

Internal FR

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):

**June 30, 2013**

Month / Day / Year

I, **Allen T. Sterling**

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

**Auburn Bancorp, MHC**

Legal Title of Holding Company

**256 Court Street, P.O. Box 3157**

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

**Auburn**

**ME**

**04212-3157**

City

State

Zip Code

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:

**Rachel Haines**

**VP & Controller**

Name

Title

**207-782-0400**

Area Code / Phone Number / Extension

**207-782-5444**

Area Code / FAX Number

**rachelhaines@auburnsavings.com**

E-mail Address

*Allen T. Sterling*  
 Signature of Holding Company Director and Official

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

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 \_\_\_\_\_

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.

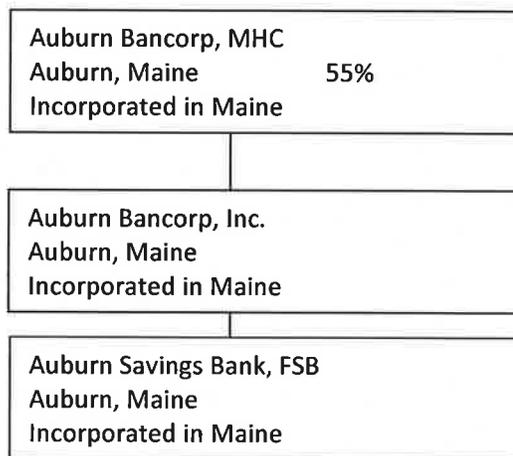
<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/>	<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <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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Form FR Y-6  
 Auburn Bancorp, MHC  
 Auburn, Maine 04210  
 Fiscal Year Ending June 30, 2013

Report Item

1. The bank holding company prepares an annual report for its shareholders and is not registered with the SEC. The mailing of annual report will be sent to its shareholders on October 15, 2013. We will send one out to the Federal Reserve as soon as it arrives from the printers.

2a. Organizational Chart



2b. Domestic branch listing proved to the Federal Reserve Bank

Results: A list of branches for your depository institution: AUBURN SAVINGS BANK, FSB (ID\_RSSD: 229173). This depository institution is held by AUBURN BANCORP, INC. (9792409) of AUBURN, ME. The data are as of 06/30/2013. Data reflects information that was received and processed through 07/08/2013.

Reconciliation and Verification Steps

- In the Data Action column of each branch row, enter one or more of the actions specified below.
- 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 UNIFORM, 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 UNIFORM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
		Full Service (Head Office)	229173	AUBURN SAVINGS BANK, FSB	256 COURT STREET	AUBURN	ME	04210	ANDROSCOGGIN	UNITED STATES	41122	0	AUBURN SAVINGS BANK, FSB	229173	
		Full Service	4165822	LEWISTON BRANCH	325 SABATTUS STREET	LEWISTON	ME	04240	ANDROSCOGGIN	UNITED STATES	495246	1	AUBURN SAVINGS BANK, FSB	229173	

3.

**Security 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 06-30-2013			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 as of fiscal year ending 06-30-2013		
(1) (a) Name City, State, Country	(1) (b) Country of Citizenship or Incorporations	(1) (c) Number and Percentage of Each Class of Voting Securities	(1) (a) Name City, State, Country	(1) (b) Country of Citizenship or Incorporations	(1) (c) Number and Percentage of Each Class of Voting Securities
Auburn Bancorp, MHC Auburn, Maine, USA	USA	276806 -55% Common Stock	NONE		

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 subsidiary name)	(3) c Title & Position with Other Businesses (Include Business name)	(4) a Percentage of Voting Shares in Holding Company Each Class of Voting Securities	(4) b Percentage of Voting Shares in Subsidiaries	(4) c List names of other companies if 25% or more of voting securities are held
Claire D. Thompson Auburn, Maine USA	CPA	Chairperson	Chairperson (Auburn Savings Bank, FSB)	Austin Associates - shareholder	0.30%	None	N/A
Phillip R. St. Pierre Lewiston, Maine USA	Business Owner	Vice Chairperson	Vice Chairperson (Auburn Savings Bank, FSB)	Victor News Company	0.48%	None	N/A
Bonnie J. Adams Monmouth, Maine USA	Retired Business owner	Director	Director (Auburn Savings Bank, FSB)	None	0.04%	None	N/A
Peter E. Chalke Auburn, Maine USA	President & CEO	Director	Director (Auburn Savings Bank, FSB)	Central Maine Medical Center	0.20%	None	N/A
Thomas Dean Auburn, Maine USA	CFO	Director	Director (Auburn Savings Bank, FSB)	Futureguard Building Products	0.10%	None	N/A
M. Kelly Matzen Auburn, Maine USA	Attorney & Partner	Director	Director (Auburn Savings Bank, FSB)	Trafton & Matzen	0.04%	None	N/A
Allen T. Sterling Lewiston, Maine USA	Director, President & CEO	Director, President & CEO	Director, President & CEO (Auburn Savings Bank, FSB)	None	0.75%	None	N/A
William C. Tracy Windham, Maine USA	Exec VP	Exec VP	Exec VP (Auburn Savings Bank, FSB)	None	0.00%	None	N/A
Martha L. Adams Lewiston, Maine USA	Sr. VP	Sr. VP	Sr. VP (Auburn Savings Bank, FSB)	None	0.28%	None	N/A