



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.

I, Joel G. Crowell

Name of the Holding Company Director and Official
President

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

Joel G. Crowell 6-13-14

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 3444801
C.I. _____

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

March 31, 2014

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Coastal Affiliates, MHC

Legal Title of Holding Company

25 Benjamin Franklin Way

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

Hyannis

MA

02601

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Patrick Shanley

AVP & 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

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

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

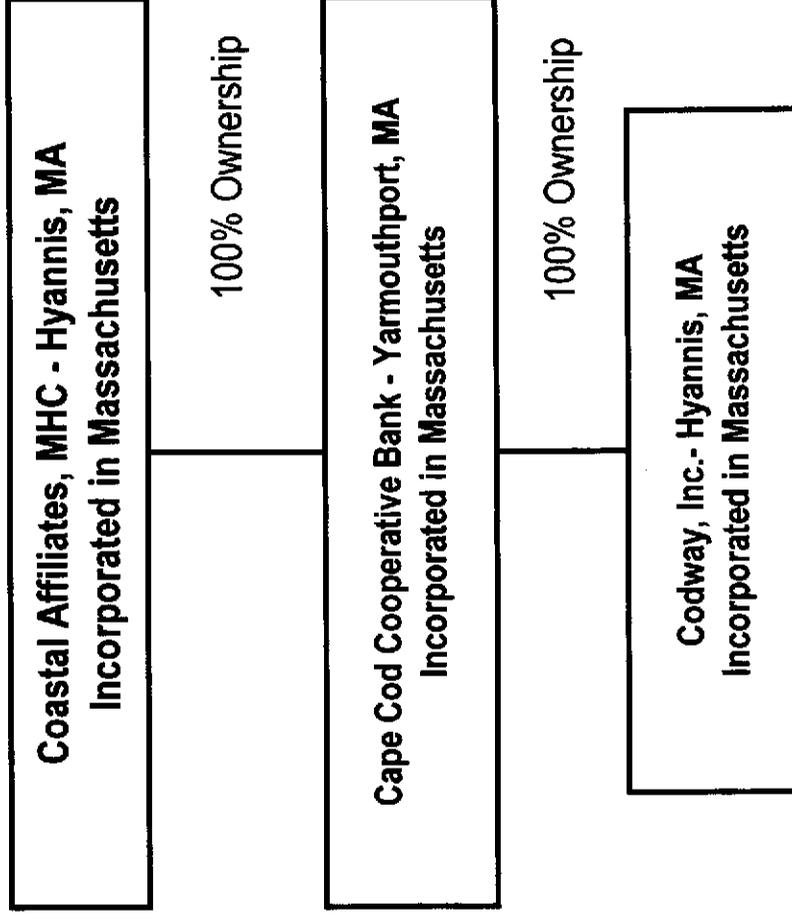
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

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, 2014**



Coastal Affiliates, MHC

		March 31, 2014							
Name, City, State, Country	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 West Dennis, MA, USA	Retired	Corporator/ Director	Director	Retired President & CEO Cape Cod Healthcare Hyannis, MA, USA	0	0	0		
Alger, Sarah Nantucket, MA, USA	Attorney	Corporator	N/A	Attorney Nantucket, MA, USA	0	0	0		
Cahir, Thomas Bourne, MA, USA	Administrator Cape Cod Regional Transit Authority	Corporator	N/A	Administrator Cape Cod Regional Transit Authority Bourne, MA, USA	0	0	0		
Cole Matthew Eastham, MA, USA	VP, Cape Associates	Corporator	N/A	VP, Cape Associates Eastham, MA, USA	0	0	0		
Cotton, John Jr Osterville, MA, USA	VP, Brokerage Manager Sotheby's International Realty	Corporator/ Director	Director	VP, Brokerage Manager Sotheby's International Realty Osterville, MA, USA	0	0	0		
Cox, Eliza Barnstable, MA, USA	Attorney Nutter McClennen & Fish LLP	Corporator	N/A	Attorney Nutter McClennen & Fish LLP Hyannis, MA, USA	0	0	0		
Crowell, Joel East Dennis, MA, USA	President, CEO, Corporator, Director of CCCB Codway, Inc. and Coastal Affiliates, MHC	President CEO Corporator Director	President CEO Corporator Director	President, CEO, Corporator, Director of CCCB and Codway, Inc. Yarmouthport, MA, USA	0	0	0		
DellaPosta, Gary Falmouth, MA, USA	Founder, CPA of the Gary M. DellaPosta firm	Corporator/ Director	Director	Founder, CPA of the Gary M. DellaPosta firm Falmouth, MA, USA	0	0	0		
Doane, John Yarmouth, MA, USA	Superintendent Cape Cod Mosquito Control	Corporator	N/A	Superintendent Cape Cod Mosquito Control	0	0	0		

Coastal Affiliates, MHC

March 31, 2014

Name, City, State, Country	Principal Occupation	Title and Position With BHC	Title and Position With Sub	Title and Position With other Business Yarmouthport, MA, USA	Percentage of Voting Shares in BHC	Percentage Of Voting Shares in Subs	Names of Other Companies if >25% or more voting securities
Fenuccio, Richard West Barnstable, MA, USA	President - Principal Brown Lindquist Fenuccio & Raber, Inc.	Corporator	N/A	President - Principal Brown Lindquist Fenuccio & Raber, Inc. Yarmouthport, MA, USA	0	0	0
Ford, Michael Harwich, MA, USA	Attorney	Corporator/ Director	Director	Attorney West Harwich, MA, USA	0	0	0
Gallagher, Daniel Osterville, MA, USA	Former CEO of OpenCape Corporation	Corporator	N/A	Former CEO of OpenCape Corporation Barnstable, MA, USA	0	0	0
Garran, Nancy Brewster, MA, USA	Director, Cape Cod Sea Camps	Corporator/ Director	Director	Director, Cape Cod Sea Camps Brewster, MA, USA	0	0	0
Grallon, John Fairhaven, MA, USA	Owner, KAM Appliances and Home Electronics	Corporator	N/A	Owner, KAM Appliances and Home Electronics Hyannis, MA, USA	0	0	0
Haidas, James Osterville, MA, USA	Retired, Owned Cooke's Seafood	Corporator	N/A	Retired, Owned Cooke's Seafood Hyannis, MA, USA	0	0	0
Lebel, Paul Osterville, MA, USA	Retired, Construction	Corporator	N/A	Retired, Construction Osterville, MA, USA	0	0	0
Leberz, Christopher Falmouth, MA, USA	Attorney	Corporator	N/A	Attorney Falmouth, MA, USA	0	0	0
Lynch, Christopher Cotuit, MA, USA	President, Lawrence-Lynch	Corporator	N/A	President, Lawrence-Lynch North Falmouth, MA, USA	0	0	0

Coastal Affiliates, MHC

March 31, 2014

Name, City, State, Country	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
Manning, Justin Sandwich, MA, USA	CAI, AARE, President J.J. Manning Auctioneers	Corporator	N/A	CAI, AARE, President J.J. Manning Auctioneers Yarmouthport, MA, USA	0	0	0
McPhee, Robert East Dennis, MA, USA	Owner, McPhee Associates Building and Realty	Corporator/ Director	Director	Owner, McPhee Associates Building and Realty East Dennis, MA, USA	0	0	0
Miller, Susan Sandwich, MA, USA	Director of Nursing Instruction Cape Cod Community College	Corporator	N/A	Director of Nursing Instruction Cape Cod Community College West Barnstable, MA, USA	0	0	0
Murphy, M Christopher Hyannis, MA, USA	Partner, CPA firm DePaola, Begg and Associates PC	Corporator	N/A	Partner, CPA firm DePaola, Begg and Associates PC Hyannis, MA, USA	0	0	0
Northcross, Wendy West Barnstable, MA, USA	CEO, Cape Cod Chamber of Commerce	Corporator/ Director	Director	CEO, Cape Cod Chamber of Commerce Centerville, MA, USA	0	0	0
O'Brien, Greg Brewster, MA, USA	President and Owner of Stony Brook and Codfish Press	Corporator	N/A	President and Owner of Stony Brook and Codfish Press Brewster, MA, USA	0	0	0
Onik, Howard Centerville, MA, USA	Owner of Mariner Motor Lodge West Yarmouth	Corporator	N/A	Owner of three hotels in West Yarmouth West Yarmouth, MA, USA	0	0	0
Our, Chris Harwich, MA, USA	Part Owner of Robert B. Our, Inc. Construction Company	Corporator	N/A	Part Owner of Robert B. Our, Inc. Construction Company Harwich, MA, USA	0	0	0
Ramsey, Martha	Elder Law Attorney	Corporator/	Director/	Elder Law Attorney	0	0	0

Coastal Affiliates, MHC

March 31, 2014

Name, City, State, Country	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
Hyannis, MA, USA		Clerk of the Corporation/ Director	Clerk of the Corporation	Hyannis, MA, USA			
Robinson, Charles Brewster, MA, USA	President, Rogers & Gray Insurance Agency	Corporator/ Director	Director	President, Rogers & Gray Insurance Agency Hyannis, MA, USA	0	0	0
Rogers, Charles Osterville, MA, USA	Principal, Roger & Marney, custom home builders	Corporator	N/A	Principal, Roger & Marney, custom home builders Osterville, MA, USA	0	0	0
Sheehan, Gary Sandwich, MA, USA	President and CEO Cape Medial Supply, Inc.	Corporator/ Director	Director	President and CEO Cape Medial Supply, Inc. Hyannis, MA, USA	0	0	0
Simmons, Linda Mashpee, MA, USA	Treasurer Cape Cod Cooperative Bank	Treasurer & CFO	Treasurer of CCCB and Codway, Inc.	Treasurer CCCB and Codway, Inc. Hyannis, MA, USA	0	0	0
Vaccaro, James Mashpee, MA, USA	President and Chairman of Board for Strategic Consulting Group, Inc.	Corporator/ Director	Director	President and Chairman of Board for Strategic Consulting Group, Inc. Mashpee, MA, USA	0	0	0
Vanderhoef, Sheila Barnstable, MA, USA	Town Administrator, Town of Eastham	Corporator/ Director	Director	Town Administrator, Town of Eastham Eastham, MA, USA	0	0	0
Whiteley, Sara West Chatham, MA, USA	Part owner of Whiteley W Verron Plumbing and Heating Company	Corporator	N/A	Part owner of Whiteley W Verron Plumbing and Heating Company West Chatham, MA, USA	0	0	0
Williams, Gerard	Owner and CPA	Corporator/	Director	Owner and CPA	0	0	0

Coastal Affiliates, MHC

March 31, 2014

Name, City, State, Country	Principal Occupation	Title and Position		Title and Position		Percentage of Voting Shares in BHC	Percentage Of Voting Shares in Subs	Names of Other Companies if >25% or more voting securities
		With BHC	With Sub	With other Business				
Cotuit, MA, USA		Director		Hyannis, MA, USA				

Results: A list of branches for your holding company: COASTAL AFFILIATES, MHC (3444801) of HYANNIS, MA. The data are as of 03/31/2014. Data reflects information that was received and processed through 04/07/2014.

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.

Branch 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)	119779	CAPE COD CO-OPERATIVE BANK	121 MAIN STREET ROUTE 6A	YARMOUTH PORT	MA	02675	BARNSTABLE	UNITED STATES	33229	0	CAPE COD CO-OPERATIVE BANK	119779	
OK		Full Service	241906	EAST DENNIS BRANCH	1591 MAIN STREET, ROUTE 6A	EAST DENNIS	MA	02641	BARNSTABLE	UNITED STATES	259641	2	CAPE COD CO-OPERATIVE BANK	119779	
OK		Full Service	3524894	ORLEANS ROAD BRANCH	1470 ORLEANS ROAD, ROUTE 39	EAST HARMWICH	MA	02645	BARNSTABLE	UNITED STATES	467488	7	CAPE COD CO-OPERATIVE BANK	119779	
OK		Full Service	4377698	FALMOUTH- MAIN STREET	649 MAIN STREET	FALMOUTH	MA	02540	BARNSTABLE	UNITED STATES	529521	8	CAPE COD CO-OPERATIVE BANK	119779	
OK		Full Service	3110982	ATTUICKS LANE BRANCH	695 ATTUICKS LANE	HYANNIS	MA	02601	BARNSTABLE	UNITED STATES	363803	5	CAPE COD CO-OPERATIVE BANK	119779	
OK		Full Service	4557850	MARSTONS MILLS BRANCH	3878 FALMOUTH ROAD	MARSTONS MILLS	MA	02648	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD CO-OPERATIVE BANK	119779	
OK		Full Service	4504896	NORTH FALMOUTH CCCB BRANCH	660 NORTH FALMOUTH HIGHWAY	NORTH FALMOUTH	MA	02556	BARNSTABLE	UNITED STATES	541814	11	CAPE COD CO-OPERATIVE BANK	119779	
OK		Full Service	2701020	SANDWICH BRANCH	275 COTUIT ROAD	SANDWICH	MA	02563	BARNSTABLE	UNITED STATES	259643	4	CAPE COD CO-OPERATIVE BANK	119779	
OK		Limited Service	4402639	THIRWOOD PLACE	237 NORTH MAIN STREET	SOUTH YARMOUTH	MA	02664	BARNSTABLE	UNITED STATES	532138	9	CAPE COD CO-OPERATIVE BANK	119779	
OK		Full Service	240301	WEST BARNSTABLE BRANCH	1121 ROUTE 6A	WEST BARNSTABLE	MA	02668	BARNSTABLE	UNITED STATES	259642	3	CAPE COD CO-OPERATIVE BANK	119779	
OK		Limited Service	4402666	HEATHERWOOD AT KING'S WAY	100 HEATHERWOOD DRIVE AT KING'S WAY	YARMOUTH PORT	MA	02675	BARNSTABLE	UNITED STATES	532185	10	CAPE COD CO-OPERATIVE BANK	119779	
OK		Full Service	3354954	KINGS WAY BRANCH	64 KINGS CIRCUIT	YARMOUTH PORT	MA	02675	BARNSTABLE	UNITED STATES	439451	6	CAPE COD CO-OPERATIVE BANK	119779	

