

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):

December 31, 2013

Month / Day / Year

I, Peter L. Judkins

Reporter's Name, Street, and Mailing Address

FSB Bancorp, MHC

Legal Title of Holding Company

P.O. Box 825

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

Farmington ME 04938-0825

City State Zip Code

197-209 Main St, Farmington, ME

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

President, CEO, & Director

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.

Person to whom questions about this report should be directed:

Pamala J. Dixon AVP & Controller

Name Title

207-779-9287

Area Code / Phone Number / Extension

207-779-1282

Area Code / FAX Number

p.dixon@franklinsavings.com

E-mail Address

N/A

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 _____
 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.

FSB Bancorp, INC
Legal Title of Subsidiary Holding Company

P.O Box 825
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Farmington ME 04938-0825
City State Zip Code

197-209 Main St, Farmington, ME
Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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FORM FR Y-6

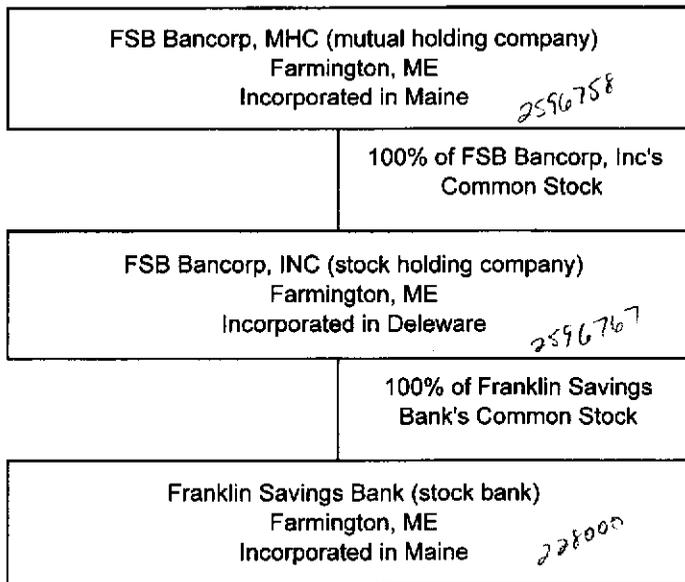
**FSB Bancorp, MHC
Farmington, Maine
Fiscal Year Ending December 31, 2013**

Report Item:

1. Annual Report to Shareholders

Two copies have been provided.

2.a Organizational Chart



2.b. Domestic Branch Listing

Submitted via e-mail on 02/28/2014

3. Securities Holders

(1)(a) (1)(b) (1)(c) 2(a) (2)(b) (2)(c)

There are no public shareholders. All stock is owned by the holding companies (see organizational chart above).

4. Insiders

See Attached

FORM FR Y-6

FSB Bancorp, MHC
Farmington, Maine
December 31, 2013

Report Item 4: Insiders

(1) (2) (3)(a)(b)(c) and 4(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Co	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of other Other Businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies (Includes partnerships if 25% or more of voting securities are held)
Peter L. Judkins Farmington, ME USA	N/A	President & Chief Executive Officer, Director	President & Chief Executive Officer, Director (FSB Bancorp, INC) (Franklin Savings Bank)	N/A	None	None	N/A
Shelley Deane Farmington, ME USA	N/A		Sr. Vice President-Human Resources & Administration (Franklin Savings Bank)	N/A	None	None	N/A
Timothy J. Thompson Farmington, ME USA	N/A	CFO	Sr. Vice President-CFO (Franklin Savings Bank)	N/A	None	None	N/A
Gary M. Downs Farmington, ME USA	Retired President of Franklin Savings Bank	Director & Chairperson	Director & Chairperson (FSB Bancorp, INC) (Franklin Savings Bank)	N/A	None	None	N/A
William J. Bernard Farmington, ME USA	Accounting Services	Director & Vice Chairperson	Director & Chairperson (FSB Bancorp, INC) (Franklin Savings Bank)	Owner William J. Bernard, Accountant Farmington, ME	None	None	N/A
Mary Ellen Carpenter Skowhegan, ME USA	Former Hair Salon Owner	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	N/A	None	None	N/A
Richard M. Walker Farmington, ME USA	Accountant	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	Owner Richard M. Walker, Accountant Rangeley, ME	None	None	N/A
James M. Witt, IV Farmington, ME USA	Registered Pharmacist	Director	Director (FSB Bancorp, INC)	Staff Pharmacist Variety Drug & Mt. Blue Drug	None	None	N/A

FORM FR Y-6

FSB Bancorp, MHC
Farmington, Maine
December 31, 2013

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Michael A. Luciano Jay, ME USA	Director of Human Resources	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	Director of Human Resources Madison Paper Industries Madison, ME	None	None	N/A
Richard H. Smith New Sharon, ME USA	Forestry Manager	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	Forestry Manager Timber Resource Group LLC Farmington, ME	None	None	N/A
Bradford S. Adley Rumford, ME USA	Automobile Sales & Service Owner	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	Owner Adley Auto Sales/Service Inc Rumford, ME	None	None	N/A

