

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):

December 31, 2013

Month / Day / Year

I, Joanne Pompeo

Reporter's Name, Street, and Mailing Address

South Shore Mutual Holding Company

Name of the Holding Company Director and Official

Legal Title of Holding Company

Director

195 Washington Street

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.

Weymouth

MA

02188

City

State

Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Mathew McConnell

Vice President of Finance

Name

Title

781-337-1300 4418

Area Code / Phone Number / Extension

781-682-0299

Area Code / FAX Number

mmccconnell@s-bank.com

E-mail Address

www.s-bank.com

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

Signature of Holding Company Director and Official

03/26/2014

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 3164369
C.I. _____

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

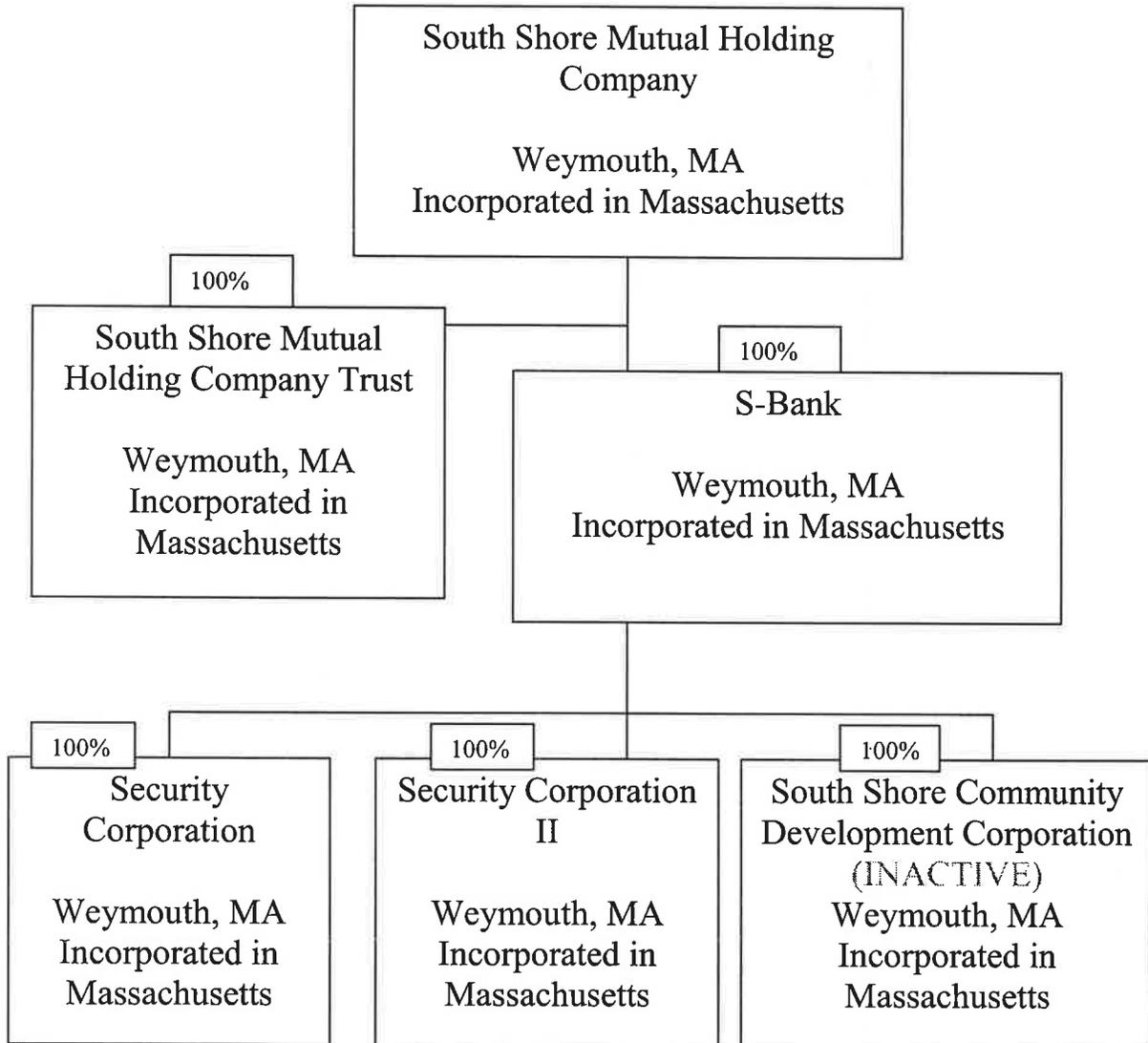
For Use By Tiered Holding Companies

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

<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/>	<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/>
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Form FR Y-6

**South Shore Mutual Holding Company
Weymouth, Massachusetts
Fiscal Year Ending December 31, 2013**



Results: A list of branches for your holding company: SOUTH SHORE MUTUAL HOLDING COMPANY (3164369) of Weymouth, MA. The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Actions

OK: If the branch information is correct, enter 'OK' in the Data Action column.

Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.

Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.

Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.

Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.

The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	116077	S-BANK	195 WASHINGTON STREET	WEYMOUTH	MA	02188	NORFOLK	UNITED STATES	35277	0	S-BANK	116077	
OK		Full Service	955874	EAST BRIDGEWATER MAIN BRANCH	6 CENTRAL STREET	EAST BRIDGEWATER	MA	02333	PLYMOUTH	UNITED STATES	35394	1	S-BANK	116077	
OK		Full Service	4059556	HANOVER BRANCH	1165 WASHINGTON STREET	HANOVER	MA	02339	PLYMOUTH	UNITED STATES	505907	3	S-BANK	116077	
OK		Full Service	2925321	FRANKLIN STREET BRANCH	30 FRANKLIN STREET	QUINCY	MA	02169	NORFOLK	UNITED STATES	958202	2	S-BANK	116077	

Form FR Y-6
South Shore Mutual Holding Company
Fiscal Year Ending December 31, 2013

Report not applicable for mutual holding company.

Report Item 4: Insiders

Form FR Y-6
 South Shore Mutual Holding Company
 Fiscal Year Ending December 31, 2013

Name & Address	Principal Occupation	Title Position w/HC	Title Position w/subsidiaries	Title & Position w/other businesses	% Voting Shares in MHC	% Voting Shares in Subsidiaries	Other Companies if 25% Voting Securities are held
Joanne Pompeo [REDACTED] Hingham, MA 02043	Real Estate	Imm. Past Chair	Immediate Past Chairman, Director	None	None	None	None
Robert J. Griffin [REDACTED] Quincy, MA 02169	Attorney	Chair	Chairman, Director of S-Bank	Attorney	None	None	None
J. Paul Valicenti [REDACTED] Hanover, MA 02339	Educator	Director	Director of S-Bank	Retired	None	None	None
Richard E. Frye [REDACTED] Braintree, MA 02184	Insurance	Director	Director of S-Bank	Owner	None	None	None
Paul Haley [REDACTED] Weymouth, MA 02189	Investment Bank	Vice CH, Director	Vice Chair, Director of S-Bank	Executive	None	None	None
David H. Leahy, Jr. [REDACTED] Scituate, MA 02066	Distributor	Director	Director of S-Bank	Owner	None	None	None
Lynn A. Lundberg [REDACTED] E. Bridgewater, MA 02333	Financial Executive	Director	Director of S-Bank	Financial Executive	None	None	None
Robie A. Nickerson [REDACTED] Weymouth, MA 02188	Retired	Director	Director of S-Bank	Retired	None	None	None
George Nightingale [REDACTED] Braintree, MA 02184	Oil Company	Director	Director of S-Bank	Manager	None	None	None
Donald P. Gill [REDACTED] Hanover, MA 02339	N/A	President/CEO	President/CEO	N/A	None	None	None
Maria Traniello [REDACTED] Stoughton, MA 02072	N/A	Assistant Clerk	Assistant Clerk	N/A	None	None	None
David Pinkham [REDACTED] Scituate, MA 02066	CPA	Director	Director of S-Bank	CPA	None	None	None