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JUN 23 2015

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
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Board of Governors of the Federal Reserve System

Supervision, Regulation and
Credit Department



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, 2015

Month / Day / Year

I, **Joel G. Crowell**

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

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.

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

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

Signature of Holding Company Director and Official

Joel G. Crowell

6/19/15
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 3444901
 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:

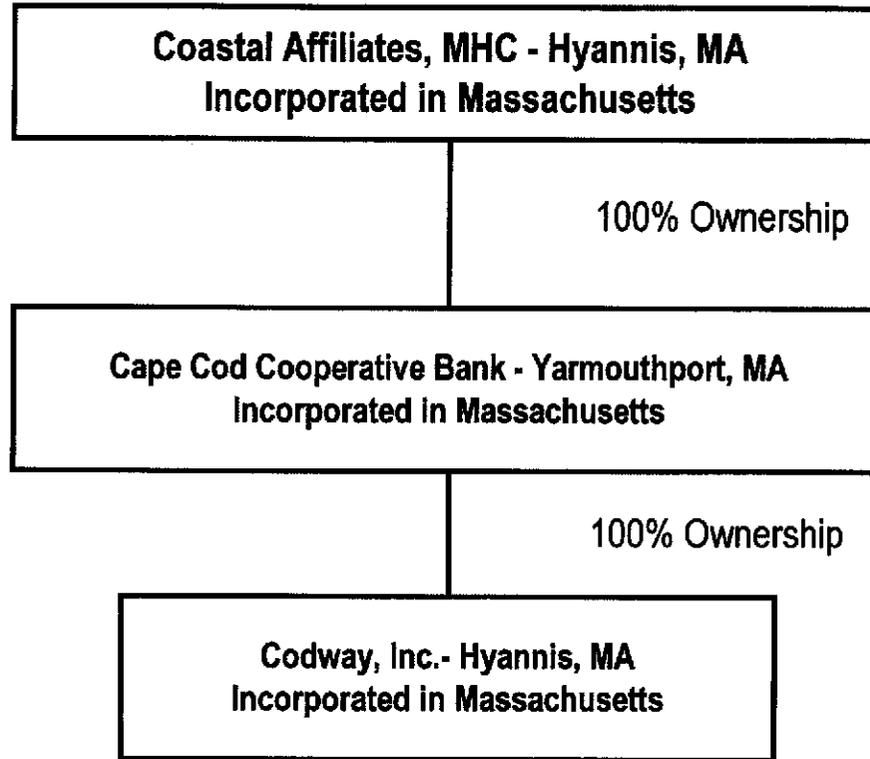
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 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.

*ETC
6/25/15
2nd time 6/25/15*

**Coastal Affiliates, MHC
Hyannis, Massachusetts
Fiscal Year Ending March 31, 2015**



Coastal Affiliates, MHC							
March 31, 2015							
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 Osterville and Nantucket, MA, USA	Attorney	Corporator	N/A	Attorney Osterville and 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	President and CEO Cape Associates	Corporator	N/A	President and CEO Cape Associates Eastham, MA	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 of CCCB and Codway, Inc.	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 Yarmouthport, MA, USA	0	0	0
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	0	0	0

Name, City, State, Country	Principal Occupation	Coastal Affiliates, MHC			Percentage of Voting Shares in BHC	Percentage Of Voting Shares in Subs	Names of Other Companies If >25% or more voting securities
		Title and Position With BHC	Title and Position With Sub	Title and Position With other Business Barnstable, MA, USA			
Garran, Nancy Brewster, MA, USA	Director, Cape Cod Sea Camps	Corporator/ Director	Director	Director, Cape Cod Sea Camps Brewster, MA, USA	0	0	0
Gratton, 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
Haldas, James Osterville, MA, USA	Retired, Owned Cooke's Seafood	Corporator	N/A	Retired, Owned Cooke's Seafood Hyannis, MA, USA	0	0	0
Lebherz, Christopher Falmouth, MA, USA	Attorney	Corporator	N/A	Attorney Falmouth, MA, USA	0	0	0
Lynch, Christopher Coluit, MA, USA	President, Lawrence-Lynch	Corporator	N/A	President, Lawrence-Lynch North Falmouth, MA, USA	0	0	0
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	VP of Academic and Student Affairs Cape Cod Community College	Corporator	N/A	VP of Academic and Student Affairs 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 three hotels in West Yarmouth	Corporator	N/A	Owner of three hotels in West Yarmouth West Yarmouth, MA, USA	0	0	0

Coastal Affiliates, MHC							
March 31, 2015							
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
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 Hyannis, MA, USA	Elder Law Attorney	Corporator/ Clerk of the Corporation/ Director	Director/ Clerk of the Corporation	Elder Law Attorney Hyannis, MA, USA	0	0	0
Robinson, Charles Brewster, MA, USA	Retired President, Rogers & Gray Insurance Agency	Corporator/ Director	Director	Retired President, Rogers & Gray Insurance Agency Hyannis, MA, USA	0	0	0
Rogers, Charles Osterville, MA, USA	Principal, Roger & Mamey, custom home builders	Corporator	N/A	Principal, Roger & Mamey, 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	Listing Broker and Principal Cape Cod Business Brokers	Corporator/ Director	Director	Listing Broker and Principal Cape Cod Business Brokers 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 Vernon Plumbing and Heating Company	Corporator/ Director	N/A	Part owner of Whiteley W Vernon Plumbing and Heating Company West Chatham, MA, USA	0	0	0
Williams, Gerard Cotuit, MA, USA	Owner and CPA	Corporator/ Director	Director	Owner and CPA Hyannis, MA, USA	0	0	0