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FR Y-6  
OMB Number 7100-0297  
Approval expires November 30, 2019  
Page 1 of 2

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)); 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

NONE EXISTS

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

Reporter's Name, Street, and Mailing Address

1. William Kelly  
Name of the Holding Company Director and Official

SOUTH SHORE MUTUAL HOLDING COMPANY

Legal Title of Holding Company

195 WASHINGTON ST

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

WEYMOUTH MA 02188

City State Zip Code

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:

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

Signature of Holding Company Director and Official

03/21/2018

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?  No  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

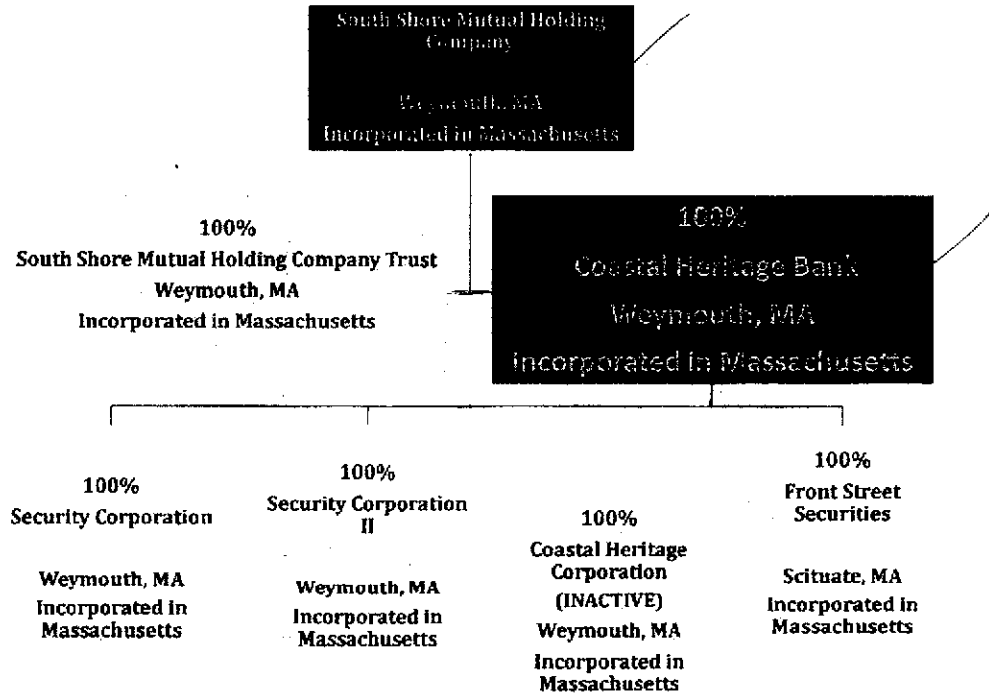
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

## 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.

<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> <hr/>
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South Shore Mutual Holding Company  
Weymouth, Massachusetts  
Fiscal Year Ending December 31, 2017



**Form FR Y-6**

**South Shore Mutual Holding Company  
Fiscal Year Ended December 31, 2017**

**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 12/31/2017. 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.

<b>Data Action</b>	<b>Branch Service Type</b>	<b>Branch ID_RSSD*</b>	<b>Popular Name</b>	<b>Street Address</b>	<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>County</b>	<b>Country</b>	<b>FDIC UNINUM*</b>	<b>Office Number*</b>	<b>Head Office</b>	<b>Head Office ID_RSSD*</b>
OK	Full Service (Head Office)	453370	COASTAL HERITAGE BANK	195 WASHINGTON STREET	WEYMOUTH	MA	02188	NORFOLK	UNITED STATES	Not Required	Not Required	COASTAL HERITAGE BANK	453370
OK	Full Service	955874	EAST BRIDGEWATER BRANCH	6 CENTRAL STREET	EAST BRIDGEWATER	MA	02333	PLYMOUTH	UNITED STATES	Not Required	Not Required	COASTAL HERITAGE BANK	453370
OK	Full Service	4059556	HANOVER BRANCH	1165 WASHINGTON STREET	HANOVER	MA	02339	PLYMOUTH	UNITED STATES	Not Required	Not Required	COASTAL HERITAGE BANK	453370
OK	Full Service	4169343	HINGHAM BRANCH	1 DERBY STREET	HINGHAM	MA	02043	PLYMOUTH	UNITED STATES	Not Required	Not Required	COASTAL HERITAGE BANK	453370
OK	Full Service	4169334	GREEN HARBOR BRANCH	259 DYKE ROAD	MARSHFIELD	MA	02050	PLYMOUTH	UNITED STATES	Not Required	Not Required	COASTAL HERITAGE BANK	453370
OK	Full Service	4169352	MARSHFIELD BRANCH	560 PLAIN STREET	MARSHFIELD	MA	02050	PLYMOUTH	UNITED STATES	Not Required	Not Required	COASTAL HERITAGE BANK	453370
OK	Full Service	4169361	NORWELL CENTER BRANCH	1 RIVER STREET # 440	NORWELL	MA	02061	PLYMOUTH	UNITED STATES	Not Required	Not Required	COASTAL HERITAGE BANK	453370
OK	Full Service	2925321	FRANKLIN STREET BRANCH	30 FRANKLIN STREET	QUINCY	MA	02169	NORFOLK	UNITED STATES	Not Required	Not Required	COASTAL HERITAGE BANK	453370
OK	Full Service	4970295	FRONT STREET BRANCH	72 FRONT STREET	SCITUATE	MA	02066	PLYMOUTH	UNITED STATES	Not Required	Not Required	COASTAL HERITAGE BANK	453370

Form FR Y-6  
**South Shore Mutual Holding Company**  
**Fiscal Year Ended December 31, 2017**

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												
<table border="1"> <thead> <tr> <th data-bbox="568 115 649 315">(1)(a) Name City, State, Country</th> <th data-bbox="568 315 649 525">(1)(b) Country of Citizenship or Incorporation</th> <th data-bbox="568 525 649 735">(1)(c) Number and Percentage of Each Class of Voting Securities</th> </tr> </thead> <tbody> <tr> <td colspan="3" data-bbox="649 115 763 1071" style="text-align: center;">N/A</td> </tr> </tbody> </table>	(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	N/A			<table border="1"> <thead> <tr> <th data-bbox="568 1071 649 1260">(2)(a) Name City, State, Country</th> <th data-bbox="568 1260 649 1470">(2)(b) Country of Citizenship or Incorporation</th> <th data-bbox="568 1470 649 1680">(2)(c) Number and Percentage of Each Class of Voting Securities</th> </tr> </thead> <tbody> <tr> <td colspan="3" data-bbox="649 1071 763 1957" style="text-align: center;">N/A</td> </tr> </tbody> </table>	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities	N/A		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities											
N/A													
(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities											
N/A													

**Form FR Y-6**  
**South Shore Mutual Holding Company**  
**Fiscal Year Ended December 31, 2017**

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	N/A	N/A	N/A
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	Attorney	N/A	N/A	N/A

**Form FR Y-6**  
**South Shore Mutual Holding Company**  
**Fiscal Year Ended December 31, 2017**

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)
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	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
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