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.

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.

I, John C. Boucher

Name of the Holding Company Director and Official
President & CEO

Title of the Holding Company Director and Official

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

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.

Signature of Holding Company Director and Official

Date of Signature
12-17-2013

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
RUSID
3212943
C.I.

Date of Report (top-tier holding company's fiscal year-end):
September 30, 2013

Month / Day / Year

Reporters Name, Street, and Mailing Address

South Shore Bancorp, MHC

Legal Title of Holding Company

1530 Main Street

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

South Weymouth  MA  02190
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
Nobo K Sircar

Name
EVP/CEO

Title

781-337-3000
Area Code / Phone Number / Extension
781-331-5681
Area Code / FAX Number
kaucoin@sssb.com
E-mail Address

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

Does the reporter request confidential treatment for any portion of this submission?
☐ Yes Please identify the report items to which this request applies:
☐ No

☐ 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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 6.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
For Use By Tiered Holding Companies

Top-tier holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<table>
<thead>
<tr>
<th>South Shore Bancorp, Inc.</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>1530 Main Street</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>South Weymouth MA 02190</td>
<td>City State Zip Code</td>
</tr>
</tbody>
</table>

Physical location (if different from mailing address)

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City State Zip Code</td>
</tr>
</tbody>
</table>

Physical location (if different from mailing address)

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City State Zip Code</td>
</tr>
</tbody>
</table>

Physical location (if different from mailing address)

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City State Zip Code</td>
</tr>
</tbody>
</table>

Physical location (if different from mailing address)

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City State Zip Code</td>
</tr>
</tbody>
</table>

Physical location (if different from mailing address)

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City State Zip Code</td>
</tr>
</tbody>
</table>

Physical location (if different from mailing address)

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City State Zip Code</td>
</tr>
</tbody>
</table>

Physical location (if different from mailing address)

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City State Zip Code</td>
</tr>
</tbody>
</table>

Physical location (if different from mailing address)

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City State Zip Code</td>
</tr>
</tbody>
</table>

Physical location (if different from mailing address)

12/2012
Note: Subject is a mutual holding company

Fiscal Year Ended September 30, 2013
SOUTH SHORE BANKCORP, MHC

FORM FR Y6

There are no shareholders as of 9/30/2013

Report Item 3: Shareholders
SOUTH SHORE BANCORP, MHC
A Massachusetts Mutual Holding Company

100% of Common Stock

SOUTH SHORE BANCORP, INC.
A Delaware Corporation

100% of Common Stock

SOUTH SHORE SAVINGS BANK
A Massachusetts Stock Savings Bank

100% Ownership

First Weymouth Corporation (A Massachusetts Corporation)
Fourth Weymouth Corporation (A Massachusetts Corporation)
1833 Security Corporation (A Massachusetts Corporation)
1868 Corporation (A Massachusetts Corporation)
Cambridge Mortgage Group (A Massachusetts Corporation)
1530 Holdings, LLC (INACTIVE) (A Massachusetts Corporation)

The Principal Office for all corporations is:
1530 Main Street, South Weymouth, MA. 02190