

Board of Governors of the Federal Reserve System



# Annual Report of Holding Companies—FR Y-6

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

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

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

**March 31, 2013**

Month / Day / Year

I, **Joel Crowell**

Reporter's Name, Street, and Mailing Address

**Coastal Affiliates, MHC**

Name of the Holding Company Director and Official

Legal Title of Holding Company

**President**

**25 Benjamin Franklin Way**

Title of the Holding Company Director and Official

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

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

**Hyannis**

**MA**

**02601**

City

State

Zip Code

Physical location (if different from mailing address)

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

Person to whom questions about this report should be directed:

**Patrick Shanley**

**Assistant Controller**

Name

Title

**508-568-3322**

Area Code / Phone Number / Extension

**508-568-3473**

Area Code / FAX Number

**pshanley@mycapecodbank.com**

E-mail Address

**www.mycapecodbank.com**

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

Signature of Holding Company Director and Official

Date of Signature

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

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

For Federal Reserve Bank Use Only

RSSD ID  
 C.I.

**3444801 / 119779**

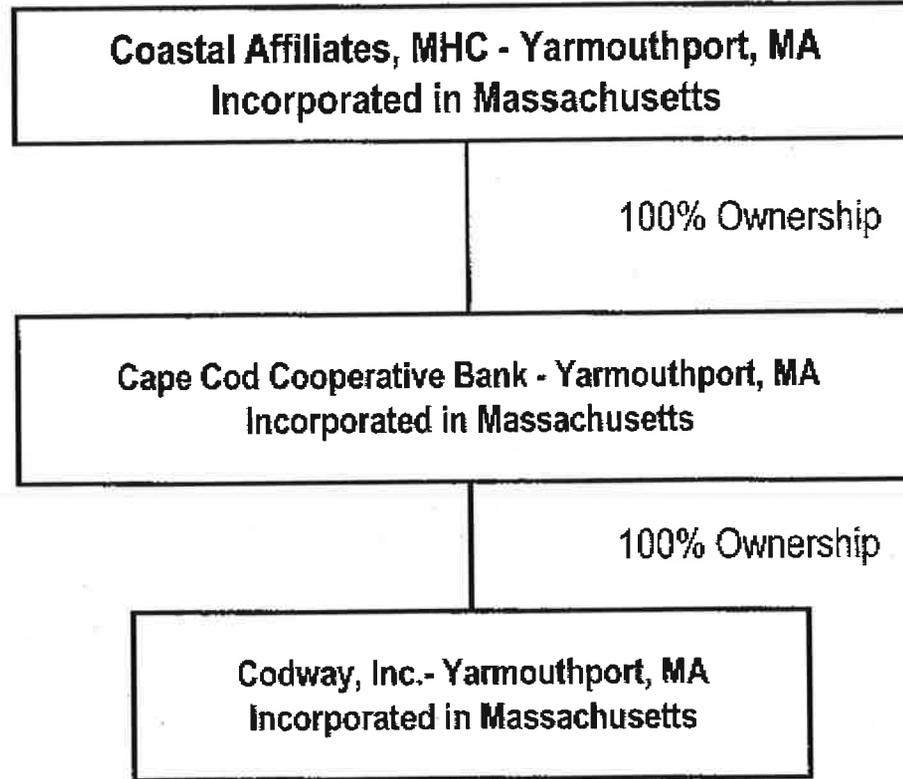
Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

**Coastal Affiliates, MHC  
Hyannis, Massachusetts  
Fiscal Year Ending March 31, 2013**



Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNIFORM*	Office Number*	Head Office	Head Office ID_RSSD*
Full Service (Head Office)	✓ 119779	CAPE COD CO-OPERATIVE BANK	121 MAIN STREET, ROUTE 6A	YARMOUTH PORT	MA	02675	BARNSTABLE	UNITED STATES	33219	0	CAPE COD CO-OPERATIVE BANK	119779
Full Service	✓ 241906	EAST DENNIS BRANCH	1583 MAIN STREET, ROUTE 6A	EAST DENNIS	MA	02641	BARNSTABLE	UNITED STATES	259641	2	CAPE COD CO-OPERATIVE BANK	119779
Full Service	✓ 3624694	ORLEANS ROAD BRANCH	1470 ORLEANS ROAD, ROUTE 39	EAST HARWICH	MA	02645	BARNSTABLE	UNITED STATES	467458	7	CAPE COD CO-OPERATIVE BANK	119779
Limited Service	✓ 4377698	FALMOUTH- MAIN STREET	649 MAIN STREET	FALMOUTH	MA	02540	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD CO-OPERATIVE BANK	119779
Full Service	✓ 3130982	ATTUCKS LANE BRANCH	695 ATTUCKS LANE	HYANNIS	MA	02601	BARNSTABLE	UNITED STATES	363803	5	CAPE COD CO-OPERATIVE BANK	119779
Full Service	✓ 2701020	SANDWICH BRANCH	275 COTUIT ROAD	SANDWICK	MA	02563	BARNSTABLE	UNITED STATES	259643	4	CAPE COD CO-OPERATIVE BANK	119779
Limited Service	✓ 4402639	THRWOOD PLACE	237 NORTH MAIN STREET	SOUTH YARMOUTH	MA	02664	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD CO-OPERATIVE BANK	119779
Full Service	✓ 240301	WEST BARNSTABLE BRANCH	1121 ROUTE 6A	WEST BARNSTABLE	MA	02668	BARNSTABLE	UNITED STATES	259642	3	CAPE COD CO-OPERATIVE BANK	119779
Limited Service	✓ 4402666	HEATHERWOOD AT KING'S WAY	100 HEATHERWOOD DRIVE AT KING'S WAY	YARMOUTH PORT	MA	02675	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD CO-OPERATIVE BANK	119779
Full Service	✓ 3354964	KINGS WAY BRANCH	64 KINGS CIRCUIT	YARMOUTH PORT	MA	02675	BARNSTABLE	UNITED STATES	439451	6	CAPE COD CO-OPERATIVE BANK	119779

### Coastal Affiliates, MHC

March 31, 2013

Name and Address	Principal Occupation	Title and Position With BHC	Title and Position With Sub	Title and Position With other Business	Percentage of Voting Shares in BHC	Percentage Of Voting Shares in Subs	Names of Other Companies if >25% or more voting securities
Abbott, Stephen	Retired	Corporator/ Director	Director	Retired President & CEO Cape Cod Healthcare	0	0	0
Alger, Sarah	Attorney	Corporator	N/A	Attorney	0	0	0
Cahir, Thomas	Administrator Cape Cod Regional Transit Authority	Corporator	N/A	Administrator Cape Cod Regional Transit Authority	0	0	0
Cole Matthew	VP, Cape Associates	Corporator	N/A	VP, Cape Associates	0	0	0
Cotton, John Jr	VP, Brokerage Manager Sotheby's International Realty	Corporator/ Director	Director	VP, Brokerage Manager Sotheby's International Realty	0	0	0
Cox, Eliza	Attorney Nutter McClennen & Fish LLP	Corporator	N/A	Attorney Nutter McClennen & Fish LLP	0	0	0
Crowell, Joel	President, CEO, Corporator, Director of Cape Cod Cooperative Bank and Coastal Affiliates, MHC	President CEO Corporator Director	President CEO Corporator Director	President, CEO, Corporator, Director of Cape Cod Cooperative Bank and	0	0	0
DellaPosta, Gary	Founder, CPA of the Gary M. DellaPosta firm	Corporator/ Director	Director	Founder, CPA of the Gary M. DellaPosta firm	0	0	0
Doane, John	Superintendent Cape Cod Mosquito Control	Corporator	N/A	Superintendent Cape Cod Mosquito Control	0	0	0
Fenuccio, Richard	President - Principal Brown Lindquist Fenuccio & Raber, Inc.	Corporator	N/A	President - Principal Brown Lindquist Fenuccio & Raber, Inc.	0	0	0
Ford, Michael	Attorney	Corporator/ Director	Director	Attorney	0	0	0
Gallagher, Daniel	CEO of OpenCape Corporaton	Corporator	N/A	CEO of OpenCape Corporation	0	0	0

**Coastal Affiliates, MHC**

		March 31, 2013					
Garran, Nancy	Director, Cape Cod Sea Camps	Corporator/ Director	Director	Director, Cape Cod Sea Camps	0	0	0
Gralton, John	Owner, KAM Appliances and Home Electronics	Corporator	N/A	Owner, KAM Appliances and Home Electronics	0	0	0
Haidas, James	Retired, Owned Cooke's Seafood	Corporator	N/A	Retired, Owned Cooke's Seafood	0	0	0
Lebel, Paul	Retired, Construction	Corporator	N/A	Retired, Construction	0	0	0
Lebherz, Christopher	Attorney	Corporator	N/A	Attorney	0	0	0
Lynch, Christopher	President, Lawrence-Lynch	Corporator	N/A	President, Lawrence-Lynch	0	0	0
Manning, Justin	CAI, AARE, President J.J. Manning Auctioneers	Corporator	N/A	CAI, AARE, President J.J. Manning Auctioneers	0	0	0
McPhee, Robert	Owner, McPhee Associates Building and Realty	Corporator/ Director	Director	Owner, McPhee Associates Building and Realty	0	0	0
Miller, Susan	Director of Nursing Instruction Cape Cod Community College	Corporator	N/A	Director of Nursing Instruction Cape Cod Community College	0	0	0
Murphy, M Christopher	Partner, CPA firm DePaola, Begg and Associates PC	Corporator	N/A	Partner, CPA firm DePaola, Begg and Associates PC	0	0	0
Northcross, Wendy	CEO, Cape Cod Chamber of Commerce	Corporator/ Director	Director	CEO, Cape Cod Chamber of Commerce	0	0	0
O'Brien, Greg	President and Owner of Stony Brook and Codfish Press	Corporator	N/A	President and Owner of Stony Brook and Codfish Press	0	0	0
Onik, Howard	Owner of Mariner Motor Lodge West Yarmouth	Corporator	N/A	Owner of three hotels in West Yarmouth	0	0	0
Our, Chris	Part Owner of Robert B. Our, Inc. Construction Company	Corporator	N/A	Part Owner of Robert B. Our, Inc. Construction Company	0	0	0
Ramsey, Martha	Elder Law Attorney Ramsey & Hanesian LLP	Corporator/ Clerk of the Corporation/	Director/ Clerk of the Corporation	Elder Law Attorney Ramsey & Hanesian LLP	0	0	0

**Coastal Affiliates, MHC**

**March 31, 2013**

		Director					
Robinson, Charles	President, Rogers & Gray Insurance Agency	Corporator/ Director	Director	President, Rogers & Gray Insurance Agency	0	0	0
Rogers, Charles	Principal, Roger & Marney, custom home builders	Corporator	N/A	Principal, Roger & Marney, custom home builders	0	0	0
Sheehan, Gary	President and CEO Cape Medial Supply, Inc.	Corporator/ Director	Director	President and CEO Cape Medial Supply, Inc.	0	0	0
Simmons, Linda	Treasurer Cape Cod Cooperative Bank	Treasurer & CFO	Treasurer of CCCB	Treasurer Cape Cod Cooperative Bank	0	0	0
Vaccaro, James	President and Chairman of Board for Strategic Consulting Group, Inc.	Corporator/ Director	Director	President and Chairman of Board for Strategic Consulting Group, Inc.	0	0	0
Vanderhoef, Sheila	Town Administrator, Town of Eastham	Corporator/ Director	Director	Town Administrator, Town of Eastham	0	0	0
Whiteley, Sara	Part owner of Whiteley W Vernon Plumbing and Heating Company	Corporator	N/A	Part owner of Whiteley W Vernon Plumbing and Heating Company	0	0	0
Williams, Gerard	Owner and CPA	Corporator/ Director	Director	Owner and CPA	0	0	0