



Federal Deposit Insurance Corporation

550 17th St. NW Washington DC, 20429

Division of Supervision

May 20, 2002

Board of Directors  
South Coastal Bank  
279 Union Street  
Rockland, Massachusetts 02370

Board of Directors:

The Notice to effect a mutual holding company reorganization with the organization of an interim institution and a merger to facilitate a conversion from mutual form to stock form filed on behalf of South Coastal Bank, Rockland, Massachusetts ("Bank") has been reviewed by the Federal Deposit Insurance Corporation (FDIC) pursuant to the FDIC's regulations at 12 C.F.R. Sections 303.160 – 303.164 and other pertinent FDIC regulations. Based on the information presented and representations made, we do not object to the proposal.

Enclosed is our Order and Basis for Corporation Approval ("Order") for the applications filed on behalf of South Coastal Bank in conjunction with the conversion transaction, including considerations of deposit insurance and the proposed merger. Our approval is subject to the conditions stated in the Order, some of which must be met on an ongoing basis.

As part of the Notice, the Bank has requested, in accordance with 12 C.F.R. Section 333.4(a), waiver of certain provisions of the FDIC's regulations pertaining to mutual-to-stock conversions, specifically, the depositor vote requirement of 12 C.F.R. Section 333.4(c)(2). We have reviewed the Bank's request, and have found that a sufficient number of incorporators are considered independent, and that a majority of the independent incorporators voted in favor of the proposed conversion. Therefore, the Bank's request for a waiver is granted.

Please advise the Boston Regional Office in writing when the proposed transaction has been consummated. If an extension of the time limitation included in the Order is required, a letter requesting a specific extension of the limitation including reasons therefore should be submitted to the Boston Regional Office.

Sincerely,

/S/

Michael J. Zarnowski  
Director

Enclosure

South Coastal Bank  
Rockland, Massachusetts  
Mutual to Stock Conversion

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cc: Stanley V. Ragalevsky  
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FEDERAL DEPOSIT INSURANCE CORPORATION

South Coastal Bank  
Rockland, Plymouth County, Massachusetts

Applications for Federal Deposit Insurance and Consent to Merge

ORDER AND BASIS FOR CORPORATION APPROVAL

Pursuant to Sections 5 and Section 18 (c) and other provisions of the Federal Deposit Insurance Act ("FDI Act"), an application has been filed on behalf of the South Coastal Bank, Rockland, Massachusetts, ("Mutual Institution"), currently a state-chartered mutually-owned Bank Insurance Fund member with total resources of \$139,936,000 and total deposits of \$108,121,000 as of December 31, 2001, for the FDIC's consent to merge with South Coastal Interim Stock Bank, Rockland, Massachusetts, a proposed new interim state-chartered stock savings bank, the resultant bank. In addition, applications have been filed for federal deposit insurance for the South Coastal Interim Mutual Bank (to be subsequently organized into a mutual holding company) and the South Coastal Interim Stock Bank.

The transaction is to effect the Mutual Institution's plan of reorganization which, solely to facilitate such undertaking, provides for:

- South Coastal Bank to organize a new savings bank under Massachusetts law to be known as South Coastal Interim Mutual Bank.
- South Coastal Interim Mutual Bank to amend and restate its mutual savings bank charter as the charter of a mutual holding company to be known as South Coastal Holdings MHC, Inc.
- South Coastal Holdings MHC, Inc. to simultaneously organize a Massachusetts chartered, stock bank as a subsidiary to be known as South Coastal Interim Stock Bank.
- South Coastal Bank will immediately thereafter merge with South Coastal Interim Stock Bank, with South Coastal Interim Stock Bank to be the legally surviving entity under the name of South Coastal Bank.

Upon consummation of the reorganization, the deposits of the Mutual Institution will continue to be insured under the Bank Insurance Fund. On the effective date of the reorganization, the Resultant Bank will be a stock bank and the wholly owned subsidiary of South Coastal Holdings MHC, Inc. Applications for the establishment of South Coastal Holdings MHC, Inc have been filed with the Federal Reserve System. Following the consummation of the merger, the Resultant Bank will operate the same banking business, with the same management, at the same location now being served by the Mutual Institution. The proposed transaction, per se, will not alter the competitive structure of banking in the market served by the Mutual Institution. South Coastal Bank principal office will continue to be at 279 Union Street, Rockland, Massachusetts.

Notice of the proposed transaction, in a form approved by the FDIC, has been published pursuant to the FDI Act. A review of available information, including the Community Reinvestment Act ("CRA") Statement of the proponent, discloses no inconsistencies with the purposes of the CRA. The resultant institution is expected to continue to meet the credit needs of its entire community, consistent with the safe and sound operation of the institution.

In connection with the applications, the FDIC has taken into consideration the financial and managerial resources and future prospects of the proponent banks and the resultant Bank, and the convenience and needs of the community to be served. In connection with the applications for deposit insurance the FDIC has taken into consideration the: financial history and condition; adequacy of the capital structure; future earnings prospects; general character and fitness of management; risk to the insurance fund; convenience and needs of the community; and consistency of corporate powers. Having found favorably on all statutory factors and having considered other relevant information, including all reports on the competitive factors furnished by the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the Director of the Office of Thrift Supervision and the Attorney General of the United States, it is the FDIC's judgement that the applications should be and hereby are approved, subject to the following conditions:

1. That, except for the proposed transfers of the stock of South Coastal Holdings MHC, Inc. ("MHC"), no shares of the stock of South Coastal Bank shall be sold, transferred or otherwise disposed of, to any person (including any Employee Stock Ownership Plan) unless prior notice is provided to, and non-objection is received from the FDIC.
2. That, prior to a sale, transfer or other disposition of any shares of South Coastal Bank by the South Coastal Holdings MHC, Inc. to any person (including any Employee Stock Ownership Plan), or a conversion of the South Coastal Holdings MHC, Inc. to stock form, South Coastal Bank will provide written notification to the FDIC and provide the FDIC with copies of all documents filed with the state and federal banking and/or securities regulators in connection with any such sale, transfer, disposition or conversion.
3. That, should any shares of stock be issued to persons other than the South Coastal Holdings MHC, Inc., any dividends waived by South Coastal Holdings MHC, Inc. must be retained by the South Coastal Holdings MHC, Inc. or South Coastal Bank and segregated, earmarked, or otherwise identified on its books and records; such amounts must be taken into account in any valuation of the institution and factored into the calculation used in establishing a fair and reasonable basis for exchanging shares in any subsequent conversion of South Coastal Holdings MHC, Inc. to stock form; such amounts shall not be available for payment to or the value thereof transferred to minority shareholders, by any means including through dividend payments or at liquidation.

4. That, any changes in proposed management, including the board of directors or proposed ownership (ten percent or more of the stock and new acquisitions of, or subscriptions to, ten percent or more of the stock), will render this approval null and void unless such proposal is approved by the FDIC prior to the consummation of the proposed transaction.
5. That, the transaction shall not be consummated sooner than fifteen calendar days after the date of this Order nor later than six months after the date of this Order, unless such period is extended for good cause by the Corporation.
6. That, the transaction may not be consummated unless and until the applicant has received all appropriate federal and state approvals.
7. That, until the conditional commitment herein granted becomes effective, the Corporation shall have the right to alter, suspend, or withdraw the said commitment should any interim development be deemed to warrant such action.

By Order of the Director of the Division of Supervision pursuant to the delegated authority of the Board of Directors.

Dated at Washington, D.C., this 20<sup>TH</sup> day of May, 2002.

/S/

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Michael J. Zamoycki  
Director