

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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

September 30, 2018

Month / Day / Year

None

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

Reporter's Name, Street, and Mailing Address

I, Mark E. Masters

Name of the Holding Company Director and Official

President & Director

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Mechanics Financial Corporation

Legal Title of Holding Company

2 South Main St

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

Mansfield

Ohio

44902

City

State

Zip Code

N/A

Physical Location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Mark E. Masters

President & Director

Name

Title

419-524-0831, ext. 1602

Area Code / Phone Number / Extension

419-522-0646

Area Code / FAX Number

mmasters@mymechanics.com

E-mail Address

None

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

Signature of Holding Company Director and Official

12/28/2018

Date of Signature

For holding companies *not* registered with the SEC—
 Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____

Is confidential treatment requested for any portion of this report submission?

0=No	<input type="checkbox"/>
1=Yes	<input checked="" type="checkbox"/>

In accordance with the General Instructions for this report (check only one),

- 1. a letter justifying this request is being provided along with the report
- 2. a letter justifying this request has been provided separately ...

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

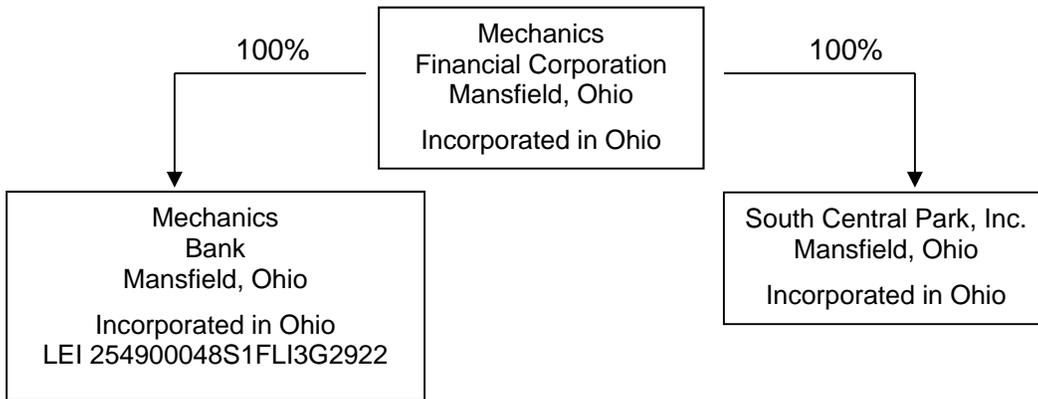
Form FR Y-6

Mechanics Financial Corporation
Mansfield, Ohio
Fiscal Year Ending September 30, 2018

Report Item

1: The bank holding company distributes an annual report to its shareholders and is not registered with the SEC. As specified by the Federal Reserve Bank of Cleveland, a pdf copy is included.

2a. Organizational Chart¹



¹ LEI is N/A unless noted

Results: A list of branches for your depository institution: **MECHANICS BANK (ID_RSSD: 943675)**.

This depository institution is held by **MECHANICS FINANCIAL CORPORATION (2395326)** of **MANSFIELD, OH**.

The data are as of **09/30/2018**. Data reflects information that was received and processed through **10/03/2018**.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below
2. If required, enter the date in the **Effective Date** column

Actions

OK: If the branch information is correct, enter 'OK' in the **Data Action** column.

Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.

Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.

Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.

Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of **Change, Close, Delete, or Add**.

The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	943675	MECHANICS BANK	2 SOUTH MAIN STREET	MANSFIELD	OH	44902	RICHLAND	UNITED STATES	Not Required	Not Required	MECHANICS BANK	943675	
OK		Full Service	4759315	CLEAR FORK BRANCH	65 MAIN STREET	BELLVILLE	OH	44813	RICHLAND	UNITED STATES	Not Required	Not Required	MECHANICS BANK	943675	
OK		Full Service	3486717	LEXINGTON BRANCH	256 EAST MAIN STREET	LEXINGTON	OH	44904	RICHLAND	UNITED STATES	Not Required	Not Required	MECHANICS BANK	943675	
OK		Limited Service	4099888	BANK ON THE GO	2 SOUTH MAIN ST	MANSFIELD	OH	44902	RICHLAND	UNITED STATES	Not Required	Not Required	MECHANICS BANK	943675	
OK		Full Service	2151504	MADISON BRANCH	980 ASHLAND ROAD	MANSFIELD	OH	44905	RICHLAND	UNITED STATES	Not Required	Not Required	MECHANICS BANK	943675	
OK		Full Service	2151456	ONTARIO BRANCH	2103 PARK AVENUE WEST	MANSFIELD	OH	44906	RICHLAND	UNITED STATES	Not Required	Not Required	MECHANICS BANK	943675	
OK		Full Service	2151483	SOUTH SIDE BRANCH	971 LEXINGTON AVENUE	MANSFIELD	OH	44907	RICHLAND	UNITED STATES	Not Required	Not Required	MECHANICS BANK	943675	
OK		Full Service	4036995	TRIMBLE ROAD BRANCH	490 NORTH TRIMBLE ROAD	MANSFIELD	OH	44906	RICHLAND	UNITED STATES	Not Required	Not Required	MECHANICS BANK	943675	
OK		Full Service	4462334	SHELBY BRANCH	140 MANSFIELD STREET	SHELBY	OH	44875	RICHLAND	UNITED STATES	Not Required	Not Required	MECHANICS BANK	943675	
OK		Full Service	4908421	FREE ROAD BRANCH	674 FREE ROAD	SHILOH	OH	44878	RICHLAND	UNITED STATES	Not Required	Not Required	MECHANICS BANK	943675	

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Mechanics Financial Corporation
Fiscal Year Ending
September 30, 2018**

Report Item 3: Shareholders

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 9-30-18			Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during fiscal year ending 9-30-18		
(1) (a) Name & Address (City, State, Country)	(1) (b) Country of Citizenship or Incorporation	(1) (c) Number & Percentage of Each Class of voting securities	(2) (a) Name & Address (City, State, Country)	(2) (b) Country of Citizenship or Incorporation	(3) (c) Number & Percentage of Each Class of voting securities
Carlton S. Fernyak, TTEE Mansfield, OH USA	USA	3257 – 7.42% common stock	David R. Hollingsworth Ft Wayne, IN USA	USA	4640 – 10.05% common stock as of 2.20.18 (after death) due to large redemption from one shareholder. FRB Cleveland was notified of single shareholder over 10% 9.30.18: Zero shares – 0%
John H. Siegenthaler Mansfield, OH USA	USA	3153 – 7.18% common stock	Date of death: 2.2.18		
Richland Bank, Division of Park National Bank, TTEE Mansfield, OH USA	USA	2412 – 5.49% common stock			

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Report Item 4: Insiders

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

(1) Name (City, State, Country)	(2) Principal Occupation if Other than with Bank Holding Company	(3) (a) Title & Position with Bank Holding Company	(3) (b) Title & Position with Subsidiaries (include names & address of subsidiaries	(3) (c) Title & Position with other Businesses (include name of other businesses)	(4) (a) Percentage of Voting Shares in Bank Holding Company (shares owned, and shares controlled but not owned)	(4) (b) Percentage of Voting share in subsidiaries (include names of subsidiaries)	(4) (c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Mark E. Masters Lucas, OH USA	N/A	Director, President	Director, President / CEO (Mechanics Bank) Director, President, Treasurer (South Central Park, Inc.)	Director Richland Carrousel Park, Inc. Board Member Richland County Foundation Board Member & Treasurer Richland County Growth Corp Board Member & VP Lucas Community Center Masters Family Farm LLC Managing Member Trustee North Central State College Board Member Richland County Development Group Member Richland County Regional Planning	1.25%	None	N/A

<p>Deborah L. Adams Mansfield, OH USA</p>	<p>N/A</p>	<p>Executive Vice President, Secretary</p>	<p>Executive Vice President, Secretary (Mechanics Bank) Director, Vice President (South Central Park, Inc.)</p>	<p>Trustee North Central State College Foundation Board Board Member United Way of Richland County</p>	<p>0.182%</p>	<p>None</p>	<p>N/A</p>
<p>Jason L. Painley Lexington, OH USA</p>	<p>N/A</p>	<p>Sr. Vice President, Treasurer</p>	<p>Sr. Vice President, Treasurer (Mechanics Bank)</p>	<p>Board Member & Treasurer United Way of Richland County Board Member Renaissance Theater Board Member Risk Management Association – Central Ohio Chapter Director Innovest Global</p>	<p>.077%</p>	<p>None</p>	<p>N/A</p>
<p>Geneva Siegenthaler Cummins Mansfield, OH USA</p>	<p>Appointed as Magistrate for Richland County Juvenile Court serving on an as- needed basis</p>	<p>Director</p>	<p>Director (Mechanics Bank)</p>	<p>Board Member & President Mansfield-Richland County Public Library Board Member & VP Friendly House Board Member Richland County Developmental Disabilities Distribution Committee Member Conard Foundation</p>	<p>.71%</p>	<p>None</p>	<p>N/A</p>

John C. Fernyak Mansfield, OH USA	President Engwiller Properties	Director	Director (Mechanics Bank)	President Engwiller Properties Treasurer On The Park Fernwood Farms Fernwood Valley Farm Fernwood Meadows Vice Chair Kingwood Center Wigton	0.20%	None	Data may be found in the confidential document
Jeffrey S. Gorman Mansfield, OH USA	President / CEO The Gorman Rupp Co.	Director	Director (Mechanics Bank)	President / CEO The Gorman Rupp Co. Director Ohio Chamber of Commerce	0.73%	None	N/A
Justin T. Marotta Mansfield, OH USA	Retired	Director	Director (Mechanics Bank)	Director Kingwood Center Gardens	0.10%	None	N/A
Thomas N. Riester Mansfield, OH USA	Retired	Director	Director (Mechanics Bank)	N/A	0.91%	None	N/A
W. Thomas Ross Mansfield, OH USA	Retired	Director	Director (Mechanics Bank)	N/A	4.48%	None	N/A

Deborah M. Schenk Mansfield, OH USA	Retired	Director	Director (Mechanics Bank)	Member Governance Council OhioHealth Mansfield and Shelby Hospitals Treasurer Mansfield City Schools Levy Committee Member Mansfield City Schools Treasurer's Financial Advisory Committee	2.29%	None	N/A
John H. Siegenthaler Mansfield, OH USA	Retired	Director Emeritus	Director Emeritus (Mechanics Bank)	Member Board of Directors Lind Media Member Board of Trustees Westbrook Company Member Board of Trustees Richland County Historical Society	7.18%	None	N/A
John L. Siegenthaler Mansfield, OH USA	President Lind Media Co.	Director	Director (Mechanics Bank)	President and Director Lind Media Company Partner, Flats Capital Co. Chair Ohio Health MedCentral Health System Governance Council Director Outdoor Advertising Association of Ohio Director Braintree Business Incubator	1.97%	None	Data may be found in the confidential document
Richard D. Witchey III Mansfield, OH USA	President / CEO Mansfield Screw Machine Products, Inc.	Director	Director (Mechanics Bank)	President/CEO Mansfield Screw Machine Products, Inc. General Partner Witco II, Ltd.	.67%	None	Data may be found in the confidential document