

COMMONWEALTH OF MASSACHUSETTS

DIVISION OF BANKS

WINCHESTER SAVINGS BANK, Winchester, Massachusetts (WINCHESTER), has filed an application with the Division of Banks (Division) to reorganize into a mutual holding company structure. This multi-step transaction will include the creation of an interim savings bank which will reorganize into a mutual holding company under the name WINCHESTER BANCORP, MHC (MHC) with a mid-tier stock holding company under the name WINCHESTER BANCORP, INC. (BANCORP) and a subsidiary savings bank in stock form. WINCHESTER will then merge with and into the newly formed stock savings bank and operate under the name WINCHESTER SAVINGS BANK. As part of this multi-step transaction, BANCORP has requested the approval of the Commissioner of Banks to offer for sale a minority of its stock pursuant to Massachusetts General Laws chapter 167H, section 11. It is anticipated that the proposed stock issuance will be accomplished through the sale of stock to eligible depositors of WINCHESTER in a subscription offering and possibly to the public, if applicable, pursuant to a Plan of Reorganization and Stock Issuance. MHC would own the majority of BANCORP's stock following the completion of the proposed stock issuance.

All comments concerning this petition must be communicated in writing to the Commissioner of Banks and may be filed by electronic mail to dob.comments@mass.gov prior to the close of business on Thursday, February 13, 2025. Comments may also be mailed to the Division of Banks' Boston office. Please note that the Division of Banks will be moving its Boston office on February 7, 2025. Therefore, comments mailed on or before February 6, 2025 should be sent to 1000 Washington Street, 10th Floor, Boston, MA 02118-6400. Comments mailed after February 6, 2025 should be sent to One Federal Street, Suite 710, Boston, Massachusetts 02110-2012.

WINCHESTER's application, and all communications relative to the application, will be made available for public inspection at the main office of WINCHESTER, 661 Main Street, Winchester, Massachusetts 01890 and from the Division by request at dob.rao@mass.gov.

MARY L. GALLAGHER
Commissioner of Banks