

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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JAN 10 2017

Supervision, Regulation and  
Credit Department

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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

September 30, 2016

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's 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:

Kimberly Cobb Controller

Name Title

781-337-3000

Area Code / Phone Number / Extension

781-331-5881

Area Code / FAX Number

kconn@southshorebank.com

E-mail Address

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

I, James M. Dunphy

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

11/9/17  
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 3212943  
C.I.

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes 0

In accordance with the General Instructions for this report (check only one),

- 1. a letter justifying this request is being provided along with the report
- 2. a letter justifying this request has been provided separately

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

## 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.

South Shore Bancorp, Inc.

Legal Title of Subsidiary Holding Company

1530 Main Street

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

South Weymouth MA 02190  
City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

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Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

**LEI: N/A**

**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 BANK**  
A Massachusetts Stock Savings Bank

100% Ownership

|                                      |                                      |
|--------------------------------------|--------------------------------------|
| <b>First Weymouth Corporation</b>    | <b>(A Massachusetts Corporation)</b> |
| <b>Fourth Weymouth Corporation</b>   | <b>(A Massachusetts Corporation)</b> |
| <b>1833 Security Corporation</b>     | <b>(A Massachusetts Corporation)</b> |
| <b>1868 Corporation</b>              | <b>(A Massachusetts Corporation)</b> |
| <b>Cambridge Mortgage Group</b>      | <b>(A Massachusetts Corporation)</b> |
| <b>1530 Holdings, LLC (INACTIVE)</b> | <b>(A Massachusetts Corporation)</b> |

The Principal Office for all corporations is:

**1530 Main Street, South Weymouth, MA. 02190**

REMARKS: A list of branches for your depository institution: SOUTH SHORE BANK (ID: 8520 - 772008).  
 This depository institution is located at SOUTH SHORE BANK/COMP MHC (3312943) of SOUTH Weymouth, MA.  
 The data are as of 09/30/2016. This data reflects information that was received and processed through 10/01/2016.

**Record Information 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 the information first became valid in the Effective Date column.
  - Close:** If the branch listed was sold or closed, enter "Close" in the Data Action column and the date or closure date in the Effective Date column.
  - Delist:** If a branch listed was never owned by the depository institution, enter "Delist" in the Data Action column.
  - Add:** If a reportable branch is missing, insert a row, add the correct data, and enter "Add" in the Data Action column and the opening or acquisition date in the Effective Date column.
- If providing this file, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page folding, and/or legal sized paper.

**Submission Instructions**

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

**Notes:**

To verify the FR Y-30 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delist, or Add.  
 The FR Y-30 report may be submitted in a hard-copy format or in the FR Y-30 online application - <https://floodman.secdatabase.gov>.

\* FIC, UNIFORM, Office Number, and ID, BSED columns are for reference only. Verification of these values is not required.

| Branch ID | Branch Name                     | Branch Service Type        | Branch ID, BSED* | Payable Name             | Street Address          | City           | State | Zip Code | County   | Country       | FIC Uniform* | Office Number* | Head Office      | Head Office ID, BSED* | Comments |
|-----------|---------------------------------|----------------------------|------------------|--------------------------|-------------------------|----------------|-------|----------|----------|---------------|--------------|----------------|------------------|-----------------------|----------|
| OK        | 772008 SOUTH SHORE BANK         | Full Service Branch Office | 772008           | SOUTH SHORE BANK         | 1130 MAIN STREET        | SOUTH Weymouth | MA    | 01980    | NORFOLK  | UNITED STATES | 37812        | 0              | SOUTH SHORE BANK | 772008                |          |
| OK        | 270133 HOBSON PLAZA BRANCH      | Full Service               | 270133           | HOBSON PLAZA BRANCH      | 501 JOHN MURPHY HIGHWAY | ROXBURY        | MA    | 02134    | NORFOLK  | UNITED STATES | 29146        | 5              | SOUTH SHORE BANK | 772008                |          |
| OK        | 248783 COMMERCIAL STREET BRANCH | Full Service               | 248783           | COMMERCIAL STREET BRANCH | 111 COMMERCIAL STREET   | EAST Weymouth  | MA    | 01938    | NORFOLK  | UNITED STATES | 29179        | 11             | SOUTH SHORE BANK | 772008                |          |
| OK        | 248785 SHAW'S PLAZA BRANCH      | Full Service               | 248785           | SHAW'S PLAZA BRANCH      | 650 HARGOLE ST          | EAST Weymouth  | MA    | 01939    | NORFOLK  | UNITED STATES | 29142        | 1              | SOUTH SHORE BANK | 772008                |          |
| OK        | 4587116 HINGHAM BRANCH          | Full Service               | 4587116          | HINGHAM BRANCH           | 29 SOUTH STREET         | HINGHAM        | MA    | 02043    | Plymouth | UNITED STATES | 29142        | 18             | SOUTH SHORE BANK | 772008                |          |
| OK        | 809409 NORTH Weymouth BRANCH    | Full Service               | 809409           | NORTH Weymouth BRANCH    | 83 BRIDGE ST            | NORTH Weymouth | MA    | 01931    | NORFOLK  | UNITED STATES | 29164        | 1              | SOUTH SHORE BANK | 772008                |          |
| OK        | 344611 NORWELL BRANCH           | Full Service               | 344611           | NORWELL BRANCH           | 400 WASHINGTON STREET   | NORWELL        | MA    | 02061    | NORFOLK  | UNITED STATES | 29164        | 1              | SOUTH SHORE BANK | 772008                |          |
| OK        | 344612 NORWELL BRANCH           | Full Service               | 344612           | NORWELL BRANCH           | 100 STATE ST            | NORWELL        | MA    | 02061    | NORFOLK  | UNITED STATES | 29164        | 1              | SOUTH SHORE BANK | 772008                |          |
| OK        | 34216817 MARLIN STREET BRANCH   | Full Service               | 34216817         | MARLIN STREET BRANCH     | 114 FRANKS STREET       | HAVERHILL      | MA    | 02148    | Plymouth | UNITED STATES | 361225       | 10             | SOUTH SHORE BANK | 772008                |          |
| OK        | 2107041 GRANITE CROSSING BRANCH | Full Service               | 2107041          | GRANITE CROSSING BRANCH  | 170 QUINN AVE           | HAVERHILL      | MA    | 02149    | NORFOLK  | UNITED STATES | 29164        | 3              | SOUTH SHORE BANK | 772008                |          |
| OK        | 418101 COLUMBIAN SQUARE BRANCH  | Full Service               | 418101           | COLUMBIAN SQUARE BRANCH  | 640 HANCOCK STREET      | WOLLASTON      | MA    | 01970    | NORFOLK  | UNITED STATES | 29146        | 5              | SOUTH SHORE BANK | 772008                |          |
| OK        | 374113 STOKES CROSSING BRANCH   | Full Service               | 374113           | STOKES CROSSING BRANCH   | 85 PLEASANT STREET      | SOUTH Weymouth | MA    | 01995    | NORFOLK  | UNITED STATES | 29146        | 9              | SOUTH SHORE BANK | 772008                |          |
| OK        | 208021 WASHINGTON STREET BRANCH | Full Service               | 208021           | WASHINGTON STREET BRANCH | 1337 TURBINE STREET     | STODARDTON     | MA    | 02122    | NORFOLK  | UNITED STATES | 29146        | 1              | SOUTH SHORE BANK | 772008                |          |
| OK        |                                 |                            |                  |                          | 251 WASHINGTON STREET   | Weymouth       | MA    | 01981    | NORFOLK  | UNITED STATES | 29146        | 2              | SOUTH SHORE BANK | 772008                |          |

**FORM FR Y6**

**SOUTH SHORE BANCORP, MHC**

**Fiscal Year Ended September 30, 2016**

**Report Item 3: Shareholders**

Note: Subject is a mutual holding company

There are no shareholders as of 9/30/2016

**FORM FR Y6**

**SOUTH SHORE BANCORP, INC.**

**Fiscal Year Ended September 30, 2016**

**Report Item 3: Shareholders**

Note: Subject is a mutual holding company

There are no shareholders as of 9/30/2016

FORM FR Y-6  
 SOUTH SHORE BANCORP, MHC  
 Fiscal Year Ending September 30, 2016

Report item 4: Insiders

| Name & Address                                | Principal Occupation other than BHC | Title & Position w/Holding Company | Title & Position w/Subsidiaries  | Title & Position w/Other Businesses       |
|---|-------------------------------------|------------------------------------|--|---|
| Phyllis F Bailey Anderson<br>North Easton, MA | Health Care Provider,<br>Retired    | N/A                                | N/A  | N/A                                       |
| J. Leonard Bicknell<br>Marshfield, MA         | Retired                             | N/A                                | N/A  | N/A                                       |
| James M. Dunphy<br>Quincy, MA                 | N/A                                 | Director & President               | Director & President<br>South Shore Bancorp<br>South Shore Savings Bk<br>N/A | N/A                                       |
| John C. Boucher<br>Pembroke, MA               | Retired                             | N/A                                | N/A  | N/A                                       |
| James E. Bristol, Jr<br>E. Weymouth, MA       | Building Supplier                   | N/A                                | N/A  | President, Bates Bros<br>Granite Company  |
| Arthur R. Connelly<br>Plymouth, MA            | Banker,<br>Retired                  | N/A                                | N/A  | N/A                                       |
| William F. Garvey, CPA<br>Weymouth            | CPA                                 | N/A                                | N/A  | Principal,<br>W.F. Garvey, CPA            |
| Preston H. Hoffman<br>Scituate, MA            | Insurance Agent                     | N/A                                | N/A  | President/Treasurer,<br>A.E. Barnes & Co. |
| David A. Jones<br>No. Weymouth, MA            | Religious Leader,<br>Retired        | N/A                                | N/A  | N/A                                       |
| David S. MacCoy<br>Marshfield, MA             | Retired                             | N/A                                | N/A  | N/A                                       |

FORM FR Y-6  
 SOUTH SHORE BANCORP., MHC  
 Fiscal Year Ending September 30, 2016

**Report item 4: Insiders**

| Name & Address                                | Principal Occupation other than BHC | Title & Position w/Holding Company | Title & Position w/Subsidiaries | Title & Position w/Other Businesses          |
|---|-------------------------------------|------------------------------------|---------------------------------|--|
| William J. McNulty, Jr., Esq.<br>Pembroke, MA | Attorney                            | N/A                                | N/A                             | Attorney at Law                              |
| Richard W. Nash<br>Weymouth, MA               | Printer                             | N/A                                | N/A                             | President, Precision<br>Repro-Graphics       |
| Daniel J. Quirk<br>Chestnut Hill, MA          | Auto Dealer                         | N/A                                | N/A                             | President/Owner<br>Quirk Dealerships         |
| Harry E. Salerno, CPA<br>Plymouth, MA         | CPA, Retired                        | N/A                                | N/A                             | N/A  |
| Arthur H. Sharp<br>N. Weymouth, MA            | Real Estate Investor                | N/A                                | N/A                             | President, Sharp<br>Enterprises              |
| Michael J. Sheehan<br>Norwell, MA             | Advertising Executive               | N/A                                | N/A                             | CEO<br>Boston Globe                          |
| Leonard F. Smith<br>Hanson, MA                | Retired                             | N/A                                | N/A                             | N/A  |
| Margaret K. Spagone<br>E. Bridgewater, MA     | Insurance Agent                     | N/A                                | N/A                             | President, E Bridgewater<br>Insurance Agency |
| George W. Toma<br>Weymouth, MA                | Retailer, Retired                   | N/A                                | N/A                             | N/A  |



FORM FR Y-6  
 SOUTH SHORE BANCORP, INC.  
 Fiscal Year Ending September 30, 2016

Report item 4: Insiders

| Name & Address                                | Principal Occupation<br>other than BHC | Title & Position<br>w/Holding Company | Title & Position<br>w/Subsidiaries                                    | Title & Position<br>w/Other Businesses    |
|---|--|---------------------------------------|---|---|
| Phyllis F Bailey Anderson<br>North Easton, MA | Health Care Provider,<br>Retired       | N/A                                   | N/A   | N/A                                       |
| J. Leonard Bicknell<br>Marshfield, MA         | Retired                                | N/A                                   | N/A   | N/A                                       |
| James M. Dunphy<br>Quincy, MA                 | N/A                                    | Director & President                  | Director & President<br>South Shore Bancorp<br>South Shore Savings Bk | N/A                                       |
| John C. Boucher<br>Pembroke, MA               | Retired                                | N/A                                   | N/A   | N/A                                       |
| James E. Bristol, Jr<br>E. Weymouth, MA       | Building Supplier                      | N/A                                   | N/A   | President, Bates Bros<br>Granite Company  |
| Arthur R. Connelly<br>Plymouth, MA            | Banker,<br>Retired                     | N/A                                   | N/A   | N/A                                       |
| William F. Garvey, CPA<br>Weymouth            | CPA                                    | N/A                                   | N/A   | Principal,<br>W.F. Garvey, CPA            |
| Preston H. Hoffman<br>Scituate, MA            | Insurance Agent                        | N/A                                   | N/A   | President/Treasurer,<br>A.E. Barnes & Co. |
| David A. Jones<br>No. Weymouth, MA            | Religious Leader,<br>Retired           | N/A                                   | N/A   | N/A                                       |
| David S. MacCoy<br>Marshfield, MA             | Retired                                | N/A                                   | N/A   | N/A                                       |

FORM FR Y-6  
 SOUTH SHORE BANCORP, INC.  
 Fiscal Year Ending September 30, 2016

Report Item 4: Insiders

| Name & Address                                | Principal Occupation other than BHC | Title & Position w/Holding Company | Title & Position w/Subsidiaries | Title & Position w/Other Businesses          |
|---|-------------------------------------|------------------------------------|---------------------------------|--|
| William J. McNulty, Jr., Esq.<br>Pembroke, MA | Attorney                            | N/A                                | N/A                             | Attorney at Law                              |
| Richard W. Nash<br>Weymouth, MA               | Printer                             | N/A                                | N/A                             | President, Precision<br>Repro-Graphics       |
| Daniel J. Quirk<br>Chestnut Hill, MA          | Auto Dealer                         | N/A                                | N/A                             | President/Owner<br>Quirk Dealerships         |
| Harry E. Salerno, CPA<br>Plymouth, MA         | CPA, Retired                        | N/A                                | N/A                             | N/A  |
| Arthur H. Sharp<br>N. Weymouth, MA            | Real Estate Investor                | N/A                                | N/A                             | President, Sharp<br>Enterprises              |
| Michael J. Sheehan<br>Norwell, MA             | Advertising Executive               | N/A                                | N/A                             | CEO<br>Boston Globe                          |
| Leonard F. Smith<br>Hanson, MA                | Retired                             | N/A                                | N/A                             | N/A  |
| Margaret K. Spagone<br>E. Bridgewater, MA     | Insurance Agent                     | N/A                                | N/A                             | President, E Bridgewater<br>Insurance Agency |
| George W. Tona<br>Weymouth, MA                | Retailer, Retired                   | N/A                                | N/A                             | N/A  |