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Board of Governors of the Federal Reserve System



Annual Report of Holding Companies — FR Y-6
 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):

December 31, 2017

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

I, Dorothy A. Savarese

Name of the Holding Company Director and Official

Chairman, 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.

Cape Cod Five Mutual Company

Legal Title of Holding Company

PO Box 10, 19 West Road

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

Orleans

MA

02653

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Matthew S. Burke

EVP/CFO/Treasurer

Name

Title

508-247-1813

Area Code / Phone Number / Extension

508-247-1985

Area Code / FAX Number

mburke@capecodfive.com

E-mail Address

www.capecodfive.com

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

Signature of Holding Company Director and Official

Date of Signature

3/16/18

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 4369808
 C.I. _____

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

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.

<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/> <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>
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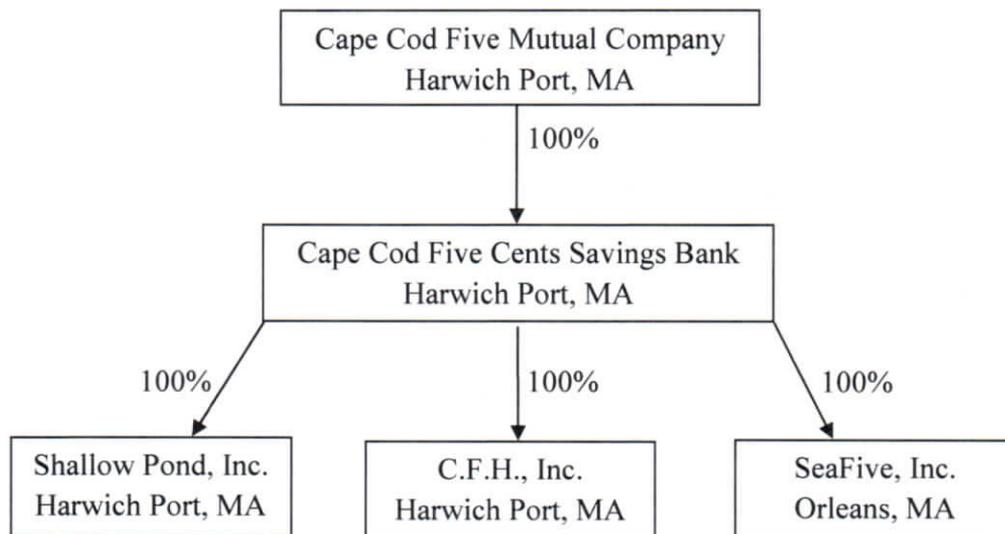
Form FR Y-6
Cape Cod Five Mutual Company
Harwich Port, Massachusetts
Year Ended December 31, 2017

Report Item:

LEI not applicable unless otherwise noted.

1: N/A – Holding Company is a mutual and does not have any shareholders.

2a: Organizational Chart – All entities incorporated in Massachusetts



2b: See the attached Domestic Branch listing with any necessary changes downloaded from <http://structurelists.federalreserve.gov/>

3: Cape Cod Five Mutual Company is a no-stock mutually held holding company

4: See the attached Insider Listing

Results: A list of branches for your depository institution: **CAPE COD FIVE CENTS SAVINGS BANK (ID_RSSD: 664206)**.
 This depository institution is held by **CAPE COD FIVE MUTUAL COMPANY (4369808)** of **HARWICH PORT, MA**.
 The data are as of **12/31/2017**. Data reflects information that was received and processed through **01/04/2018**.

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)	664206	CAPE COD FIVE CENTS SAVINGS BANK	532 ROUTE 28	HARWICH PORT	MA	02646	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	665801	BREWSTER BRANCH	2745 MAIN STREET	BREWSTER	MA	02631	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	665409	CENTERVILLE BRANCH	1620 FALMOUTH ROAD	CENTERVILLE	MA	02632	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	666303	CHATHAM BRANCH	548 MAIN STREET	CHATHAM	MA	02633	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	2312510	EAST HARWICH BRANCH	129 ROUTE 137	EAST HARWICH	MA	02645	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	4151638	FALMOUTH BRANCH	668 MAIN ST	FALMOUTH	MA	02540	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
Change	12/29/2017	Limited Service	5125029	FALMOUTH BRANCH	1582 YFANNOUGH ROAD	HYANNIS	MA	02601	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	140773	HYANNIS BRANCH	171 FALMOUTH ROAD	HYANNIS	MA	02601	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Limited Service	4503675	MARION LPO BRANCH	163 FRONT STREET	MARION	MA	02738	PLYMOUTH	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	2254263	MASHPEE COMMONS BRANCH	10 NORTH MARKET STREET	MASHPEE	MA	02649	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	4292540	112 PLEASANT ST BRANCH	112 PLEASANT STREET	NANTUCKET	MA	02554	NANTUCKET	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	4372871	MAIN STREET BRANCH	2ERD MAIN STREET, PO BOX 2640	NANTUCKET	MA	02554	NANTUCKET	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	1908756	NORTH EASTHAM BRANCH	75 BRACKETT ROAD	NORTH EASTHAM	MA	02651	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Limited Service	4752446	CAPE COD FIVE CENTS SAVINGS BANK TRUST AND ASSET MANAGEMENT OFFICE	20 WEST ROAD	ORLEANS	MA	02653	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Limited Service	4443593	OPERATIONS CENTER ORLEANS BRANCH	19 WEST ROAD	ORLEANS	MA	02653	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	635206	ORLEANS BANCH	97 CRANBERRY HIGHWAY	ORLEANS	MA	02653	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Limited Service	4902616	PINEHILLS LPO BRANCH	ONE VILLAGE GREEN NORTH, SUITE 111R	PLYMOUTH	MA	02360	PLYMOUTH	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Limited Service	4722300	PROVINCETOWN LPO BRANCH	237 COMMERCIAL STREET, SUITE 22A-B	PROVINCETOWN	MA	02657	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	3620904	SANDWICH BRANCH	85 ROUTE 6A	SANDWICH	MA	02563	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	3733484	SOUTH DENNIS BRANCH	688 MAIN STREET	SOUTH DENNIS	MA	02660	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Limited Service	4503693	YARMOUTH ADMIN OFFICE BRANCH	519 STATION AVENUE	SOUTH YARMOUTH	MA	02664	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	1212402	YARMOUTH BRANCH	514 STATION AVENUE	SOUTH YARMOUTH	MA	02664	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	5003770	MARTHA'S VINEYARD BRANCH	412 STATE ROAD	VINEYARD HAVEN	MA	02568	DUKES	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Limited Service	4503684	MARTHA'S VINEYARD LPO BRANCH	13 BEACH STREET EXTENSION	VINEYARD HAVEN	MA	02568	DUKES	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	4722298	WAREHAM BRANCH	10 ROSEBROOK PLACE	WAREHAM	MA	02571	PLYMOUTH	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Full Service	768104	WELLFLEET BRANCH	345 MAIN STREET	WELLFLEET	MA	02667	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	
OK		Limited Service	4982337	MID-TECH ADMIN OFFICE	212 MID-TECH DRIVE	WEST YARMOUTH	MA	02673	BARNSTABLE	UNITED STATES	Not Required	Not Required	CAPE COD FIVE CENTS SAVINGS BANK	664206	

Form FR Y-6
Cape Cod Five Mutual Company
Year Ended December 31, 2017

Report item 4: Insiders

Name	Home City	Position with Cape Cod Five Mutual Company	Position with The Cape Cod Five Cents Savings Bank	Principal Occupation
Anne Bailey Berman	Boston, MA	Trustee	Director	Public Relations
John C. Dawley	Acton, MA	Trustee	Director	Real Estate Development
Karen L. Gardner	Falmouth, MA	Trustee	Director	CEO, healthcare provider
Thomas M. Evans	Harwich, MA	Trustee	Director	Educational Consultant
Paul E. Grover	Marion, MA	Trustee	Director	Realtor
Chester N. Lay	Brewster, MA	Trustee	Director	Land Surveyor (retired)
Bruce D. Miller	Nantucket, MA	Trustee	Director	Business Consultant
Katherine Fulham Parcels	Centerville, MA	Trustee	Director	CPA
James A. Peterson	Orleans, MA	Trustee	Director	Realtor
Paul Rumul	Sandwich, MA	Trustee	Director	Real Estate Mangement & Hospitality
Daniel A. Wolf	Harwich, MA	Trustee	Director	Airline owner/operator
Dorothy A. Savarese	Sandwich, MA	Trustee, Chairman, President & Chief Executive Officer	Director, Chairman, President & Chief Executive Officer	N/A
Robert A. Talerman	Centerville, MA	First Executive Vice President, Executive Lending Officer	First Executive Vice President, Executive Lending Officer	N/A
Joel J. Brickman	Orleans, MA	Executive Vice President, General Counsel	Executive Vice President, General Counsel	N/A
Matthew S. Burke	Kingston, MA	Executive Vice President, Chief Financial Officer & Treasurer	Executive Vice President, Chief Financial Officer & Treasurer	N/A
Andrea L. Ponte	E. Sandwich, MA	Senior Vice President, Special Projects Coordinator	Senior Vice President, Special Projects Coordinator	N/A
Paul S. Bernier	Wilbraham, MA	Senior Vice President, Chief Risk Officer	Senior Vice President, Chief Risk Officer	N/A
W. David Brennan	Sandwich, MA	Senior Vice President, Chief Residential and Consumer Lending Officer	Senior Vice President, Chief Residential and Consumer Lending Officer	N/A
Elizabeth S. Hamman	Brewster, MA	Senior Vice President, Chief Information Security Officer	Senior Vice President, Chief Information Security Officer	N/A
Kevin M. Howard	West Barnstable, MA	Senior Vice President, Chief Marketing and Community Engagement Officer	Senior Vice President, Chief Marketing and Community Engagement Officer	N/A
Jason R. Lilly	South Dennis, MA	Senior Vice President, Chief Wealth Management Services Officer	Senior Vice President, Chief Wealth Management Services Officer	N/A
Richard J. Leonard	Vineyard Haven, MA	Senior Vice President, Regional President-Martha's Vineyard	Senior Vice President, Regional President-Martha's Vineyard	N/A
James C. O'Connor	Centerville, MA	Senior Vice President, Director of Consumer Lending Operations	Senior Vice President, Regional Manager-Southeastern Mass.	N/A
Christopher W. Raber	Mashpee, MA	Senior Vice President, Chief Real Estate Officer	Senior Vice President, Chief Real Estate Officer	N/A
Christopher E. Richards	Fast Sandwich, MA	Senior Vice President, Chief Banking Services Officer	Senior Vice President, Chief Banking Services Officer	N/A
Laura E. Newstead	Sandwich, MA	Senior Vice President, Chief Human Resources Officer	Senior Vice President, Chief Human Resources Officer	N/A
Scott J. Watson	Dennis, MA	Senior Vice President, Chief Information Officer	Senior Vice President, Chief Information Officer	N/A