

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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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.

Date of Report (top-tier holding company's fiscal year-end):

February 28, 2014

Month / Day / Year

I, Paul Andersen

Name of the Holding Company Director and Official

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.

Reporter's Name, Street, and Mailing Address

Androscoggin Bancorp, MHC

Legal Title of Holding Company

PO Box 1407

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

Lewiston ME 04243-1407

City State Zip Code

30 Lisbon St Lewiston ME 04240

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:

Robin Robbins SVP & Treasurer

Name Title

207-784-9164

Area Code / Phone Number / Extension

207-786-4782

Area Code / FAX Number

robbins@androscogginbank.com

E-mail Address

www.androscogginbank.com

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

Signature of Holding Company Director and Official

02/28/2014

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 2710796

C.I.

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

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.

Androscoggin Bancorp, Inc
Legal Title of Subsidiary Holding Company

PO Box 1407
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Lewiston ME 04243-1407
City State Zip Code

30 Lisbon Street Lewiston ME 04240
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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Form FR Y-6

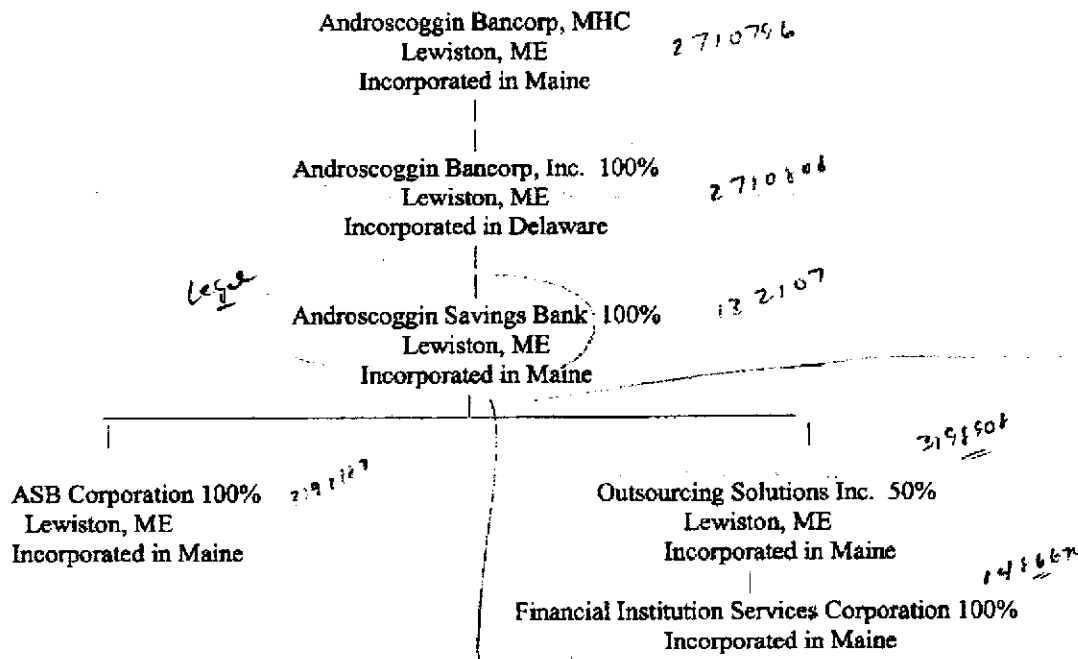
Androscoggin Bancorp, MHC
PO Box 1407
30 Lisbon Street
Lewiston, ME 04240
Fiscal Year Ending December 31, 2013

Report Item

1: The BHC is not required to prepare form 10K with the SEC.

The BHC does not prepare an annual report for its shareholders. A copy of the audited financial statements and a no material weakness letter are attached for review.

2a: Organizational Chart



2b: Domestic Branch Listing See attached

3: Securities holders

Androscoggin Bancorp, MHC No shareholders

3: 1a. Androscoggin Bancorp, Inc. 100% owned by Androscoggin Bancorp, MHC
 1b. Androscoggin Bancorp, MHC Lewiston, ME
 1c. USA
 300 shares common stock \$0.10 par value

3: Androscoggin Savings Bank 100% owned by Androscoggin Bancorp, Inc
 1a. Androscoggin Bancorp, Inc., Lewiston, ME
 1b. USA
 1c. 300 shares common stock \$1.00 par value

3: 2. There was no change in ownership during the year 2012.

4: Insiders See attached

Reminder: A list of branches for your depository institution: ANDROSCOGGIN SAVINGS BANK (ID: 0650; 132107). This depository institution is held by ANDROSCOGGIN BANKCORP, MHC (2710795) or LEWISTON, ME. The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Branches and Verification Status

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 date of closure 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 new, 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 Protocol

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://f10online.federalreserve.gov>.

* FDIC UNIFORM, Office Number, and ID_ISSD columns are for reference only. Verification of these values is not required.

Data Action	Branch Service Type	By ID_ISSD*	Popular Name	Street Address	City	State	FIP Code	County	Country	FDIC Institution	Office Number*	Head Office	Head Office ID_ISSD*	Comments
OK	Full Service (Head Office)	✓ 132107	ANDROSCOGGIN SAVINGS BANK	80 LESBON STREET	LEWISTON	ME	04240	ANDROSCOGGIN	UNITED STATES	11796	0	ANDROSCOGGIN SAVINGS BANK	132107	
OK	Full Service	✓ 132001	MIMOT AVENUE BRANCH	663 WINDOT AVE	AUBURN	ME	04210	ANDROSCOGGIN	UNITED STATES	24088	3	ANDROSCOGGIN SAVINGS BANK	132107	
OK	Full Service	✓ 238055	TURNER STREET BRANCH	549 TURNER STREET, SUITE 300	AUBURN	ME	04210	ANDROSCOGGIN	UNITED STATES	24088	1	ANDROSCOGGIN SAVINGS BANK	132107	
OK	Full Service	✓ 3594718	BATH ROAD BRANCH	243 BATH ROAD	BILSWICK	ME	04011	CUMBERLAND	UNITED STATES	24265	14	ANDROSCOGGIN SAVINGS BANK	132107	
OK	Full Service	✓ 3594233	WATNE STREET BRANCH	208 1/2 WATNE STREET	BILSWICK	ME	04011	CUMBERLAND	UNITED STATES	24265	4	ANDROSCOGGIN SAVINGS BANK	132107	
OK	Full Service	✓ 2721793	GRAY BRANCH	24 PORTLAND ROAD	GRAY	ME	04239	CUMBERLAND	UNITED STATES	24284	10	ANDROSCOGGIN SAVINGS BANK	132107	
OK	Full Service	✓ 283001	JAY BRANCH	15 ANDROSCOGGIN LANE, JAY PLAZA	JAY	ME	04239	FRANKLIN	UNITED STATES	227820	12	ANDROSCOGGIN SAVINGS BANK	132107	
OK	Full Service	✓ 350465	SABATULLI STREET BRANCH	505 SABATULLI STREET	LEWISTON	ME	04240	ANDROSCOGGIN	UNITED STATES	24265	2	ANDROSCOGGIN SAVINGS BANK	132107	
OK	Full Service	✓ 2527180	MIDTOWN SHOPPING CENTER	580 LESBON ROAD	LEWISTON FALLS	ME	04242	ANDROSCOGGIN	UNITED STATES	24265	9	ANDROSCOGGIN SAVINGS BANK	132107	
OK	Full Service	✓ 4064293	PORTLAND BANK & INVESTMENT CENTER BRANCH	190 MIDDLE STREET	PORTLAND	ME	04103	CUMBERLAND	UNITED STATES	510748	17	ANDROSCOGGIN SAVINGS BANK	132107	
OK	Full Service	✓ 1328001	SOUTH PARIS BRANCH	170 MAIN STREET	SOUTH PARIS	ME	04105	OXFORD	UNITED STATES	229421	8	ANDROSCOGGIN SAVINGS BANK	132107	
OK	Full Service	✓ 1441337	TURNER BRANCH	207 TURNER ROAD, ROUTE 4	TURNER	ME	04282	ANDROSCOGGIN	UNITED STATES	227823	13	ANDROSCOGGIN SAVINGS BANK	132107	

ANDROSCOGGIN SAVINGS BANK

Insiders

Name, City & State	Occupation if other than with Bank Holding Co.	Title & Position w/Bank Holding Co.	Title & Position w/Subsidiaries	Title & Position w/Other Businesses	Percentage of Voting Shares in Bank Holding Co.	Percentage of Voting Shares in Subsidiaries	Other Companies w/25% or more of voting securities are held
Paul H. Andersen New Gloucester, ME	na	Director & President/CEO	President CEO Director	None	None	None	None
Jeanne Bonville Cumberland Foreside, ME	na	Director	Director	None - retired	None	None	None
Jeanne A. Clouston Grand Spring, ME 04272	na	Director	Director	N/A	None	None	None
John L. Goodwin Beverly, ME 04282	President	Director	Director	President	None	None	Goodwin, West & Water, Inc. (45%) Bear Pond Corp. (50%)
William Kiley Beverly, ME 04101	Director	Director	Director	Director First Wind	None	None	Maine Commercial Financing, LLC Blue House Properties, LLC Blue House Enterprises, LLC Portland Mortgage Group, LLC Willow Properties 18 Clifton, LLC Dirigley CT, LLC Exchange Street Capital, LLC Farwell Ave., LLC Cumberland Cottage, LLC 240 Brown, LLC King Street, LLC JGH, LLC DBS, LLC
Joseph F. Maiorino Beverly, ME 04105	Attorney	Director Chairman	Director Chairman	Attorney Self-Employed	None	None	PFM Co., Inc. Auburn Realty Mgmt., Inc. FIA/ME Realty Maine Florida Realty
Norman St. Pierre Beverly, ME 04239	Managing Partner Vice President	Director	Director	Managing Partner - NAS Properties V.P. - Rainor	None	None	NAS Properties 50%
John M. Mallon Beverly, ME 04103	Podiatric Health Practitioner	Director	Director	Podiatric Health Practitioner (private practice)	None	None	None

ANDROSCOGGIN SAVINGS BANK

Name, City & State	Principal Occupation # other than with Bank Holding Co.	Title & Position w/Bank Holding Co.	Title & Position w/Other Businesses	Percentage of Voting Shares in Bank Holding Co.	Percentage of Voting Shares in Subsidiaries	Other Companies w/25% or more of voting securities are held
Wendy Baan Manchester, ME 04351	CPA	Director	CPA	None	None	None
David M. Eldridge Cutler, ME 04626	n/a	n/a	None	None	None	None
Christopher J. Logan Durham, ME 04250	n/a	n/a	None	None	None	None
Bruce J. Miller Turner, ME 04282	n/a	n/a	None	None	None	None
David Pease Belgrade, ME	n/a	n/a	None	None	None	None
Thomas J. Zuka Saco, ME	n/a	n/a	None	None	None	None
Rhonda Ferrara Durham, Maine	n/a	n/a	None	None	None	None
Diane Field Gray, Maine	n/a	n/a	None	None	None	None
Barry Kohler Westbrook, ME	n/a	n/a	None	None	None	None
Joseph E. Farris Waterville, ME	n/a	n/a	None	None	None	None

