

COMMONWEALTH OF MASSACHUSETTS

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MIDDLESEX, ss

SUPERIOR COURT
DEPARTMENT OF THE TRIAL
COURT

PENNSYLVANIA AVENUE FUNDS,
individually, and on behalf of all others similarly
situated,

Plaintiff,

Case No. 08-1057

v.

GERARD H. BRANDI, ALEXANDER S.
COSTELLO, STEPHEN E. MARSHALL,
ALLAN S. BUFFERD, KATHLEEN M.
CAMILLI, NANCY L. PETTINELLI, STEPHEN
W. CARR, WILLIAM F. RUCCI, JR., NALIN
M. MISTRY, O. BRADLEY LATHAM, PAUL
J. McCARTHY, MASSBANK CORP.,
EASTERN BANK CORPORATION, EASTERN
BANK and MINUTEMAN ACQUISITION
CORP.

Defendants

AMENDED CLASS ACTION COMPLAINT

Plaintiff, through counsel, for its complaint against defendants, alleges upon personal knowledge with respect to paragraph 8, and upon information and belief based, *inter alia*, upon the investigation of counsel, as to all other allegations herein, as follows:

NATURE OF THE ACTION

1. Plaintiff brings this action individually and as a class action on behalf of the public shareholders of MASSBANK Corporation ("MASSBANK" or the "Company") in connection with the proposed sale of the Company to Eastern Bank Corporation and its wholly owned subsidiaries

