

JAN 15 2019

Board of Governors of the Federal Reserve System

Supervision, Regulation and
Credit Department



Annual Report of Holding Companies—FR Y-6

6/2
1/28/19

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, 2018

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

I, James M Dunphy

Name of the Holding Company Director and Official

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.

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

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Kevin Dabrieo

Assistant Controller

Name

Title

781-682-3218

Area Code / Phone Number / Extension

781-331-5881

Area Code / FAX Number

kdabrieo@southshorebank.com

E-mail Address

Signature of Holding Company Director and Official

Date of Signature

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

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

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

Physical Location (if different from mailing address)

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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)

No LEIs Exist

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

First Weymouth Corporation	(A Massachusetts Corporation)
Fourth Weymouth Corporation	(A Massachusetts Corporation)
1833 Security Corporation	(A Massachusetts Corporation)
1868 Corporation	(A Massachusetts Corporation)
Cambridge Mortgage Group (INACTIVE)	(A Massachusetts Corporation)
1530 Holdings, LLC (INACTIVE)	(A Massachusetts Corporation)
Bay Colony Enterprises, Inc.	(A Massachusetts Corporation)
Braintree Cooperative Realty	(A Massachusetts Corporation)
Braintree Investment Services (INACTIVE)	(A Massachusetts Corporation)

The Principal Office for all corporations is:

1530 Main Street, South Weymouth, MA. 02190

Results: A list of branches for your depository institution: SOUTH SHORE BANK (ID: RSSD: 772008). This depository institution is held by SOUTH SHORE BANCORP MKC (3212943) of SOUTH WEYMOUTH, MA. The data are as of 09/30/2018. Data reflects information that was received and processed through 10/03/2018.

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 Procedures

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)	772008	SOUTH SHORE BANK	1530 MAIN STREET	SOUTH WEYMOUTH	MA	02190	NORFOLK	UNITED STATES	Not Required	Not Required	SOUTH SHORE BANK	772008	
OK		Full Service	693206	BRAINTREE BRANCH	372 WASHINGTON STREET	BRAINTREE	MA	02184	NORFOLK	UNITED STATES	Not Required	Not Required	SOUTH SHORE BANK	772008	
OK		Full Service	175672	BRAINTREE CO-OPERATIVE BRANCH	1010 WASHINGTON STREET	BRAINTREE	MA	02184	NORFOLK	UNITED STATES	Not Required	Not Required	SOUTH SHORE BANK	772008	
Close	3/30/2018	Full Service	2701833	HORIZON PLAZA BRANCH	501 JOHN MAHAR HIGHWAY	BRAINTREE	MA	02184	NORFOLK	UNITED STATES	Not Required	Not Required	SOUTH SHORE BANK	772008	
OK		Full Service	1438954	CARRIAGE CROSSING BRANCH	225 BEDFORD STR	EAST BRIDGEWATER	MA	02333	PLYMOUTH	UNITED STATES	Not Required	Not Required	SOUTH SHORE BANK	772008	
OK		Full Service	3109119	COMMERCIAL STREET BRANCH	1515 COMMERCIAL STREET	EAST WEYMOUTH	MA	02189	NORFOLK	UNITED STATES	Not Required	Not Required	SOUTH SHORE BANK	772008	
OK		Full Service	149806	SHAW'S PLAZA BRANCH	650 MIDDLE ST	EAST WEYMOUTH	MA	02189	NORFOLK	UNITED STATES	Not Required	Not Required	SOUTH SHORE BANK	772008	
OK		Full Service	4587116	HINGHAM BRANCH	99 SOUTH STREET	HINGHAM	MA	02043	PLYMOUTH	UNITED STATES	Not Required	Not Required	SOUTH SHORE BANK	772008	
OK		Full Service	809409	NORTH WEYMOUTH BRANCH	383 BRIDGE ST	NORTH WEYMOUTH	MA	02191	NORFOLK	UNITED STATES	Not Required	Not Required	SOUTH SHORE BANK	772008	
OK		Full Service	384401	NORWELL BRANCH	400 WASHINGTON STREET	NORWELL	MA	02161	PLYMOUTH	UNITED STATES	Not Required	Not Required	SOUTH SHORE BANK	772008	
OK		Full Service	3488364	PEMBROKE POINTE BRANCH	75 WASHINGTON STREET	PEMBROKE	MA	02359	PLYMOUTH	UNITED STATES	Not Required	Not Required	SOUTH SHORE BANK	772008	
OK		Full Service	3025086	FRANKLIN STREET BRANCH	138 FRANKLIN STREET	QUINCY	MA	02169	NORFOLK	UNITED STATES	Not Required	Not Required	SOUTH SHORE BANK	772008	
OK		Full Service	810704	GRANITE CROSSING BRANCH	370 QUINCY AVE	QUINCY	MA	02169	NORFOLK	UNITED STATES	Not Required	Not Required	SOUTH SHORE BANK	772008	
Close	10/12/2018	Full Service	5099371	NORTH QUINCY BRANCH	275 HANCOCK STREET	QUINCY	MA	02169	NORFOLK	UNITED STATES	Not Required	Not Required	SOUTH SHORE BANK	772008	
Change	7/23/2018	Full Service	4967615	WOLLASTON BRANCH	699 HANCOCK STREET	QUINCY	MA	02170	NORFOLK	UNITED STATES	Not Required	Not Required	SOUTH SHORE BANK	772008	
OK		Full Service	148201	COLUMBIAN SQUARE BRANCH	88 PLEASANT STREET	SOUTH WEYMOUTH	MA	02190	NORFOLK	UNITED STATES	Not Required	Not Required	SOUTH SHORE BANK	772008	
OK		Full Service	3374113	STOUGHTON CROSSING BRANCH	1538 TURNPIKE STREET	STOUGHTON	MA	02072	NORFOLK	UNITED STATES	Not Required	Not Required	SOUTH SHORE BANK	772008	
OK		Full Service	708007	WASHINGTON STREET BRANCH	295 WASHINGTON STREET	WEYMOUTH	MA	02188	NORFOLK	UNITED STATES	Not Required	Not Required	SOUTH SHORE BANK	772008	

FORM FR Y6

SOUTH SHORE BANCORP, MHC

Fiscal Year Ended September 30, 2018

Report Item 3: Shareholders

Note: Subject is a mutual holding company

There are no shareholders as of 9/30/2018

FORM FR Y6

SOUTH SHORE BANCORP, Inc.

Fiscal Year Ended September 30, 2018

Report Item 3: Shareholders

Note: Subject is a mutual holding company

There are no shareholders as of 9/30/2018

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
Suzanne Andrade Norwell, MA	Franchise Owner	N/A	N/A	N/A
J. Leonard Bicknell Marshfield, MA	Retired	N/A	N/A	N/A
James E. Bristol, Jr E. Weymouth, MA	Building Supplier	N/A	N/A	President, Bates Bros Granite Company
James M. Dunphy Quincy, MA	N/A	Director & CEO	Director & CEO South Shore Bancorp	N/A
William F. Garvey, CPA Weymouth	CPA	N/A	N/A	Principal, W.F. Garvey, CPA
James N. Hajjar Hanover, MA	CFO/Controller	N/A	N/A	CFO/Controller Alden Shoe Company
Preston H. Hoffman Scituate, MA	Insurance Agent	N/A	N/A	President/Treasurer, A.E. Barnes & Co
David A. Jones No. Weymouth, MA	Religious Leader, Retired	N/A	N/A	N/A
David S. MacCoy Marshfield, MA	Retired	N/A	N/A	N/A
Frank A. Marinelli Braintree, MA 02184	Attorney	N/A	N/A	Attorney at Law
William J. McNulty, Jr., Esq. Pembroke, MA	Attorney	N/A	N/A	Attorney at Law

FORM FR Y-6
SOUTH SHORE BANCORP. MHC
Fiscal Year Ending September 30, 2018

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
Richard W. Nash Weymouth, MA	Printer	N/A	N/A	President, Precision Re-pro-Graphics
David P. O'Brien Ashland, MA	Retired Banker	N/A	N/A	N/A
Marisa O'Dwyer Braintree, MA	Public Relations/Marketing	N/A	N/A	Construction Administrator F. X. Messina Enterprises
Paul M. Pecci Mashpee, MA	President	Director & President	Director & President Shore Shore Bancorp	N/A
Daniel J. Quirk Brookline, MA	Auto Dealer	N/A	N/A	President/Owner Quirk Dealerships
Arthur H. Sharp N. Weymouth, MA	Real Estate Investor	N/A	N/A	President, Sharp Enterprises
Michael J. Sheehan Norwell, MA	Advertising Executive	N/A	N/A	CEO Boston Globe
Margaret K. Spagone E. Bridgewater, MA	Insurance Agent	N/A	N/A	President, E Bridgewater Insurance Agency
Joseph C. Sullivan Braintree, MA	Public Servant	N/A	N/A	Mayor/Town of Braintree
George W. Toma Weymouth, MA	Retailer, Retired	N/A	N/A	N/A

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
Suzanne Andrade Norwell, MA	Franchise Owner	N/A	N/A	N/A
J. Leonard Bicknell Marshfield, MA	Retired	N/A	N/A	N/A
James E. Bristol, Jr E. Weymouth, MA	Building Supplier	N/A	N/A	President, Bates Bros Granite Company
James M. Dunphy Quincy, MA	N/A	Director & CEO	Director & CEO South Shore Bancorp	N/A
William F. Garvey, CPA Weymouth	CPA	N/A	N/A	Principal, W.F. Garvey, CPA
James N. Hajjar Hanover, MA	CFO/Controller	N/A	N/A	CFO/Controller Alden Shoe Company
Preston H. Hoffman Scituate, MA	Insurance Agent	N/A	N/A	President/Treasurer, A E Barnes & Co.
David A. Jones No. Weymouth, MA	Religious Leader, Retired	N/A	N/A	N/A
David S. MacCoy Marshfield, MA	Retired	N/A	N/A	N/A
Frank A. Marinelli Braintree, MA 02184	Attorney	N/A	N/A	Attorney at Law
William J. McNulty, Jr., Esq. Pembroke, MA	Attorney	N/A	N/A	Attorney at Law

FORM FR Y-6
 SOUTH SHORE BANCORP, Inc
 Fiscal Year Ending September 30, 2018

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
Richard W. Nash Weymouth, MA	Printer	N/A	N/A	President, Precision Repro-Graphics
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George W. Toma Weymouth, MA	Retailer, Retired	N/A	N/A	N/A