments	1,457,424	Self directed brokerage accounts		1,457,424
*	Loans to Participants		Interest rates from 3.14% to 7.81% with maturity in one month to ten years		7,846,043
	TOTAL INVESTMENTS				<u>\$ 349,533,062</u>

* - Party-in-interest

(1) - Cost information is not required for participant directed investments.

See independent auditors' report.

The Defined Contribution Plan (Plan A) of the CBERA Retirement Program

Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year)

E.I.N. 04-6035593

Plan Number 333

Year Ended December 31, 2012

a	b	c	d
Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost of Acquisitions	Proceeds of Dispositions
Prime Reserve Fund	175,000 Shares of Prime Reserve Fund	\$ 175,000	\$ 175,000

See independent auditors' report.

The Defined Contribution Plan (Plan A) of the CBERA Retirement Program

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

E.I.N. 04-6035593

Plan Number 333

December 31, 2012

a	b	c		d	e
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Fund	Cost (1)	Current Value
		Number of Shares			
*	T. Rowe Price Mutual Funds	69,864,797	Stable Value Fund		\$ 72,868,285
	Templeton Mutual Funds	1,061,988	Institutional Funds Foreign Equity Series		20,814,962
*	T. Rowe Price Mutual Funds	2,847,330	Spectrum Income Fund		37,015,287
*	T. Rowe Price Mutual Funds	808,896	Blue Chip Growth Fund		36,909,924
*	T. Rowe Price Mutual Funds	560,283	Equity Index Trust Class C		8,762,821
*	T. Rowe Price Mutual Funds	1,134,640	Equity Income Fund		30,011,225
*	T. Rowe Price Mutual Funds	491,556	Retirement Income Fund		6,857,206
*	T. Rowe Price Mutual Funds	140,884	Retirement 2005 Fund		1,710,335
*	T. Rowe Price Mutual Funds	966,193	Retirement 2010 Fund		15,913,199
*	T. Rowe Price Mutual Funds	1,062,607	Retirement 2015 Fund		13,686,371
*	T. Rowe Price Mutual Funds	2,047,130	Retirement 2020 Fund		36,602,681
*	T. Rowe Price Mutual Funds	1,100,100	Retirement 2025 Fund		14,433,314
*	T. Rowe Price Mutual Funds	722,603	Retirement 2030 Fund		13,671,640
*	T. Rowe Price Mutual Funds	494,905	Retirement 2035 Fund		6,621,828
*	T. Rowe Price Mutual Funds	334,488	Retirement 2040 Fund		6,385,381
*	T. Rowe Price Mutual Funds	326,240	Retirement 2045 Fund		4,146,517
*	T. Rowe Price Mutual Funds	213,554	Retirement 2050 Fund		2,276,482
*	T. Rowe Price Mutual Funds	65,827	Retirement 2055 Fund		693,817
	Royce Funds	943,332	Pennsylvania Mutual Small Cap Equity Fund		10,848,320
	Tradelink Investments	1,457,424	Self directed brokerage accounts		1,457,424
*	Loans to Participants		Interest rates from 3.14% to 7.81% with maturity in one month to ten years		7,846,043
	TOTAL INVESTMENTS				<u>\$ 349,533,062</u>

* - Party-in-interest

(1) - Cost information is not required for participant directed investments.

See independent auditors' report.

The Defined Contribution Plan (Plan A) of the CBERA Retirement Program

Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year)

E.I.N. 04-6035593

Plan Number 333

Year Ended December 31, 2012

a	b	c	d
Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost of Acquisitions	Proceeds of Dispositions
Prime Reserve Fund	175,000 Shares of Prime Reserve Fund	\$ 175,000	\$ 175,000

See independent auditors' report.

Cooperative Banks Employees Retirement Association
EIN: 04-6035593 Plan Number: 333
CBERA Plan A
List of Participating Employers

<u>Bank Name</u>	<u>EIN</u>
Adams Community Bank	04-1851620
Avon Cooperative Bank	04-1053140
BankGloucester	04-1371820
Beverly Cooperative Bank	04-1087180
The Braintree Cooperative Bank	04-1115310
Braintree Insurance Services	04-3573658
Canton Co-operative Bank	04-1207230
Cape Cod Cooperative Bank	04-1148930
Charles River Bank	27-2499211
Chelsea Bank	04-2466469
Colonial Cooperative Bank	04-1166100
Commonwealth Cooperative Bank	04-1465980
Co-operative Central Bank	04-1207240
Cooperative Banks Employees Ret Assoc	04-6035593
Dean Cooperative Bank	04-1237280
Bank of Easton, a cooperative bank	04-1677520
Equitable Cooperative Bank	04-1290470
Everett Cooperative Bank	04-1294820
Exchange Authority	26-2467814
FamilyFirst Bank	04-1946380
Fidelity Cooperative Bank	20-5791745
MutualOne Bank	04-1339820
North Shore Bank, A Cooperative Bank	04-3414678
Greenfield Cooperative Bank	04-1400390
Haverhill Bank	04-1426920
Holbrook Cooperative Bank	04-1445305
Institution for Savings	04-1471660
Mansfield Bank	04-1578690
Martha's Vineyard Savings Bank	04-2188463
Mass Bay Credit Union	04-1104060
Mayflower Cooperative Bank	04-1618600
Mechanics Cooperative Bank	04-1608620
Meetinghouse Bank	04-1609810
Melrose Cooperative Bank	04-1611080
Methuen Cooperative Bank	04-1615835
Needham Bank	04-1655620
Abington Bank	04-1676630
North Cambridge Cooperative Bank	04-1677300
Northampton Cooperative Bank	04-1679455
Norwood Bank	27-2251017
Patriot Community Bank	20-3411700
Pilgrim Bank	04-1728400
The Pittsfield Cooperative Bank	04-1731230
Reading Cooperative Bank	04-1760720
The Cooperative Bank	04-1789020
Sage Bank	04-1557910
Saugusbank, a cooperative bank	04-1809560
Savers Co-operative Bank	04-1853350

Cooperative Banks Employees Retirement Association
EIN: 04-6035593 Plan Number: 333
CBERA Plan A
List of Participating Employers

<u>Bank Name</u>	<u>EIN</u>
S-Bank	04-1852680
StonehamBank, a Co-operative Bank	04-1875230
Stoughton Cooperative Bank	04-1875980
United Bank	04-1858810
The Village Bank	04-1050590
Wakefield Cooperative Bank	04-1939190
Walpole Co-operative Bank	04-1943030
Hometown Bank, A Cooperative Bank	04-1953445
Weymouth Bank	04-1853160
Winchester Cooperative Bank	04-1978070
Wrentham Cooperative Bank	04-1991475