

MAR 27 2017

Supervision, Regulation and Credit Department

FR Y-6 OMB Number 7100-0297 Approval expires September 30, 2018 Page 1 of 2

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)); 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):

December 31, 2016

Month / Day / Year

NONE EXISTS

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

Reporter's Name, Street, and Mailing Address

SOUTH SHORE MUTUAL HOLDING COMPANY

Legal Title of Holding Company

195 WASHINGTON STREET

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

WEYMOUTH MA 02188 City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

ROBERT FARNHAM CONTROLLER

Name Title

781-796-6013

Area Code / Phone Number / Extension

781-834-2109

Area Code / FAX Number

rfarnham@coastalheritagebank.com

E-mail Address

www.coastalheritagebank.com

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

I, WILLIAM I. KELLY Name of the Holding Company Director and Official

Director

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

03/22/2017

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 3919738 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."

Handwritten signature/initials

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.

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)

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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Physical Location (if different from mailing address)

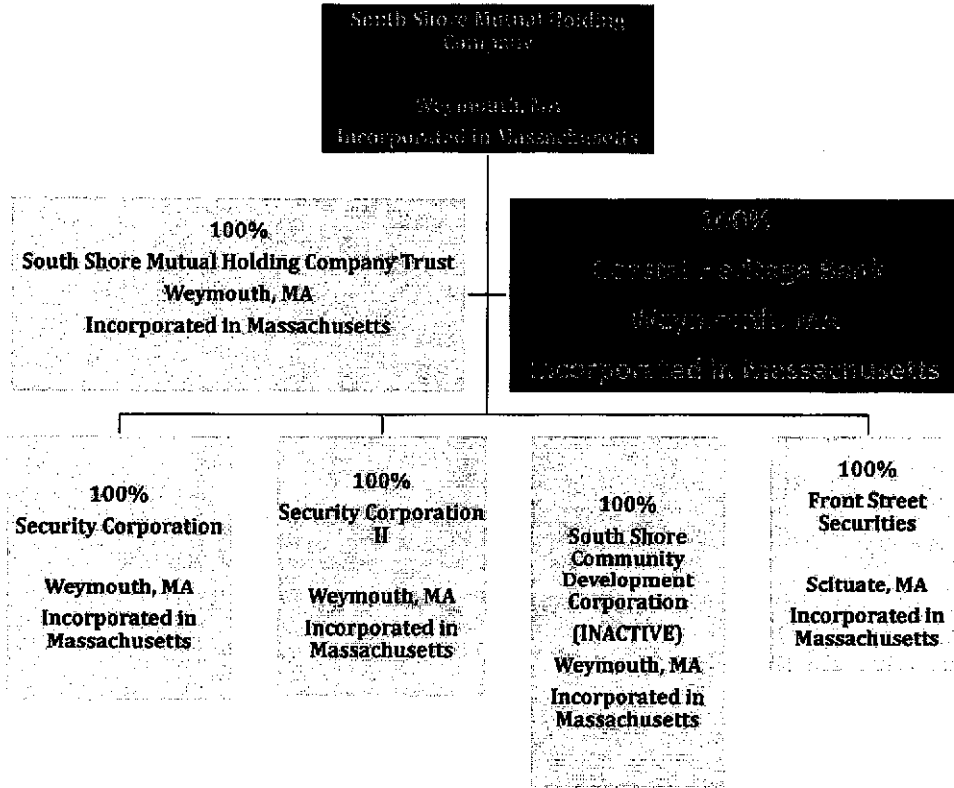
Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

South Shore Mutual Holding Company
Weymouth, Massachusetts
Fiscal Year Ending December 31, 2016



Form FR Y-6
South Shore Mutual Holding Company
Fiscal Year Ended December 31, 2016

Report Item 2b: Domestic Branch Listing
<https://structurelists.federalreserve.gov/default.aspx>
Results: A list of branches for your depository institution: COASTAL HERITAGE BANK (ID_RSSD: 453370).
 This depository institution is held by SOUTH SHORE MUTUAL HOLDING COMPANY (3919738) of WEYMOUTH, MA.
 The data are as of 12/31/2016. Data reflects information that was received and processed through 1/10/2017.

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	12/31/2016	Full Service (Head Office)	453370	WEYMOUTH BRANCH	195 WASHINGTON STREET	WEYMOUTH	MA	02188	NORFOLK	UNITED STATES	43258	1	COASTAL HERITAGE BANK	453370	
OK	12/31/2016	Full Service	955874	EAST BRIDGEWATER BRANCH	6 CENTRAL STREET	EAST BRIDGEWATER	MA	02333	PLYMOUTH	UNITED STATES	Not Required	2	COASTAL HERITAGE BANK	453370	
OK	12/31/2016	Full Service	4059556	HANOVER BRANCH	1165 WASHINGTON STREET	HANOVER	MA	02339	PLYMOUTH	UNITED STATES	Not Required	4	COASTAL HERITAGE BANK	453370	
OK	12/31/2016	Full Service	4169343	HINGHAM BRANCH	1 DERBY STREET	HINGHAM	MA	02043	PLYMOUTH	UNITED STATES	495983	8	COASTAL HERITAGE BANK	453370	
OK	12/31/2016	Full Service	4169334	GREEN HARBOR BRANCH	259 DYKE ROAD	MARSHFIELD	MA	02050	PLYMOUTH	UNITED STATES	450668	9	COASTAL HERITAGE BANK	453370	
OK	12/31/2016	Full Service	4169352	MARSHFIELD BRANCH	560 PLAIN STREET	MARSHFIELD	MA	02050	PLYMOUTH	UNITED STATES	280372	6	COASTAL HERITAGE BANK	453370	
OK	12/31/2016	Full Service	4169361	NORWELL BRANCH	1 RIVER STREET # 440	NORWELL	MA	02061	PLYMOUTH	UNITED STATES	450672	7	COASTAL HERITAGE BANK	453370	
OK	12/31/2016	Full Service	2925321	QUINCY BRANCH	30 FRANKLIN STREET	QUINCY	MA	02169	NORFOLK	UNITED STATES	Not Required	3	COASTAL HERITAGE BANK	453370	
OK	12/31/2016	Full Service	4970295	SCITUATE BRANCH	72 FRONT STREET	SCITUATE	MA	02066	PLYMOUTH	UNITED STATES	Not Required	5	COASTAL HERITAGE BANK	453370	

Form FR Y-6
South Shore Mutual Holding Company
Fiscal Year Ended December 31, 2016

Report Item 3: Securities holders
 (1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2016	Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2016
<p>(1)(a) Name City, State, Country</p> <p>(1)(b) Country of Citizenship or Incorporation</p> <p>(1)(c) Number and Percentage of Each Class of Voting Securities</p>	<p>(2)(a) Name City, State, Country</p> <p>(2)(b) Country of Citizenship or Incorporation</p> <p>(2)(c) Number and Percentage of Each Class of Voting Securities</p>
N/A	N/A

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South Shore Mutual Holding Company
Fiscal Year Ended December 31, 2016

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes Partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held
Joseph C. Hayes Scituate, MA USA	Chairman & Director Coastal Heritage Bank	Chairman & Director	Chairman & Director Coastal Heritage Bank	N/A	N/A	N/A	N/A
Richard L. Rowe, Jr. Yarmouth, MA USA	Director Coastal Heritage Bank	Director ✓	Director Coastal Heritage Bank	N/A	N/A	N/A	N/A
Maria Vafiades Norwell, MA USA	Chief Financial Officer Coastal Heritage Bank	Chief Financial Officer	Chief Financial Officer Coastal Heritage Bank	N/A	N/A	N/A	N/A
Carleton E. Chandler Marshfield, MA USA	President	Director	Director Coastal Heritage Bank	President Marshfield Cranberry Co.	N/A	N/A	N/A
Peter A. Finnegan Hanover, MA USA	President	Director	Director Coastal Heritage Bank	President Barnside Capital, LLC	N/A	N/A	N/A
William I. Kelly Marshfield, MA USA	Retired	Director ✓	Director Coastal Heritage Bank	Retired	N/A	N/A	N/A
Thomas C. McDonough Scituate, MA USA	Attorney	Director	Director Coastal Heritage Bank	Attorney Law Office of Thomas C. McDonough	N/A	N/A	N/A
Phillip E. Murphy Hingham, MA	Retired	Director	Director Coastal Heritage Bank	Retired	N/A	N/A	N/A

Form FR Y-6
South Shore Mutual Holding Company
Fiscal Year Ended December 31, 2016

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes Partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
USA							
Roy M. Whittaker Scituate, MA USA	Retired	Director	Director Coastal Heritage Bank	Retired	N/A	N/A	N/A
Joanne Pompeo Hingham, MA USA	Real Estate	Director	Director Coastal Heritage Bank	None	N/A	N/A	N/A
Robert J. Griffin Quincy, MA USA	Attorney	Director	Director Director Coastal Heritage Bank	Attorney	N/A	N/A	N/A
Richard E. Frye Braintree, MA USA	Insurance	Director	Director Coastal Heritage Bank	Owner	N/A	N/A	N/A
Paul Haley Weymouth, MA USA	Investment Banker	Immediate Past Chairman Director	Immediate Past Chairman Director Coastal Heritage Bank	Executive	N/A	N/A	N/A
David H. Leahy, Jr. Scituate, MA USA	Distributor	Vice Chair, Director	Vice Chair, Director Coastal Heritage Bank	Owner	N/A	N/A	N/A
Lynn A. Lundberg E. Bridgewater, MA USA	Financial Executive	Director & Clerk	Director & Clerk Coastal Heritage Bank	Financial Executive	N/A	N/A	N/A

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South Shore Mutual Holding Company
Fiscal Year Ended December 31, 2016

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes Partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Donald P. Gill Hanover, MA USA	President, CEO & Director Coastal Heritage Bank	President, CEO & Director	President, CEO & Director Coastal Heritage Bank	N/A	N/A	N/A	N/A
Maria Traniello Stoughton, MA USA	Assistant Clerk Coastal Heritage Bank	Assistant Clerk	Assistant Clerk Coastal Heritage Bank	N/A	N/A	N/A	N/A
David Pinkham Scituate, MA USA	CPA	Director	Director Coastal Heritage Bank	CPA	N/A	N/A	N/A