Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] 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:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
MECHANICS BANK PROFIT SHARING/401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/10/1945

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
MECHANICS BANK

1111 CIVIC DRIVE
WALNUT CREEK, CA 94596

2b Employer Identification Number (EIN) 94-0672780

2c Plan Sponsor's telephone number 925-482-8063

2d Business code (see instructions) 522110

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	Filed with authorized/valid electronic signature.	10/16/2017	JACQUEINE MCCORMICK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	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)

Preparer's telephone number

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
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:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	720
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	487
a(2) Total number of active participants at the end of the plan year	**6a(2)**	1018
b Retired or separated participants receiving benefits	**6b**	11
c Other retired or separated participants entitled to future benefits	**6c**	232
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	1261
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	1261
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1258
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
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 2G 2J 2F 2T 2S 3D

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)		**9b** Plan benefit arrangement (check all that apply)	
(1) [X]	Insurance	**(1)** [X]	Insurance
(2) [ ]	Code section 412(e)(3) insurance contracts	**(2)** [ ]	Code section 412(e)(3) insurance contracts
(3) [X]	Trust	**(3)** [X]	Trust
(4) [ ]	General assets of the sponsor	**(4)** [ ]	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)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [X] 2 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
MECHANICS BANK PROFIT SHARING/401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MECHANICS BANK

D Employer Identification Number (EIN)
94-0672780

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE & ANNUITY CO.

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
06-1050034	93629	006894	1261	01/01/2016	12/31/2016

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	14098954
5	Current value of plan's interest under this contract in separate accounts at year end	5	40813310

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	13106589
c	Additions: (1) Contributions deposited during the year	7c(1)	1412689		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	239625		
	(4) Transferred from separate account	7c(4)	5069925		
	(5) Other (specify below)	7c(5)	590669		
	▶ LOAN REPAYMENTS TRANSFERS IN MISCELLANEOUS IN				
	(6) Total additions			7c(6)	7312908
d	Total of balance and additions (add lines **7b** and **7c(6)**)			7d	20419497
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	5639591		
	(2) Administration charge made by carrier	7e(2)	492		
	(3) Transferred to separate account	7e(3)	404049		
	(4) Other (specify below)	7e(4)	276411		
	▶ LOAN INITIATIONS,TRANSFERS OUT MISCELLANEOUS OUT FORFEITURES DEBITS				
	(5) Total deductions			7e(5)	6320543
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	14098954

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs.

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
MECHANICS BANK PROFIT SHARING/401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MECHANICS BANK

D Employer Identification Number (EIN)
94-0672780

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
C.M. LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
06-1041383	93432	60432120	1	01/01/2016	12/31/2016

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	14785
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	**6d**	

Specify nature of costs ▶

e Type of contract: (1) [X] individual policies (2) [ ] group deferred annuity

(3) [ ] other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ [ ]

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) [ ] deposit administration (2) [ ] immediate participation guarantee

(3) [ ] guaranteed investment (4) [ ] other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below)	**7c(5)**			
	▶				
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**)			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below)	**7e(4)**			
	▶				
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs.

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2016** **This Form is Open to Public Inspection.**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
MECHANICS BANK PROFIT SHARING/401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MECHANICS BANK

D Employer Identification Number (EIN)
94-0672780

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).. . . . . [X] 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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

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

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(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)

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
13 15 37 50 64	NONE	3000	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

(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?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

(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?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

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)

(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?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

(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?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

(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?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	0

(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.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	10.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2016 TO 12/31/2016 GUARANTEED INCOME FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	0

(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.
PRUDENTIAL INVESTMENTS, LLC 22-3468527	22.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2016 TO 12/31/2016 PRUDENTIAL REAL ASSET Z

(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 II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
MECHANICS BANK PROFIT SHARING/401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MECHANICS BANK

D Employer Identification Number (EIN)
94-0672780

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: INTERNL GROWTH/ARTISAN		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-259	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2221560
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH/BROWN AD		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-650	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 312081
a Name of MTIA, CCT, PSA, or 103-12 IE: LCV/BARROW HANLEY FUND		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-312	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4175384
a Name of MTIA, CCT, PSA, or 103-12 IE: CORE PLUS BOND/PGIM FUND		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-299	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4625136
a Name of MTIA, CCT, PSA, or 103-12 IE: GOVERNMENT SEC/PIM FUND		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-133	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 265824
a Name of MTIA, CCT, PSA, or 103-12 IE: BALANCED I/WELLINGTON MGT		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-084	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6413214
a Name of MTIA, CCT, PSA, or 103-12 IE: PRU DAY ONE IFX TARG BAL		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-697	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2617737

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE/INTEGRITY		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-439	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2808489
a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP GR/TIMESSQUARE FD		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-186	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2869598
a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP VALUE/INTEGRITY		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-441	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1159380
a Name of MTIA, CCT, PSA, or 103-12 IE: SA/T ROWE PR GR STK STRAT		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-435	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6731857
a Name of MTIA, CCT, PSA, or 103-12 IE: SA/OAK EQ & INC STRAT		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-307	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: MFS INTL VALUE IS		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-799	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3008965
a Name of MTIA, CCT, PSA, or 103-12 IE: DRYDEN S & P 500 INDEX FUND		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS		
c EIN-PN 06-1050034-123	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3604085
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)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

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

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
MECHANICS BANK PROFIT SHARING/401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MECHANICS BANK

D Employer Identification Number (EIN)
94-0672780

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	897427	1326527
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1687245	1831306
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	38831551	40813310
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	7480807	9772508
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	13106589	14098954
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	62003619	67842605
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	62003619	67842605

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)	1326527	
	(B) Participants	2a(1)(B)	3252795	
	(C) Others (including rollovers)	2a(1)(C)	6329842	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		10909164
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	56319	
	(F) Other	2b(1)(F)	239625	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		295944
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	114770	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		114770
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		3061126
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		771899
c Other income	2c		21039
d Total income. Add all **income** amounts in column (b) and enter total	2d		15173942
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9710732	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		9710732
f Corrective distributions (see instructions)	2f		446
g Certain deemed distributions of participant loans (see instructions)	2g		18980
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	5150	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		5150
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		9735308
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		5438634
l Transfers of assets:			
(1) To this plan	2l(1)		400352
(2) From this plan	2l(2)		

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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: CROWE HORWATH LLP **(2)** EIN: 35-0921680

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:

		Yes	No	Amount
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.)	4a		X	
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.)	4b		X	

			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.)	4c		X	
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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		20000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
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?	4g		X	
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?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	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.)	4j		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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		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	4n			
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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:**

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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 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.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
MECHANICS BANK PROFIT SHARING/401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MECHANICS BANK

D Employer Identification Number (EIN)
94-0672780

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** 0

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): 22-1211670

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**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 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**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

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**	
b The corresponding number for the second preceding plan year	**15b**	

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**	
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**	

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):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter _____/_____/_____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter _____/_____/_____.

Crowe Horwath LLP
Independent Member Crowe Horwath International

INDEPENDENT AUDITOR'S REPORT

The Retirement Plans Committee
Mechanics Bank Profit Sharing / 401(k) Plan
Walnut Creek, CA

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Mechanics Bank Profit Sharing / 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, F.S.B. and Mechanics Bank, the trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that Prudential Retirement Insurance and Annuity Company and trustees holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from Prudential Retirement Insurance and Annuity Company and the trustees as of December 31, 2016 and 2015 and for the year ended December 31, 2016 that the information provided to the plan administrator by Prudential Retirement Insurance and Annuity Company and trustees is complete and accurate.

(Continued)

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule H, Line 4i-Schedule of Assets (Held at End of Year) as of December 31, 2016 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for purposes of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian and trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Crowe Horwath LLP

Crowe Horwath LLP

South Bend, Indiana
October 13, 2017

MECHANICS BANK
PROFIT SHARING/401(k) PLAN
PLAN NUMBER 001
EIN 94-0672780

FINANCIAL STATEMENTS
December 31, 2016 and 2015

MECHANICS BANK PROFIT SHARING / 401(k) PLAN
FINANCIAL STATEMENTS
December 31, 2016 and 2015

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FINANCIAL STATEMENTS

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AS OF DECEMBER 31, 2016 and 2015 3

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
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SUPPLEMENTAL SCHEDULE

FORM 5500, SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS
(HELD AT END OF YEAR) AS OF DECEMBER 31, 2016 14

Crowe Horwath LLP
Independent Member Crowe Horwath International

INDEPENDENT AUDITOR'S REPORT

The Retirement Plans Committee
Mechanics Bank Profit Sharing / 401(k) Plan
Walnut Creek, CA

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Mechanics Bank Profit Sharing / 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, F.S.B. and Mechanics Bank, the trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that Prudential Retirement Insurance and Annuity Company and trustees holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from Prudential Retirement Insurance and Annuity Company and the trustees as of December 31, 2016 and 2015 and for the year ended December 31, 2016 that the information provided to the plan administrator by Prudential Retirement Insurance and Annuity Company and trustees is complete and accurate.

(Continued)

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule H, Line 4i-Schedule of Assets (Held at End of Year) as of December 31, 2016 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for purposes of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian and trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Crowe Horwath LLP

Crowe Horwath LLP

South Bend, Indiana
October 13, 2017

MECHANICS BANK PROFIT SHARING/401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2016 and 2015

	2016	2015
ASSETS:		
Investments, at fair value:		
Mutual fund investments	$ 9,772,508	$ 7,480,807
Pooled separate accounts	40,813,310	38,831,551
Cash surrender value of life insurance policies	14,785	14,469
Total investments, at fair value	50,600,603	46,326,827
Investments, at contract value:		
Guaranteed income contract	14,098,954	13,106,589
Total investments	64,699,557	59,433,416
Receivables:		
Employer 401(k) safe harbor matching contribution receivable	1,326,527	897,427
Employee contribution receivable	53,048	-
Notes receivable from participants	1,831,306	1,687,245
Total assets	67,910,438	62,018,088
NET ASSETS AVAILABLE FOR BENEFITS	$ 67,910,438	$ 62,018,088

The accompanying notes are an integral part of the financial statements.

MECHANICS BANK PROFIT SHARING/401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the year ended December 31, 2016

Additions:	
Contributions:	
Employer 401(k) safe harbor matching contributions	$ 1,326,527
Participant elective 401(k) deferral contributions	3,305,843
Participant roll-over contributions from other qualified plans	6,329,842
Total contributions	10,962,212
Net appreciation in fair value of investments	3,833,341
Interest earned on participant loans	56,319
Interest earned on investments	239,625
Dividends earned on investments	114,770
Miscellaneous income	21,039
Total additions	15,227,306
Deductions:	
Distributions of funds for participant withdrawals and benefits	9,730,158
Administrative expenses	5,150
Total deductions	9,735,308
Net increase prior to transfers	5,491,998
Transfer from other plan	400,352
Net increase in assets available for benefits	5,892,350
NET ASSETS AVAILABLE FOR BENEFITS AT DECEMBER 31, 2015	62,018,088
NET ASSETS AVAILABLE FOR BENEFITS AT DECEMBER 31, 2016	$ 67,910,438

The accompanying notes are an integral part of the financial statements.

NOTE 1 - PLAN DESCRIPTION

The following description of Mechanics Bank Profit Sharing / 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan Document and Summary Plan Description for a complete description of the Plan's provisions.

The Plan was established by Mechanics Bank (the Bank) on October 10, 1945, to provide deferred compensation benefits for eligible employees. For the first 60 years of its existence, the Plan operated under a separate trust agreement and was named Mechanics Bank Profit Sharing Plan and Trust. The Bank served as both the Plan Sponsor and Trustee during all these years. Effective January 1, 2006, the Plan was officially restated and converted to a Prudential Retirement Services Prototype Plan ("Prototype Plan"). With this conversion, the name of the Plan was officially changed to Mechanics Bank Profit Sharing/401(k) Plan. Pursuant to a new Trust Agreement that also became effective January 1, 2006, the Prudential Bank & Trust, F.S.B. ("Prudential") was appointed the successor trustee to the Plan and Prudential Retirement Insurance & Annuity Company serves as Plan custodian. Mechanics Bank remains trustee of the life insurance policies. Prudential then proceeded to receive, hold, manage and reinvest all the assets except the life insurance policies of the Trust Fund and provide specified recordkeeping and administrative services and make appropriate distributions of Trust Funds for the exclusive benefit of the Plan participants or beneficiaries.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is a qualified defined contribution plan which contains a "cash or deferred arrangement" (CODA) authorized under section 401(k) of the Internal Revenue Code. The most recent Plan amendments occurring with the adoption of the Prototype Plan enhanced some of the Plan features and benefits and modified some of the eligibility and vesting standards for employee participants. Effective January 1, 2006 most all employees of the Bank are covered and can benefit from the Plan (except for leased and collectively bargained employees). Employees are eligible to participate in the Plan when their employment starts at the Bank, with their first hour of work. Enrollment is therefore open to all covered employees without any waiting period. Upon enrollment, employees may immediately participate in the elective salary deferral component of the Plan. Starting in 2006, the Bank also implemented a 401(k) safe harbor matching feature to the Plan which encourages employees to participate and save for their own retirement. When an eligible employee actively participates in the Plan and electively defers a portion of their salary into the 401(k) segment of the Plan, a portion of each employee's annual salary deferral is matched with Bank contributions according to a prescribed percentage formula. Participants are 100 percent vested in their elective salary deferrals and after being credited with a minimum two years of cumulative service they are 100% vested in their employer matching contributions. In addition to the 401(k) segment of the Plan, there is also a profit sharing feature or segment to the Plan. The Bank may make discretionary employer non-elective contributions into the profit sharing segment of the Plan for the benefit of eligible participants. A participant becomes eligible to receive a portion of a current year's profit sharing contribution immediately upon hire. A Participant becomes 100% vested in the profit sharing segment of the Plan after being credited with a minimum three years of cumulative service (three-year cliff vesting). A year of service for vesting is specified as 1,000 hours of service determined using the Semi Monthly Equivalency Method for hourly employees whereby 95 hours of service are credited for each semi-monthly payroll period during which an employee completes at least 1 hour of service. Any forfeitures of unvested account balances are first used to pay Plan expenses for the year in which forfeitures are to be allocated. Any remaining forfeitures are used to reduce any employer non-elective contributions of that plan year. The Bank used $72,000 of forfeitures to offset the 2016 employer match paid in 2017 and $69,331 of forfeitures to offset the 2015 employer match paid in 2016. The Plan had $72,983 and $70,856 of forfeitures as of December 31, 2016 and 2015.

NOTE 1 - PLAN DESCRIPTION (Continued)

The Plan has adopted a Safe Harbor 401(k) Match Contribution formula allowed under the Internal Revenue Code, which provides that the Bank shall annually contribute employer matching contributions equal to 100% of the first 1% and 50% of employee contribution that exceeds 1% up to 6% of eligible participants' Section 401(k) Deferrals ("applicable contributions") of Included Compensation which is defined to be W-2 wages.

The Plan has adopted the ProRata Allocation Method formula for allocating employer discretionary non-elective Profit Sharing contributions. This formula allocates to each participant an equal, uniform percentage of their Included Compensation which is defined to be W-2 wages.

Individual accounts are maintained for each Plan participant to hold their elective deferral contributions, employer matching contributions and employer's discretionary profit sharing contributions (if any). Upon the adoption of the Prudential Prototype Plan and conversion of the Trust Fund over to Prudential during 2006, each Participant was permitted to "direct" the investments within their individual accounts into a broad array of investment alternatives offered through Prudential.

The Plan also allows for loans to participants listed as Notes Receivable from Participants on the Statement of Net Assets. Participants may borrow from their accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their vested account balance, whichever is less. A participant must be 100 percent vested and employed by the Bank on the date of the loan. A participant may only have one loan outstanding with the exception of new participants resulting from a merger or acquisition who are allowed to transfer a maximum of two legacy loans into the plan , with the requirement that the participant's full plan assets are also rolled over. The loan is secured by the balance in the participant's account. The interest rate charged each new loan is fixed at the prime rate in effect on the last business day of the calendar quarter preceding the loan date. The rate will not change during the loan repayment period.

The Plan generally allows an employee participant to withdraw all or a portion of their participant account balance upon the attainment of a normal retirement age of 65 years. Participant withdrawals of vested account balances are also permitted after termination of employment. In service withdrawals and distributions are limited in both frequency and amount until the attainment of age 59.5 unless a participant becomes disabled.

Although it has not expressed any intent to do so, the Bank has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100 percent vested in their accounts.

On April 30, 2015, Ford Financial acquired 69.3% of outstanding shares of Mechanics Bank via a tender offer. This transaction had no impact on the Plan.

On April 28, 2016, Mechanics Bank entered into an Agreement and Plan of Merger and Reorganization with California Republic Bancorp. The Merger became effective as of October 1, 2016.

As a result of the Merger, the legacy California Republic Bank 401(k) Plan was terminated. Participants were provided the option to roll into the Mechanics Bank Profit Sharing / 401(k) Plan which resulted in $5,978,246 of rollovers and $400,352 of loan transfers.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Significant accounting policies of the Plan are as follows:

Presentation

The accompanying financial statements have been prepared under the accrual basis of accounting based on accounting principles generally accepted in the United States.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments, other than fully benefit responsive investment contracts, are reported at fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes Receivable from Participants

Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances.

Risks and Uncertainties

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

Benefits

Benefits are recorded when paid.

NOTE 3 - INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS – UNAUDITED INFORMATION

Investments and notes receivable from participants are held by the Plan trustees, Prudential Bank & Trust, F.S.B. and Mechanics Bank, as well as Prudential Retirement Insurance & Annuity Company. Eligible investments offered by the Plan are periodically reviewed and approved by the Advisory Committee of the Bank. The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, substantially all investment and notes receivable from participant's information included in the Plan's financial statements were certified by trustees of the Plan (Prudential Bank & Trust, F.S.B. and Mechanics Bank) and Prudential Retirement Insurance & Annuity Company to be complete and accurate, and was therefore not subjected to any auditing procedures by independent accountants. The following summarizes the information included in the financial statements that was certified and not subject to auditing procedures by independent accountants:

- Fair value of investments held at December 31, 2016 and 2015
- Contract value of the Guaranteed Income Contract at December 31, 2016 and 2015
- Notes Receivable from Participants at December 31, 2016 and 2015
- Net realized gains and unrealized depreciation fair value of investments
- Interest earned on participant loans and investments
- Dividends earned on investments

NOTE 4 - FAIR VALUE MEASUREMENTS

Fair value is the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. Fair value measurements are determined by maximizing the use of observable inputs and minimizing the use of unobservable inputs. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (level 1 measurements) and gives the lowest priority to unobservable inputs (level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability

In many cases, a valuation technique used to measure fair value includes inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair values of investments apply to investments held directly by the Plan.

***Mutual Funds*:** The fair values of mutual fund investments are determined by obtaining quoted prices on nationally recognized securities exchanges (level 1 inputs).

***Pooled Separate Accounts*:** The fair values of participation units held in pooled separate accounts are based on their net asset values, as reported by the managers of the pooled separate accounts as supported by the unit prices of actual purchase and sale transactions occurring as of or close to the financial statement date. Each of the pooled separate accounts invests in a single, open-ended mutual fund which is generally identified in the name of the pooled separate account. Each pooled separate account provides for daily redemptions by the Plan with no advance notice requirements, and has redemption prices that are determined by the fund's net asset value per unit.

***Insurance Policies*:** The fair value of insurance policies are determined based on the cash surrender values of the policies determined by the carriers on the report date (level 2 inputs).

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Investments measured at fair value on a recurring basis are summarized below:

		Fair Value Measurements at December 31, 2016, Using		
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Pooled separate accounts*	$ 40,813,310	$ -	$ -	$ -
CSV of life insurance policies	14,785	-	14,785	-
Mutual funds	9,772,508	9,772,508	-	-
Total	$ 50,600,603	$ 9,772,508	$ 14,785	$ -

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

		Fair Value Measurements at December 31, 2015, Using		
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Pooled separate accounts*	$ 38,831,551	$ -	$ -	$ -
CSV of life insurance policies	14,469	-	14,469	-
Mutual funds	7,480,807	7,480,807	-	-
Total	$ 46,326,827	$ 7,480,807	$ 14,469	$ -

*Investments measured at fair value using net asset value per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in the hierarchy tables for such investments are intended to permit reconciliation of the fair value hierarchy to the investments at fair value line item presented in the statement of net assets available for benefits.

NOTE 5 - CASH SURRENDER VALUE OF LIFE INSURANCE

In accordance with the provisions of the Plan agreement, members could previously elect to have vested portions of their accounts used to purchase life insurance policies. Funds are disbursed from the Plan to pay annual premiums for the policies. Cash surrender values of all active, unredeemed policies are recorded in the accompanying Statements of Net Assets Available for Benefits, totaling $14,785 and $14,469 at December 31, 2016 and December 31, 2015 respectively. Proceeds from the cash surrender were deposited into the participants account at Prudential.

NOTE 6 – FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS

The Plan holds a fully benefit-responsive investment contract that is reported at contract value, which is generally the amount a participant would receive if he or she would initiate a withdrawal or transfer from the contract under the provisions of the Plan. Contract value represents contributions made to the contract, plus earnings, less participant withdrawals and administrative expenses.

The Plan holds this fully benefit-responsive investment contract with Prudential Retirement Insurance and Annuity Company (“Prudential”; Issuer). Prudential maintains the contributions in its general account. The Issuer guarantees the Plan a return of principal and interest under the terms of the contract. The interest crediting rate is updated semi-annually based upon contract provisions, and it may not be less than 1.50%. Prudential’s general account is credited with earnings on the underlying investments and is charged for participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investments at contract value.

NOTE 6 – FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS (Continued)

The Plan's investment contract specifies certain conditions under which distributions from the contract would be payable at amounts below contract value. Such circumstances include Plan termination, Plan merger, premature contract termination initiated by the Company, and certain other Company-initiated events that result in distributions exceeding a set amount. The contract limits the circumstances under which the Issuer may terminate the contract. Examples of circumstances which would allow the Issuer to terminate the contract include the Plan's loss of its qualified status, uncured material breaches of responsibilities, or material and adverse changes to the provisions of the Plan. If one of these events were to occur, the Issuer could terminate the contract at an amount less than contract value. Currently, management believes that the occurrence of an event that would cause the Plan to transact contract distributions at less than contract value is not probable.

NOTE 7 - FEDERAL INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed Prudential Insurance Co. by a letter dated April 29, 2014, that its Prototype Non-standardized Profit Sharing Plan with CODA is designed in accordance with applicable sections of the Internal Revenue Code (the IRC). Although the prototype Plan has been amended since receiving the IRS opinion letter, the plan administrator and management believe that the Plan, which follows this Prudential Insurance Co. prototype form, has been designed and is currently being operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax-exempt as of the financial statement date.

The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016 and 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing authorities; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2013.

NOTE 8 - PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under DOL regulations as any fiduciary of the plan, any party rendering service to the plan, the employer, and certain others. Parties-in-interest investments include the Guaranteed Income Contract, and Pooled Separate Accounts, issued and managed by Prudential Retirement Insurance and Annuity Company as of December 31, 2016. Notes receivables from participants also qualify as party-in-interest transactions. As of December 31, 2016 and 2015 and for the year ended December 31, 2016, substantially all participant and Plan investments, as well as notes receivables from participants, were accepted, and held by either the trustee, Prudential Bank & Trust, FSB, or the plan custodian, Prudential Retirement Insurance and Annuity Company, which are independent of the Plan and the Bank sponsor. The trustee has requested that the Bank retain in safekeeping the Life Insurance policies of Plan participants having cash surrender values totaling $14,785 as of December 31, 2016. Administrative expenses totaling $5,150 were paid by the Plan to Prudential Retirement Insurance and Annuity Company in 2016.

NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2016, to the Form 5500:

	2016	2015
Net assets available for benefits per the financial statements	$ 67,910,438	$62,018,088
Employee contribution receivable	(53,048)	-
Cash surrender value of life insurance not held with Prudential	(14,785)	(14,469)
Net assets per the Form 5500	$67,842,605	$62,003,619

The following is a reconciliation of the change in net assets available for benefits for the year ended December 31, 2016, per the financial statements to the net income reported in the 2016 Form 5500:

Net increase prior to plan transfers per the financial statements	$ 5,491,998
Change in cash surrender fair value life insurance not held with Prudential	(316)
Change in employee contribution receivable	(53,048)
Net income per the Form 5500	$ 5,438,634

NOTE 10 - SUBSEQUENT EVENTS

Plan management has evaluated subsequent events for recognition and disclosure through October 13, 2017, which is the date the financial statements were available to be issued. As of December 31, 2016. $53,048 of employee contributions had been withheld but not yet invested in the plan. These contributions were invested on January 03, 2017. On February 14, 2017, the Bank paid $1,326,527 to the Plan, fulfilling the 2016 401(k) employer safe harbor matching contribution. Both the employee and the Bank's contributions are reflected as receivables in the Statements of Net Assets Available for Benefits as of December 31, 2016.

SUPPLEMENTAL SCHEDULE

MECHANICS BANK PROFIT SHARING / 401(k) PLAN
FORM 5500, SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2016

Name of plan sponsor: Mechanics Bank
Employer identification number: 94-0672780
Three-digit plan number: 001

Party -in- Interest	Identity of Issue and Shares or Par Value	Description of Investment, Including Maturity Date, Rate of Interest Collateral, Par or Maturity Value	Cost	Current Value
	Mutual Fund Investments:			
	Dodge & Cox Funds	Dodge & Cox Stock Fund	**	$ 3,483,233
	LKCM Equity Fund	LKCM Equity Fund	**	120,505
	Oppenheimer	Oppenheimer Dev. Markets	**	1,388,137
*	Prudential Real Asset Z	Prudential Real Asset Z Fund	**	2,219,402
	Vanguard Total Bond Index	Vanguard Total Bond Index	**	335,470
	Vanguard Mid Cap Index	Vanguard Mid Cap Index Fund	**	475,500
	Vanguard Small Cap Index	Vanguard Small Cap Index Fund	**	197,981
	Van Dev Mark Index Fund	Van Dev Mark Index Fund	**	69,220
	Dreyfus Intl Bond	Dreyfus Intl Bond	**	1,483,060
				9,772,508
	Pooled Separate Accounts			
*	Prudential Retirement Ins and Annuity Company	International Growth / Artisan Fund	**	2,221,560
*	Prudential Retirement Ins and Annuity Company	T Rowe Price Growth Stock Fund	**	6,731,857
*	Prudential Retirement Ins and Annuity Company	Small Cap Growth / Brown AD	**	312,081
*	Prudential Retirement Ins and Annuity Company	Small Cap Growth / Integrity Fund	**	2,808,489
*	Prudential Retirement Ins and Annuity Company	Mid Cap Value / Integrity Fund	**	1,159,380
*	Prudential Retirement Ins and Annuity Company	Mid Cap Growth / Times Square Fund	**	2,869,598
*	Prudential Retirement Ins and Annuity Company	Large Cap Value / Barrow Hanley Fund	**	4,175,384
*	Prudential Retirement Ins and Annuity Company	Government Sec / Pim Fund	**	265,824
*	Prudential Retirement Ins and Annuity Company	Pru Day One IFX Target Balance	**	2,617,737
*	Prudential Retirement Ins and Annuity Company	Dryden S & P 500 Index Fund	**	3,604,085
*	Prudential Retirement Ins and Annuity Company	Balanced I / Wellington Mgt	**	6,413,214
*	Prudential Retirement Ins and Annuity Company	MFS INT Value IS	**	3,008,965
*	Prudential Retirement Ins and Annuity Company	Core Plus Bond / Pimco Fund	**	4,625,136
		Total		40,813,310
	Cash Surrender Value of Life Insurance:			
	CM Life Insurance Co	1 Insurance policy on life of 1 individual Participant	**	14,785

See Independent Auditor's Report.

MECHANICS BANK PROFIT SHARING / 401(k) PLAN
FORM 5500, SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2016

Name of plan sponsor: Mechanics Bank
Employer identification number: 94-0672780
Three-digit plan number: 001

Party -in- Interest	Identity of Issue and Shares or Par Value	Description of Investment, Including Maturity Date, Rate of Interest Collateral, Par or Maturity Value	Cost	Current Value
	Guaranteed Income Contract:			
*	Prudential Retirement Ins and Annuity Company	Group Annuity Contract – Guaranteed Income Fund	**	14,098,954
	Notes Receivable from Participants:			
*	Individual Participants	Loans Advanced to 207 individual Participants, Interest rates ranging from 3.25% to 5.50%	**	1,831,306
		Total Investments		$ 66,530,863

* Denotes party-in-interest
** Investment is participant directed, therefore, historical cost is not required.

See Independent Auditor's Report.

MECHANICS BANK
PROFIT SHARING/401(k) PLAN
PLAN NUMBER 001
EIN 94-0672780

FINANCIAL STATEMENTS
December 31, 2016 and 2015

MECHANICS BANK PROFIT SHARING / 401(k) PLAN
FINANCIAL STATEMENTS
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Crowe Horwath LLP
Independent Member Crowe Horwath International

INDEPENDENT AUDITOR'S REPORT

The Retirement Plans Committee
Mechanics Bank Profit Sharing / 401(k) Plan
Walnut Creek, CA

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Mechanics Bank Profit Sharing / 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, F.S.B. and Mechanics Bank, the trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that Prudential Retirement Insurance and Annuity Company and trustees holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from Prudential Retirement Insurance and Annuity Company and the trustees as of December 31, 2016 and 2015 and for the year ended December 31, 2016 that the information provided to the plan administrator by Prudential Retirement Insurance and Annuity Company and trustees is complete and accurate.

(Continued)

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule H, Line 4i-Schedule of Assets (Held at End of Year) as of December 31, 2016 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for purposes of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian and trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Crowe Horwath LLP

Crowe Horwath LLP

South Bend, Indiana
October 13, 2017

MECHANICS BANK PROFIT SHARING/401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2016 and 2015

	2016	2015
ASSETS:		
Investments, at fair value:		
Mutual fund investments	$ 9,772,508	$ 7,480,807
Pooled separate accounts	40,813,310	38,831,551
Cash surrender value of life insurance policies	14,785	14,469
Total investments, at fair value	50,600,603	46,326,827
Investments, at contract value:		
Guaranteed income contract	14,098,954	13,106,589
Total investments	64,699,557	59,433,416
Receivables:		
Employer 401(k) safe harbor matching contribution receivable	1,326,527	897,427
Employee contribution receivable	53,048	-
Notes receivable from participants	1,831,306	1,687,245
Total assets	67,910,438	62,018,088
NET ASSETS AVAILABLE FOR BENEFITS	$ 67,910,438	$ 62,018,088

The accompanying notes are an integral part of the financial statements.

MECHANICS BANK PROFIT SHARING/401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the year ended December 31, 2016

Additions:	
Contributions:	
Employer 401(k) safe harbor matching contributions	$ 1,326,527
Participant elective 401(k) deferral contributions	3,305,843
Participant roll-over contributions from other qualified plans	6,329,842
Total contributions	10,962,212
Net appreciation in fair value of investments	3,833,341
Interest earned on participant loans	56,319
Interest earned on investments	239,625
Dividends earned on investments	114,770
Miscellaneous income	21,039
Total additions	15,227,306
Deductions:	
Distributions of funds for participant withdrawals and benefits	9,730,158
Administrative expenses	5,150
Total deductions	9,735,308
Net increase prior to transfers	5,491,998
Transfer from other plan	400,352
Net increase in assets available for benefits	5,892,350
NET ASSETS AVAILABLE FOR BENEFITS AT DECEMBER 31, 2015	62,018,088
NET ASSETS AVAILABLE FOR BENEFITS AT DECEMBER 31, 2016	$ 67,910,438

The accompanying notes are an integral part of the financial statements.

NOTE 1 - PLAN DESCRIPTION

The following description of Mechanics Bank Profit Sharing / 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan Document and Summary Plan Description for a complete description of the Plan's provisions.

The Plan was established by Mechanics Bank (the Bank) on October 10, 1945, to provide deferred compensation benefits for eligible employees. For the first 60 years of its existence, the Plan operated under a separate trust agreement and was named Mechanics Bank Profit Sharing Plan and Trust. The Bank served as both the Plan Sponsor and Trustee during all these years. Effective January 1, 2006, the Plan was officially restated and converted to a Prudential Retirement Services Prototype Plan ("Prototype Plan"). With this conversion, the name of the Plan was officially changed to Mechanics Bank Profit Sharing/401(k) Plan. Pursuant to a new Trust Agreement that also became effective January 1, 2006, the Prudential Bank & Trust, F.S.B. ("Prudential") was appointed the successor trustee to the Plan and Prudential Retirement Insurance & Annuity Company serves as Plan custodian. Mechanics Bank remains trustee of the life insurance policies. Prudential then proceeded to receive, hold, manage and reinvest all the assets except the life insurance policies of the Trust Fund and provide specified recordkeeping and administrative services and make appropriate distributions of Trust Funds for the exclusive benefit of the Plan participants or beneficiaries.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is a qualified defined contribution plan which contains a "cash or deferred arrangement" (CODA) authorized under section 401(k) of the Internal Revenue Code. The most recent Plan amendments occurring with the adoption of the Prototype Plan enhanced some of the Plan features and benefits and modified some of the eligibility and vesting standards for employee participants. Effective January 1, 2006 most all employees of the Bank are covered and can benefit from the Plan (except for leased and collectively bargained employees). Employees are eligible to participate in the Plan when their employment starts at the Bank, with their first hour of work. Enrollment is therefore open to all covered employees without any waiting period. Upon enrollment, employees may immediately participate in the elective salary deferral component of the Plan. Starting in 2006, the Bank also implemented a 401(k) safe harbor matching feature to the Plan which encourages employees to participate and save for their own retirement. When an eligible employee actively participates in the Plan and electively defers a portion of their salary into the 401(k) segment of the Plan, a portion of each employee's annual salary deferral is matched with Bank contributions according to a prescribed percentage formula. Participants are 100 percent vested in their elective salary deferrals and after being credited with a minimum two years of cumulative service they are 100% vested in their employer matching contributions. In addition to the 401(k) segment of the Plan, there is also a profit sharing feature or segment to the Plan. The Bank may make discretionary employer non-elective contributions into the profit sharing segment of the Plan for the benefit of eligible participants. A participant becomes eligible to receive a portion of a current year's profit sharing contribution immediately upon hire. A Participant becomes 100% vested in the profit sharing segment of the Plan after being credited with a minimum three years of cumulative service (three-year cliff vesting). A year of service for vesting is specified as 1,000 hours of service determined using the Semi Monthly Equivalency Method for hourly employees whereby 95 hours of service are credited for each semi-monthly payroll period during which an employee completes at least 1 hour of service. Any forfeitures of unvested account balances are first used to pay Plan expenses for the year in which forfeitures are to be allocated. Any remaining forfeitures are used to reduce any employer non-elective contributions of that plan year. The Bank used $72,000 of forfeitures to offset the 2016 employer match paid in 2017 and $69,331 of forfeitures to offset the 2015 employer match paid in 2016. The Plan had $72,983 and $70,856 of forfeitures as of December 31, 2016 and 2015.

NOTE 1 - PLAN DESCRIPTION (Continued)

The Plan has adopted a Safe Harbor 401(k) Match Contribution formula allowed under the Internal Revenue Code, which provides that the Bank shall annually contribute employer matching contributions equal to 100% of the first 1% and 50% of employee contribution that exceeds 1% up to 6% of eligible participants' Section 401(k) Deferrals ("applicable contributions") of Included Compensation which is defined to be W-2 wages.

The Plan has adopted the ProRata Allocation Method formula for allocating employer discretionary non-elective Profit Sharing contributions. This formula allocates to each participant an equal, uniform percentage of their Included Compensation which is defined to be W-2 wages.

Individual accounts are maintained for each Plan participant to hold their elective deferral contributions, employer matching contributions and employer's discretionary profit sharing contributions (if any). Upon the adoption of the Prudential Prototype Plan and conversion of the Trust Fund over to Prudential during 2006, each Participant was permitted to "direct" the investments within their individual accounts into a broad array of investment alternatives offered through Prudential.

The Plan also allows for loans to participants listed as Notes Receivable from Participants on the Statement of Net Assets. Participants may borrow from their accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their vested account balance, whichever is less. A participant must be 100 percent vested and employed by the Bank on the date of the loan. A participant may only have one loan outstanding with the exception of new participants resulting from a merger or acquisition who are allowed to transfer a maximum of two legacy loans into the plan , with the requirement that the participant's full plan assets are also rolled over. The loan is secured by the balance in the participant's account. The interest rate charged each new loan is fixed at the prime rate in effect on the last business day of the calendar quarter preceding the loan date. The rate will not change during the loan repayment period.

The Plan generally allows an employee participant to withdraw all or a portion of their participant account balance upon the attainment of a normal retirement age of 65 years. Participant withdrawals of vested account balances are also permitted after termination of employment. In service withdrawals and distributions are limited in both frequency and amount until the attainment of age 59.5 unless a participant becomes disabled.

Although it has not expressed any intent to do so, the Bank has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100 percent vested in their accounts.

On April 30, 2015, Ford Financial acquired 69.3% of outstanding shares of Mechanics Bank via a tender offer. This transaction had no impact on the Plan.

On April 28, 2016, Mechanics Bank entered into an Agreement and Plan of Merger and Reorganization with California Republic Bancorp. The Merger became effective as of October 1, 2016.

As a result of the Merger, the legacy California Republic Bank 401(k) Plan was terminated. Participants were provided the option to roll into the Mechanics Bank Profit Sharing / 401(k) Plan which resulted in $5,978,246 of rollovers and $400,352 of loan transfers.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Significant accounting policies of the Plan are as follows:

Presentation

The accompanying financial statements have been prepared under the accrual basis of accounting based on accounting principles generally accepted in the United States.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments, other than fully benefit responsive investment contracts, are reported at fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes Receivable from Participants

Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances.

Risks and Uncertainties

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

Benefits

Benefits are recorded when paid.

NOTE 3 - INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS – UNAUDITED INFORMATION

Investments and notes receivable from participants are held by the Plan trustees, Prudential Bank & Trust, F.S.B. and Mechanics Bank, as well as Prudential Retirement Insurance & Annuity Company. Eligible investments offered by the Plan are periodically reviewed and approved by the Advisory Committee of the Bank. The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, substantially all investment and notes receivable from participant's information included in the Plan's financial statements were certified by trustees of the Plan (Prudential Bank & Trust, F.S.B. and Mechanics Bank) and Prudential Retirement Insurance & Annuity Company to be complete and accurate, and was therefore not subjected to any auditing procedures by independent accountants. The following summarizes the information included in the financial statements that was certified and not subject to auditing procedures by independent accountants:

- Fair value of investments held at December 31, 2016 and 2015
- Contract value of the Guaranteed Income Contract at December 31, 2016 and 2015
- Notes Receivable from Participants at December 31, 2016 and 2015
- Net realized gains and unrealized depreciation fair value of investments
- Interest earned on participant loans and investments
- Dividends earned on investments

NOTE 4 - FAIR VALUE MEASUREMENTS

Fair value is the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. Fair value measurements are determined by maximizing the use of observable inputs and minimizing the use of unobservable inputs. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (level 1 measurements) and gives the lowest priority to unobservable inputs (level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability

In many cases, a valuation technique used to measure fair value includes inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair values of investments apply to investments held directly by the Plan.

***Mutual Funds*:** The fair values of mutual fund investments are determined by obtaining quoted prices on nationally recognized securities exchanges (level 1 inputs).

***Pooled Separate Accounts*:** The fair values of participation units held in pooled separate accounts are based on their net asset values, as reported by the managers of the pooled separate accounts as supported by the unit prices of actual purchase and sale transactions occurring as of or close to the financial statement date. Each of the pooled separate accounts invests in a single, open-ended mutual fund which is generally identified in the name of the pooled separate account. Each pooled separate account provides for daily redemptions by the Plan with no advance notice requirements, and has redemption prices that are determined by the fund's net asset value per unit.

***Insurance Policies*:** The fair value of insurance policies are determined based on the cash surrender values of the policies determined by the carriers on the report date (level 2 inputs).

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Investments measured at fair value on a recurring basis are summarized below:

		Fair Value Measurements at December 31, 2016, Using		
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Pooled separate accounts*	$ 40,813,310	$ -	$ -	$ -
CSV of life insurance policies	14,785	-	14,785	-
Mutual funds	9,772,508	9,772,508	-	-
Total	$ 50,600,603	$ 9,772,508	$ 14,785	$ -

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

		Fair Value Measurements at December 31, 2015, Using		
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Pooled separate accounts*	$ 38,831,551	$ -	$ -	$ -
CSV of life insurance policies	14,469	-	14,469	-
Mutual funds	7,480,807	7,480,807	-	-
Total	$ 46,326,827	$ 7,480,807	$ 14,469	$ -

*Investments measured at fair value using net asset value per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in the hierarchy tables for such investments are intended to permit reconciliation of the fair value hierarchy to the investments at fair value line item presented in the statement of net assets available for benefits.

NOTE 5 - CASH SURRENDER VALUE OF LIFE INSURANCE

In accordance with the provisions of the Plan agreement, members could previously elect to have vested portions of their accounts used to purchase life insurance policies. Funds are disbursed from the Plan to pay annual premiums for the policies. Cash surrender values of all active, unredeemed policies are recorded in the accompanying Statements of Net Assets Available for Benefits, totaling $14,785 and $14,469 at December 31, 2016 and December 31, 2015 respectively. Proceeds from the cash surrender were deposited into the participants account at Prudential.

NOTE 6 – FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS

The Plan holds a fully benefit-responsive investment contract that is reported at contract value, which is generally the amount a participant would receive if he or she would initiate a withdrawal or transfer from the contract under the provisions of the Plan. Contract value represents contributions made to the contract, plus earnings, less participant withdrawals and administrative expenses.

The Plan holds this fully benefit-responsive investment contract with Prudential Retirement Insurance and Annuity Company (“Prudential”; Issuer). Prudential maintains the contributions in its general account. The Issuer guarantees the Plan a return of principal and interest under the terms of the contract. The interest crediting rate is updated semi-annually based upon contract provisions, and it may not be less than 1.50%. Prudential’s general account is credited with earnings on the underlying investments and is charged for participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investments at contract value.

NOTE 6 – FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS (Continued)

The Plan's investment contract specifies certain conditions under which distributions from the contract would be payable at amounts below contract value. Such circumstances include Plan termination, Plan merger, premature contract termination initiated by the Company, and certain other Company-initiated events that result in distributions exceeding a set amount. The contract limits the circumstances under which the Issuer may terminate the contract. Examples of circumstances which would allow the Issuer to terminate the contract include the Plan's loss of its qualified status, uncured material breaches of responsibilities, or material and adverse changes to the provisions of the Plan. If one of these events were to occur, the Issuer could terminate the contract at an amount less than contract value. Currently, management believes that the occurrence of an event that would cause the Plan to transact contract distributions at less than contract value is not probable.

NOTE 7 - FEDERAL INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed Prudential Insurance Co. by a letter dated April 29, 2014, that its Prototype Non-standardized Profit Sharing Plan with CODA is designed in accordance with applicable sections of the Internal Revenue Code (the IRC). Although the prototype Plan has been amended since receiving the IRS opinion letter, the plan administrator and management believe that the Plan, which follows this Prudential Insurance Co. prototype form, has been designed and is currently being operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax-exempt as of the financial statement date.

The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016 and 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing authorities; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2013.

NOTE 8 - PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under DOL regulations as any fiduciary of the plan, any party rendering service to the plan, the employer, and certain others. Parties-in-interest investments include the Guaranteed Income Contract, and Pooled Separate Accounts, issued and managed by Prudential Retirement Insurance and Annuity Company as of December 31, 2016. Notes receivables from participants also qualify as party-in-interest transactions. As of December 31, 2016 and 2015 and for the year ended December 31, 2016, substantially all participant and Plan investments, as well as notes receivables from participants, were accepted, and held by either the trustee, Prudential Bank & Trust, FSB, or the plan custodian, Prudential Retirement Insurance and Annuity Company, which are independent of the Plan and the Bank sponsor. The trustee has requested that the Bank retain in safekeeping the Life Insurance policies of Plan participants having cash surrender values totaling $14,785 as of December 31, 2016. Administrative expenses totaling $5,150 were paid by the Plan to Prudential Retirement Insurance and Annuity Company in 2016.

NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2016, to the Form 5500:

	2016	2015
Net assets available for benefits per the financial statements	$ 67,910,438	$62,018,088
Employee contribution receivable	(53,048)	-
Cash surrender value of life insurance not held with Prudential	(14,785)	(14,469)
Net assets per the Form 5500	$67,842,605	$62,003,619

The following is a reconciliation of the change in net assets available for benefits for the year ended December 31, 2016, per the financial statements to the net income reported in the 2016 Form 5500:

Net increase prior to plan transfers per the financial statements	$ 5,491,998
Change in cash surrender fair value life insurance not held with Prudential	(316)
Change in employee contribution receivable	(53,048)
Net income per the Form 5500	$ 5,438,634

NOTE 10 - SUBSEQUENT EVENTS

Plan management has evaluated subsequent events for recognition and disclosure through October 13, 2017, which is the date the financial statements were available to be issued. As of December 31, 2016. $53,048 of employee contributions had been withheld but not yet invested in the plan. These contributions were invested on January 03, 2017. On February 14, 2017, the Bank paid $1,326,527 to the Plan, fulfilling the 2016 401(k) employer safe harbor matching contribution. Both the employee and the Bank's contributions are reflected as receivables in the Statements of Net Assets Available for Benefits as of December 31, 2016.

SUPPLEMENTAL SCHEDULE

MECHANICS BANK PROFIT SHARING / 401(k) PLAN
FORM 5500, SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2016

Name of plan sponsor: Mechanics Bank
Employer identification number: 94-0672780
Three-digit plan number: 001

Party -in- Interest	Identity of Issue and Shares or Par Value	Description of Investment, Including Maturity Date, Rate of Interest Collateral, Par or Maturity Value	Cost	Current Value
	Mutual Fund Investments:			
	Dodge & Cox Funds	Dodge & Cox Stock Fund	**	$ 3,483,233
	LKCM Equity Fund	LKCM Equity Fund	**	120,505
	Oppenheimer	Oppenheimer Dev. Markets	**	1,388,137
*	Prudential Real Asset Z	Prudential Real Asset Z Fund	**	2,219,402
	Vanguard Total Bond Index	Vanguard Total Bond Index	**	335,470
	Vanguard Mid Cap Index	Vanguard Mid Cap Index Fund	**	475,500
	Vanguard Small Cap Index	Vanguard Small Cap Index Fund	**	197,981
	Van Dev Mark Index Fund	Van Dev Mark Index Fund	**	69,220
	Dreyfus Intl Bond	Dreyfus Intl Bond	**	1,483,060
				9,772,508
	Pooled Separate Accounts			
*	Prudential Retirement Ins and Annuity Company	International Growth / Artisan Fund	**	2,221,560
*	Prudential Retirement Ins and Annuity Company	T Rowe Price Growth Stock Fund	**	6,731,857
*	Prudential Retirement Ins and Annuity Company	Small Cap Growth / Brown AD	**	312,081
*	Prudential Retirement Ins and Annuity Company	Small Cap Growth / Integrity Fund	**	2,808,489
*	Prudential Retirement Ins and Annuity Company	Mid Cap Value / Integrity Fund	**	1,159,380
*	Prudential Retirement Ins and Annuity Company	Mid Cap Growth / Times Square Fund	**	2,869,598
*	Prudential Retirement Ins and Annuity Company	Large Cap Value / Barrow Hanley Fund	**	4,175,384
*	Prudential Retirement Ins and Annuity Company	Government Sec / Pim Fund	**	265,824
*	Prudential Retirement Ins and Annuity Company	Pru Day One IFX Target Balance	**	2,617,737
*	Prudential Retirement Ins and Annuity Company	Dryden S & P 500 Index Fund	**	3,604,085
*	Prudential Retirement Ins and Annuity Company	Balanced I / Wellington Mgt	**	6,413,214
*	Prudential Retirement Ins and Annuity Company	MFS INT Value IS	**	3,008,965
*	Prudential Retirement Ins and Annuity Company	Core Plus Bond / Pimco Fund	**	4,625,136
		Total		40,813,310
	Cash Surrender Value of Life Insurance:			
	CM Life Insurance Co	1 Insurance policy on life of 1 individual Participant	**	14,785

See Independent Auditor's Report.

MECHANICS BANK PROFIT SHARING / 401(k) PLAN
FORM 5500, SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2016

Name of plan sponsor: Mechanics Bank
Employer identification number: 94-0672780
Three-digit plan number: 001

Party -in- Interest	Identity of Issue and Shares or Par Value	Description of Investment, Including Maturity Date, Rate of Interest Collateral, Par or Maturity Value	Cost	Current Value
	Guaranteed Income Contract:			
*	Prudential Retirement Ins and Annuity Company	Group Annuity Contract – Guaranteed Income Fund	**	14,098,954
	Notes Receivable from Participants:			
*	Individual Participants	Loans Advanced to 207 individual Participants, Interest rates ranging from 3.25% to 5.50%	**	1,831,306
		Total Investments		$ 66,530,863

* Denotes party-in-interest
** Investment is participant directed, therefore, historical cost is not required.

See Independent Auditor's Report.

MECHANICS BANK
PROFIT SHARING/401(k) PLAN
PLAN NUMBER 001
EIN 94-0672780

FINANCIAL STATEMENTS
December 31, 2016 and 2015

MECHANICS BANK PROFIT SHARING / 401(k) PLAN
FINANCIAL STATEMENTS
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Crowe Horwath LLP
Independent Member Crowe Horwath International

INDEPENDENT AUDITOR'S REPORT

The Retirement Plans Committee
Mechanics Bank Profit Sharing / 401(k) Plan
Walnut Creek, CA

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Mechanics Bank Profit Sharing / 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, F.S.B. and Mechanics Bank, the trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that Prudential Retirement Insurance and Annuity Company and trustees holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from Prudential Retirement Insurance and Annuity Company and the trustees as of December 31, 2016 and 2015 and for the year ended December 31, 2016 that the information provided to the plan administrator by Prudential Retirement Insurance and Annuity Company and trustees is complete and accurate.

(Continued)

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule H, Line 4i-Schedule of Assets (Held at End of Year) as of December 31, 2016 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for purposes of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian and trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Crowe Horwath LLP

Crowe Horwath LLP

South Bend, Indiana
October 13, 2017

MECHANICS BANK PROFIT SHARING/401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2016 and 2015

	2016	2015
ASSETS:		
Investments, at fair value:		
Mutual fund investments	$ 9,772,508	$ 7,480,807
Pooled separate accounts	40,813,310	38,831,551
Cash surrender value of life insurance policies	14,785	14,469
Total investments, at fair value	50,600,603	46,326,827
Investments, at contract value:		
Guaranteed income contract	14,098,954	13,106,589
Total investments	64,699,557	59,433,416
Receivables:		
Employer 401(k) safe harbor matching contribution receivable	1,326,527	897,427
Employee contribution receivable	53,048	-
Notes receivable from participants	1,831,306	1,687,245
Total assets	67,910,438	62,018,088
NET ASSETS AVAILABLE FOR BENEFITS	$ 67,910,438	$ 62,018,088

The accompanying notes are an integral part of the financial statements.

MECHANICS BANK PROFIT SHARING/401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the year ended December 31, 2016

Additions:	
Contributions:	
Employer 401(k) safe harbor matching contributions	$ 1,326,527
Participant elective 401(k) deferral contributions	3,305,843
Participant roll-over contributions from other qualified plans	6,329,842
Total contributions	10,962,212
Net appreciation in fair value of investments	3,833,341
Interest earned on participant loans	56,319
Interest earned on investments	239,625
Dividends earned on investments	114,770
Miscellaneous income	21,039
Total additions	15,227,306
Deductions:	
Distributions of funds for participant withdrawals and benefits	9,730,158
Administrative expenses	5,150
Total deductions	9,735,308
Net increase prior to transfers	5,491,998
Transfer from other plan	400,352
Net increase in assets available for benefits	5,892,350
NET ASSETS AVAILABLE FOR BENEFITS AT DECEMBER 31, 2015	62,018,088
NET ASSETS AVAILABLE FOR BENEFITS AT DECEMBER 31, 2016	$ 67,910,438

The accompanying notes are an integral part of the financial statements.

NOTE 1 - PLAN DESCRIPTION

The following description of Mechanics Bank Profit Sharing / 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan Document and Summary Plan Description for a complete description of the Plan's provisions.

The Plan was established by Mechanics Bank (the Bank) on October 10, 1945, to provide deferred compensation benefits for eligible employees. For the first 60 years of its existence, the Plan operated under a separate trust agreement and was named Mechanics Bank Profit Sharing Plan and Trust. The Bank served as both the Plan Sponsor and Trustee during all these years. Effective January 1, 2006, the Plan was officially restated and converted to a Prudential Retirement Services Prototype Plan ("Prototype Plan"). With this conversion, the name of the Plan was officially changed to Mechanics Bank Profit Sharing/401(k) Plan. Pursuant to a new Trust Agreement that also became effective January 1, 2006, the Prudential Bank & Trust, F.S.B. ("Prudential") was appointed the successor trustee to the Plan and Prudential Retirement Insurance & Annuity Company serves as Plan custodian. Mechanics Bank remains trustee of the life insurance policies. Prudential then proceeded to receive, hold, manage and reinvest all the assets except the life insurance policies of the Trust Fund and provide specified recordkeeping and administrative services and make appropriate distributions of Trust Funds for the exclusive benefit of the Plan participants or beneficiaries.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is a qualified defined contribution plan which contains a "cash or deferred arrangement" (CODA) authorized under section 401(k) of the Internal Revenue Code. The most recent Plan amendments occurring with the adoption of the Prototype Plan enhanced some of the Plan features and benefits and modified some of the eligibility and vesting standards for employee participants. Effective January 1, 2006 most all employees of the Bank are covered and can benefit from the Plan (except for leased and collectively bargained employees). Employees are eligible to participate in the Plan when their employment starts at the Bank, with their first hour of work. Enrollment is therefore open to all covered employees without any waiting period. Upon enrollment, employees may immediately participate in the elective salary deferral component of the Plan. Starting in 2006, the Bank also implemented a 401(k) safe harbor matching feature to the Plan which encourages employees to participate and save for their own retirement. When an eligible employee actively participates in the Plan and electively defers a portion of their salary into the 401(k) segment of the Plan, a portion of each employee's annual salary deferral is matched with Bank contributions according to a prescribed percentage formula. Participants are 100 percent vested in their elective salary deferrals and after being credited with a minimum two years of cumulative service they are 100% vested in their employer matching contributions. In addition to the 401(k) segment of the Plan, there is also a profit sharing feature or segment to the Plan. The Bank may make discretionary employer non-elective contributions into the profit sharing segment of the Plan for the benefit of eligible participants. A participant becomes eligible to receive a portion of a current year's profit sharing contribution immediately upon hire. A Participant becomes 100% vested in the profit sharing segment of the Plan after being credited with a minimum three years of cumulative service (three-year cliff vesting). A year of service for vesting is specified as 1,000 hours of service determined using the Semi Monthly Equivalency Method for hourly employees whereby 95 hours of service are credited for each semi-monthly payroll period during which an employee completes at least 1 hour of service. Any forfeitures of unvested account balances are first used to pay Plan expenses for the year in which forfeitures are to be allocated. Any remaining forfeitures are used to reduce any employer non-elective contributions of that plan year. The Bank used $72,000 of forfeitures to offset the 2016 employer match paid in 2017 and $69,331 of forfeitures to offset the 2015 employer match paid in 2016. The Plan had $72,983 and $70,856 of forfeitures as of December 31, 2016 and 2015.

NOTE 1 - PLAN DESCRIPTION (Continued)

The Plan has adopted a Safe Harbor 401(k) Match Contribution formula allowed under the Internal Revenue Code, which provides that the Bank shall annually contribute employer matching contributions equal to 100% of the first 1% and 50% of employee contribution that exceeds 1% up to 6% of eligible participants' Section 401(k) Deferrals ("applicable contributions") of Included Compensation which is defined to be W-2 wages.

The Plan has adopted the ProRata Allocation Method formula for allocating employer discretionary non-elective Profit Sharing contributions. This formula allocates to each participant an equal, uniform percentage of their Included Compensation which is defined to be W-2 wages.

Individual accounts are maintained for each Plan participant to hold their elective deferral contributions, employer matching contributions and employer's discretionary profit sharing contributions (if any). Upon the adoption of the Prudential Prototype Plan and conversion of the Trust Fund over to Prudential during 2006, each Participant was permitted to "direct" the investments within their individual accounts into a broad array of investment alternatives offered through Prudential.

The Plan also allows for loans to participants listed as Notes Receivable from Participants on the Statement of Net Assets. Participants may borrow from their accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their vested account balance, whichever is less. A participant must be 100 percent vested and employed by the Bank on the date of the loan. A participant may only have one loan outstanding with the exception of new participants resulting from a merger or acquisition who are allowed to transfer a maximum of two legacy loans into the plan , with the requirement that the participant's full plan assets are also rolled over. The loan is secured by the balance in the participant's account. The interest rate charged each new loan is fixed at the prime rate in effect on the last business day of the calendar quarter preceding the loan date. The rate will not change during the loan repayment period.

The Plan generally allows an employee participant to withdraw all or a portion of their participant account balance upon the attainment of a normal retirement age of 65 years. Participant withdrawals of vested account balances are also permitted after termination of employment. In service withdrawals and distributions are limited in both frequency and amount until the attainment of age 59.5 unless a participant becomes disabled.

Although it has not expressed any intent to do so, the Bank has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100 percent vested in their accounts.

On April 30, 2015, Ford Financial acquired 69.3% of outstanding shares of Mechanics Bank via a tender offer. This transaction had no impact on the Plan.

On April 28, 2016, Mechanics Bank entered into an Agreement and Plan of Merger and Reorganization with California Republic Bancorp. The Merger became effective as of October 1, 2016.

As a result of the Merger, the legacy California Republic Bank 401(k) Plan was terminated. Participants were provided the option to roll into the Mechanics Bank Profit Sharing / 401(k) Plan which resulted in $5,978,246 of rollovers and $400,352 of loan transfers.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Significant accounting policies of the Plan are as follows:

Presentation

The accompanying financial statements have been prepared under the accrual basis of accounting based on accounting principles generally accepted in the United States.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments, other than fully benefit responsive investment contracts, are reported at fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes Receivable from Participants

Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances.

Risks and Uncertainties

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

Benefits

Benefits are recorded when paid.

NOTE 3 - INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS – UNAUDITED INFORMATION

Investments and notes receivable from participants are held by the Plan trustees, Prudential Bank & Trust, F.S.B. and Mechanics Bank, as well as Prudential Retirement Insurance & Annuity Company. Eligible investments offered by the Plan are periodically reviewed and approved by the Advisory Committee of the Bank. The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, substantially all investment and notes receivable from participant's information included in the Plan's financial statements were certified by trustees of the Plan (Prudential Bank & Trust, F.S.B. and Mechanics Bank) and Prudential Retirement Insurance & Annuity Company to be complete and accurate, and was therefore not subjected to any auditing procedures by independent accountants. The following summarizes the information included in the financial statements that was certified and not subject to auditing procedures by independent accountants:

- Fair value of investments held at December 31, 2016 and 2015
- Contract value of the Guaranteed Income Contract at December 31, 2016 and 2015
- Notes Receivable from Participants at December 31, 2016 and 2015
- Net realized gains and unrealized depreciation fair value of investments
- Interest earned on participant loans and investments
- Dividends earned on investments

NOTE 4 - FAIR VALUE MEASUREMENTS

Fair value is the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. Fair value measurements are determined by maximizing the use of observable inputs and minimizing the use of unobservable inputs. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (level 1 measurements) and gives the lowest priority to unobservable inputs (level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability

In many cases, a valuation technique used to measure fair value includes inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair values of investments apply to investments held directly by the Plan.

***Mutual Funds*:** The fair values of mutual fund investments are determined by obtaining quoted prices on nationally recognized securities exchanges (level 1 inputs).

***Pooled Separate Accounts*:** The fair values of participation units held in pooled separate accounts are based on their net asset values, as reported by the managers of the pooled separate accounts as supported by the unit prices of actual purchase and sale transactions occurring as of or close to the financial statement date. Each of the pooled separate accounts invests in a single, open-ended mutual fund which is generally identified in the name of the pooled separate account. Each pooled separate account provides for daily redemptions by the Plan with no advance notice requirements, and has redemption prices that are determined by the fund's net asset value per unit.

***Insurance Policies*:** The fair value of insurance policies are determined based on the cash surrender values of the policies determined by the carriers on the report date (level 2 inputs).

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Investments measured at fair value on a recurring basis are summarized below:

		Fair Value Measurements at December 31, 2016, Using		
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Pooled separate accounts*	$ 40,813,310	$ -	$ -	$ -
CSV of life insurance policies	14,785	-	14,785	-
Mutual funds	9,772,508	9,772,508	-	-
Total	$ 50,600,603	$ 9,772,508	$ 14,785	$ -

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

		Fair Value Measurements at December 31, 2015, Using		
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Pooled separate accounts*	$ 38,831,551	$ -	$ -	$ -
CSV of life insurance policies	14,469	-	14,469	-
Mutual funds	7,480,807	7,480,807	-	-
Total	$ 46,326,827	$ 7,480,807	$ 14,469	$ -

*Investments measured at fair value using net asset value per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in the hierarchy tables for such investments are intended to permit reconciliation of the fair value hierarchy to the investments at fair value line item presented in the statement of net assets available for benefits.

NOTE 5 - CASH SURRENDER VALUE OF LIFE INSURANCE

In accordance with the provisions of the Plan agreement, members could previously elect to have vested portions of their accounts used to purchase life insurance policies. Funds are disbursed from the Plan to pay annual premiums for the policies. Cash surrender values of all active, unredeemed policies are recorded in the accompanying Statements of Net Assets Available for Benefits, totaling $14,785 and $14,469 at December 31, 2016 and December 31, 2015 respectively. Proceeds from the cash surrender were deposited into the participants account at Prudential.

NOTE 6 – FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS

The Plan holds a fully benefit-responsive investment contract that is reported at contract value, which is generally the amount a participant would receive if he or she would initiate a withdrawal or transfer from the contract under the provisions of the Plan. Contract value represents contributions made to the contract, plus earnings, less participant withdrawals and administrative expenses.

The Plan holds this fully benefit-responsive investment contract with Prudential Retirement Insurance and Annuity Company (“Prudential”; Issuer). Prudential maintains the contributions in its general account. The Issuer guarantees the Plan a return of principal and interest under the terms of the contract. The interest crediting rate is updated semi-annually based upon contract provisions, and it may not be less than 1.50%. Prudential’s general account is credited with earnings on the underlying investments and is charged for participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investments at contract value.

NOTE 6 – FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS (Continued)

The Plan's investment contract specifies certain conditions under which distributions from the contract would be payable at amounts below contract value. Such circumstances include Plan termination, Plan merger, premature contract termination initiated by the Company, and certain other Company-initiated events that result in distributions exceeding a set amount. The contract limits the circumstances under which the Issuer may terminate the contract. Examples of circumstances which would allow the Issuer to terminate the contract include the Plan's loss of its qualified status, uncured material breaches of responsibilities, or material and adverse changes to the provisions of the Plan. If one of these events were to occur, the Issuer could terminate the contract at an amount less than contract value. Currently, management believes that the occurrence of an event that would cause the Plan to transact contract distributions at less than contract value is not probable.

NOTE 7 - FEDERAL INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed Prudential Insurance Co. by a letter dated April 29, 2014, that its Prototype Non-standardized Profit Sharing Plan with CODA is designed in accordance with applicable sections of the Internal Revenue Code (the IRC). Although the prototype Plan has been amended since receiving the IRS opinion letter, the plan administrator and management believe that the Plan, which follows this Prudential Insurance Co. prototype form, has been designed and is currently being operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax-exempt as of the financial statement date.

The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016 and 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing authorities; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2013.

NOTE 8 - PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under DOL regulations as any fiduciary of the plan, any party rendering service to the plan, the employer, and certain others. Parties-in-interest investments include the Guaranteed Income Contract, and Pooled Separate Accounts, issued and managed by Prudential Retirement Insurance and Annuity Company as of December 31, 2016. Notes receivables from participants also qualify as party-in-interest transactions. As of December 31, 2016 and 2015 and for the year ended December 31, 2016, substantially all participant and Plan investments, as well as notes receivables from participants, were accepted, and held by either the trustee, Prudential Bank & Trust, FSB, or the plan custodian, Prudential Retirement Insurance and Annuity Company, which are independent of the Plan and the Bank sponsor. The trustee has requested that the Bank retain in safekeeping the Life Insurance policies of Plan participants having cash surrender values totaling $14,785 as of December 31, 2016. Administrative expenses totaling $5,150 were paid by the Plan to Prudential Retirement Insurance and Annuity Company in 2016.

NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2016, to the Form 5500:

	2016	2015
Net assets available for benefits per the financial statements	$ 67,910,438	$62,018,088
Employee contribution receivable	(53,048)	-
Cash surrender value of life insurance not held with Prudential	(14,785)	(14,469)
Net assets per the Form 5500	$67,842,605	$62,003,619

The following is a reconciliation of the change in net assets available for benefits for the year ended December 31, 2016, per the financial statements to the net income reported in the 2016 Form 5500:

Net increase prior to plan transfers per the financial statements	$ 5,491,998
Change in cash surrender fair value life insurance not held with Prudential	(316)
Change in employee contribution receivable	(53,048)
Net income per the Form 5500	$ 5,438,634

NOTE 10 - SUBSEQUENT EVENTS

Plan management has evaluated subsequent events for recognition and disclosure through October 13, 2017, which is the date the financial statements were available to be issued. As of December 31, 2016. $53,048 of employee contributions had been withheld but not yet invested in the plan. These contributions were invested on January 03, 2017. On February 14, 2017, the Bank paid $1,326,527 to the Plan, fulfilling the 2016 401(k) employer safe harbor matching contribution. Both the employee and the Bank's contributions are reflected as receivables in the Statements of Net Assets Available for Benefits as of December 31, 2016.

SUPPLEMENTAL SCHEDULE

MECHANICS BANK PROFIT SHARING / 401(k) PLAN
FORM 5500, SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2016

Name of plan sponsor: Mechanics Bank
Employer identification number: 94-0672780
Three-digit plan number: 001

Party -in- Interest	Identity of Issue and Shares or Par Value	Description of Investment, Including Maturity Date, Rate of Interest Collateral, Par or Maturity Value	Cost	Current Value
	Mutual Fund Investments:			
	Dodge & Cox Funds	Dodge & Cox Stock Fund	**	$ 3,483,233
	LKCM Equity Fund	LKCM Equity Fund	**	120,505
	Oppenheimer	Oppenheimer Dev. Markets	**	1,388,137
*	Prudential Real Asset Z	Prudential Real Asset Z Fund	**	2,219,402
	Vanguard Total Bond Index	Vanguard Total Bond Index	**	335,470
	Vanguard Mid Cap Index	Vanguard Mid Cap Index Fund	**	475,500
	Vanguard Small Cap Index	Vanguard Small Cap Index Fund	**	197,981
	Van Dev Mark Index Fund	Van Dev Mark Index Fund	**	69,220
	Dreyfus Intl Bond	Dreyfus Intl Bond	**	1,483,060
				9,772,508
	Pooled Separate Accounts			
*	Prudential Retirement Ins and Annuity Company	International Growth / Artisan Fund	**	2,221,560
*	Prudential Retirement Ins and Annuity Company	T Rowe Price Growth Stock Fund	**	6,731,857
*	Prudential Retirement Ins and Annuity Company	Small Cap Growth / Brown AD	**	312,081
*	Prudential Retirement Ins and Annuity Company	Small Cap Growth / Integrity Fund	**	2,808,489
*	Prudential Retirement Ins and Annuity Company	Mid Cap Value / Integrity Fund	**	1,159,380
*	Prudential Retirement Ins and Annuity Company	Mid Cap Growth / Times Square Fund	**	2,869,598
*	Prudential Retirement Ins and Annuity Company	Large Cap Value / Barrow Hanley Fund	**	4,175,384
*	Prudential Retirement Ins and Annuity Company	Government Sec / Pim Fund	**	265,824
*	Prudential Retirement Ins and Annuity Company	Pru Day One IFX Target Balance	**	2,617,737
*	Prudential Retirement Ins and Annuity Company	Dryden S & P 500 Index Fund	**	3,604,085
*	Prudential Retirement Ins and Annuity Company	Balanced I / Wellington Mgt	**	6,413,214
*	Prudential Retirement Ins and Annuity Company	MFS INT Value IS	**	3,008,965
*	Prudential Retirement Ins and Annuity Company	Core Plus Bond / Pimco Fund	**	4,625,136
		Total		40,813,310
	Cash Surrender Value of Life Insurance:			
	CM Life Insurance Co	1 Insurance policy on life of 1 individual Participant	**	14,785

See Independent Auditor's Report.

MECHANICS BANK PROFIT SHARING / 401(k) PLAN
FORM 5500, SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2016

Name of plan sponsor: Mechanics Bank
Employer identification number: 94-0672780
Three-digit plan number: 001

Party -in- Interest	Identity of Issue and Shares or Par Value	Description of Investment, Including Maturity Date, Rate of Interest Collateral, Par or Maturity Value	Cost	Current Value
	Guaranteed Income Contract:			
*	Prudential Retirement Ins and Annuity Company	Group Annuity Contract – Guaranteed Income Fund	**	14,098,954
	Notes Receivable from Participants:			
*	Individual Participants	Loans Advanced to 207 individual Participants, Interest rates ranging from 3.25% to 5.50%	**	1,831,306
		Total Investments		$ 66,530,863

* Denotes party-in-interest
** Investment is participant directed, therefore, historical cost is not required.

See Independent Auditor's Report.