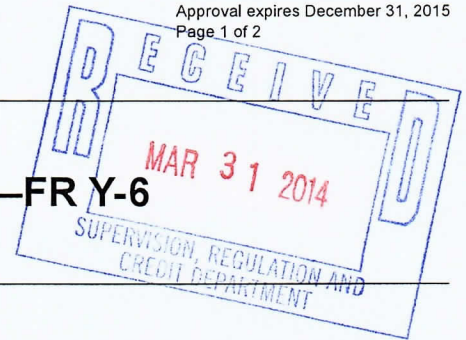


Board of Governors of the Federal Reserve System



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.

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.

I, Jon J. Prescott

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.

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.

Signature of Holding Company Director and Official

03/27/2014

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 1140127
C.I. _____

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.

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Katahdin Bankshares Corp.

Legal Title of Holding Company

Main Street, P.O. Box 450

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

Patten

ME

04765

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Joseph Porter

VP, Controller

Name

Title

207-521-3228

Area Code / Phone Number / Extension

207-521-0456

Area Code / FAX Number

j.porter@katahdintrust.com

E-mail Address

www.katahdintrust.com

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

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

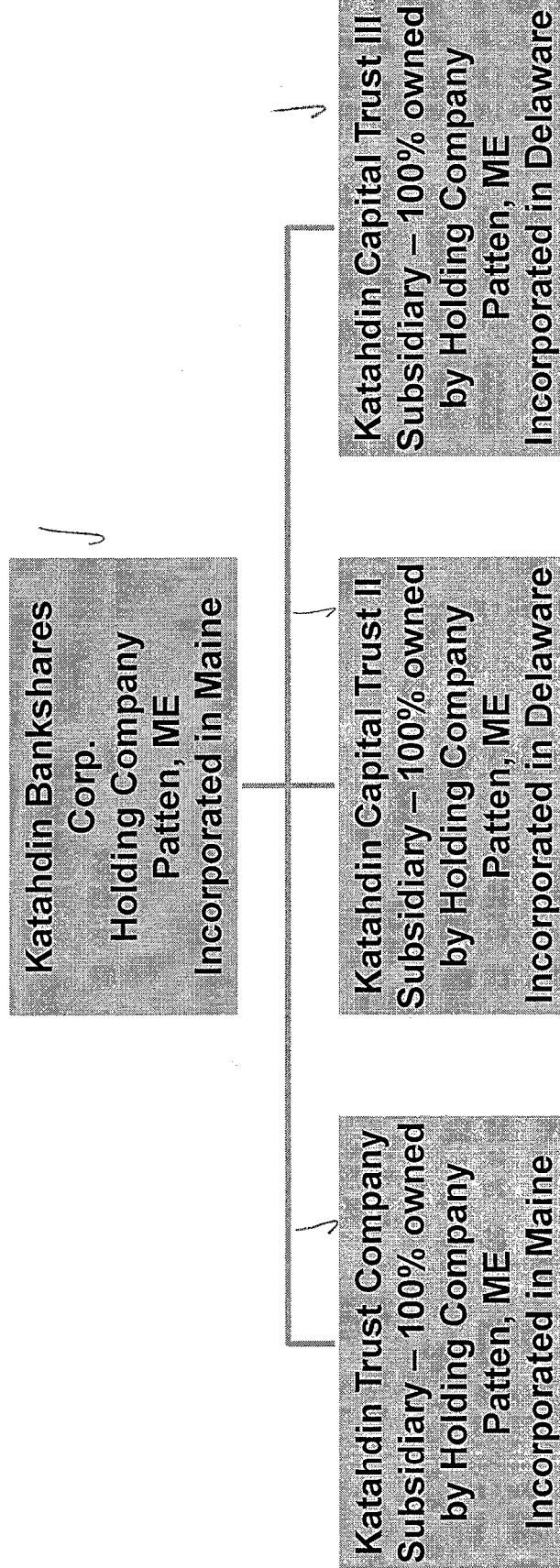
☐ Yes Please identify the report items to which this request applies:

☐ 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

Report Item 2: Organization Chart
(1.)



- (2.) None
(3.) None

FR Y-6

For year-end December 31, 2013

Katahdin Bankshares Corp.

Main Street, P O Box 450

Patten, Maine 04765

Report Item 1a: Form 10-K filed with the Securities and Exchange Commission
None

Report Item 1b: Annual reports to shareholders
Enclosed

Report Item 3: Shareholders

- (1) **CEDE & Co.**
New York, NY/USA
Country of Incorporation – United States of America
1,963,391 shares of Common Stock = 57.67%
- (2) **Robert H. Anderson – Beneficial Owner – CEDE & Co.**
Bangor, Maine/USA
Citizen of United States of America
250,000 shares of Common Stock = 7.35%

Report Item 4: Directors & Officers

Principal Shareholders:

1. Name & Address: **CEDE & Co., New York, NY/USA**
2. Principal Occupation: Depository Trust Company
3. Title/Position: N/A
4. % of each class: 57.67% of stock in Katahdin Bankshares Corp., (beneficial interest)

Directors:

1. Name & Address: **Robert E. Anderson, Houlton, ME/USA**
2. Principal Occupation: Insurance Sales
3. Title/Position:
 - a. Director of Katahdin Bankshares Corp., b. Director of Katahdin Trust Company,
 - c. Director & Chairman of the Board of F. A. Peabody Company
4. % of each class:
 - a. Owner of 1.02% of stock in Katahdin Bankshares Corp., Owner of 26.19% of stock in F. A. Peabody Co.

1. Name & Address:
2. Principal Occupation:
3. Title/Position:

Steven L. Richardson, Patten, ME/USA

Businessman – Retail Store Owner

- a. Chairman of the Board & Director of Katahdin Bankshares Corp., b. Chairman of the Board & Director of Katahdin Trust Company, c. Partner in Richardson's Hardware.
- a. Owner of 2.76% of stock in Katahdin Bankshares Corp., b. Owner of 75% of stock in Richardson's Hardware.

4. % of each class:

1. Name & Address:
2. Principal Occupation:
3. Title/Position:

Arthur L. Shur, Island Falls, ME/USA

Retired Farmer

- a. Director of Katahdin Bankshares Corp., Director of Katahdin Trust Company, c. Owner of S & R Corporation.
- a. Owner of 3.12% of stock in Katahdin Bankshares Corp., b. Owner of 60% of stock in S & R Corporation.

4. % of each class:

1. Name & Address:
2. Principal Occupation:
3. Title/Position:

Paul R. Powers, Caribou, ME/USA

Contractor

- a. Director of Katahdin Bankshares Corp., b. Director of Katahdin Trust Company, c. Owner of Powers Roofing & Sheet Metal, Inc., Owner of B.J.J. Powers Enterprises, LLC, Partner in Aroostook County Redevelopment Association.
- a. Owner of 1.26% of stock in Katahdin Bankshares Corp. b. 85% Owner of stock in Powers Roofing & Sheet Metal, Inc., c. Owner of 100% of stock in B.J.J. Powers Enterprises.

4. % of each class:

1. Name & Address:
2. Principal Occupation:
3. Title/Position:

Peter F. Briggs, Kennebunk, ME/USA

Beer & Wine Wholesaler

- a. Director of Katahdin Bankshares Corp., b. Director of Katahdin Trust Company, c. President/Owner of Aroostook Beverage Company
- a. Owner of 1.41% of stock in Katahdin Bankshares Corp., b. Owner of 100% of stock in Aroostook Beverage Company

4. % of each class:

1. Name & Address:
2. Principal Occupation:
3. Title/Position:

Harold L. Stewart, II, Presque Isle, ME/USA

Attorney

- a. Vice Chairman & Director of Katahdin Bankshares Corp., b. Vice Chairman & Director of Katahdin Trust Company. Owner of Stewart Law Office, P.A.
- Owner of 0.31% of stock in Katahdin Bankshares Corp., Owner of 10% of stock in Marden Dubord.

4. % of each class:

1. Name & Address:
2. Principal Occupation:
3. Title/Position:

Richard J. York, Houlton, ME/USA

Automobile Dealer

- a. Director of Katahdin Bankshares Corp., b. Director of Katahdin Trust Company, c. Owner of York Ford Sales, d. Owner of York Leasing, Inc., e. Owner of Freshstart Finance Company, f. Owner of Nature's Circle Farm.
- a. Owner of 1.41% of stock in Katahdin Bankshares Corp., b. Owner of 25% of stock in York's of Houlton, c. Owner of 33% of stock in York Leasing Inc., Owner of 50% of stock in Freshstart Finance Company, Owner of 75% of stock in Nature's Circle.

4. % of each class

1. Name & Address:
2. Principal Occupation:
3. Title/Position:
4. % of each class:

Robert H. Anderson, Bangor, ME/USA

Retired Investment Executive

- a. Director of Katahdin Bankshares Corp., b. Director of Katahdin Trust Company
- Owner of 7.35% of stock in Katahdin Bankshares Corp.

1. Name & Address:
2. Principal Occupation:
3. Title/Position:
4. % of each class:

Jon J. Prescott, Houlton Falls, ME/USA

Bank President

- a. President & CEO, and Director of Katahdin Bankshares Corp., b. Director, President & CEO of Katahdin Trust Company, c. Director of MMG Insurance & Holding Company
- Owner of 1.51% of stock in Katahdin Bankshares Corp.

1. Name & Address:
2. Principal Occupation:
3. Title/Position:

Peter P. St. John, Winterville Plt., ME/USA

Banker

- No position with holding company, Senior Vice President & Commercial Lender of Katahdin Trust Company
- Owner of .36% of stock in Katahdin Bankshares Corp.

1. Name & Address:
2. Principal Occupation:
3. Title/Position:

Vicki J. Smith, Westfield, ME/USA

Marketing Executive

- No position with holding company, Senior Vice President, Marketing & Communications Officer of Katahdin Trust Company
- Owner of .10% of stock in Katahdin Bankshares Corp.

1. Name & Address:
2. Principal Occupation:
3. Title/Position:
4. % of each class:

Bonnie C. Foster, Houlton, ME/USA

Banker

- No position with holding company, Senior Vice President, Retail Banking of Katahdin Trust Company
- Owner of .03% of stock in Katahdin Bankshares Corp.

- | | |
|--------------------------|---|
| 1. Name & Address: | Matthew M. Nightingale , Houlton, ME/USA |
| 2. Principal Occupation: | Banker |
| 3. Title/Position: | a. Treasurer & Clerk of Katahdin Bankshares Corp., b. Senior Vice President, CFO, & Treasurer of Katahdin Trust Company |
| 4. % of each class: | Owner of .04% of stock of Katahdin Bankshares Corp. |

Results: A list of branches for your holding company: KATAHDIN BANKSHARES CORPORATION (1140127) of PATTEN, ME.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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 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 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	327305	KATAHDIN TRUST COMPANY	11 MAIN STREET	PATTEN	ME	04765	PENOBSCOT	UNITED STATES	8151		0 KATAHDIN TRUST COMPANY		
ok	✓	Full Service	114206	ASHLAND BRANCH	17 MAIN STREET	ASHLAND	ME	04732	AROOSTOOK	UNITED STATES	240167		15 KATAHDIN TRUST COMPANY		327305
ok	✓	Full Service	418157	BROADWAY BRANCH	609 BROADWAY	BANGOR	ME	04401	PENOBSCOT	UNITED STATES	511152		18 KATAHDIN TRUST COMPANY		327305
ok	✓	Full Service	442049	SPRINGER DRIVE BRANCH	52 SPRINGER DRIVE	BANGOR	ME	04401	PENOBSCOT	UNITED STATES	531004		20 KATAHDIN TRUST COMPANY		327305
ok	✓	Full Service	377569	CARIBOU BRANCH	105 BENNETT DRIVE	CARIBOU	ME	04736	AROOSTOOK	UNITED STATES	228074		6 KATAHDIN TRUST COMPANY		327305
ok	✓	Full Service	150802	EAGLE LAKE OFFICE	3440 AROOSTOOK ROAD	EAGLE LAKE	ME	04739	AROOSTOOK	UNITED STATES	202583		13 KATAHDIN TRUST COMPANY		327305
ok	✓	Full Service	107301	EASTON OFFICE	82 CENTER ROAD	EASTON	ME	04740	AROOSTOOK	UNITED STATES	202570		8 KATAHDIN TRUST COMPANY		327305
ok	✓	Full Service	307307	FORT FAIRFIELD BRANCH	290 MAIN STREET	FORT FAIRFIELD	ME	04742	AROOSTOOK	UNITED STATES	202571		9 KATAHDIN TRUST COMPANY		327305
ok	✓	Full Service	4396103	HAMPDEN BRANCH	57 WESTERN AVENUE	HAMPDEN	ME	04444	PENOBSCOT	UNITED STATES	520925		19 KATAHDIN TRUST COMPANY		327305
ok	✓	Full Service	1189313	HOULTON BRANCH	65 NORTH STREET	HOULTON	ME	04730	AROOSTOOK	UNITED STATES	228071		3 KATAHDIN TRUST COMPANY		327305
ok	✓	Full Service	139302	ISLAND FALLS BRANCH	1007 CRYSTAL ROAD	ISLAND FALLS	ME	04747	AROOSTOOK	UNITED STATES	228069		1 KATAHDIN TRUST COMPANY		327305
ok	✓	Full Service	107705	LESTONE BRANCH	35 MAIN STREET	LESTONE	ME	04750	AROOSTOOK	UNITED STATES	202573		10 KATAHDIN TRUST COMPANY		327305
ok	✓	Full Service	2524304	MARS HILL BRANCH	28 MAIN STREET	MARS HILL	ME	04738	AROOSTOOK	UNITED STATES	228073		5 KATAHDIN TRUST COMPANY		327305
ok	✓	Full Service	290306	OAKFIELD BRANCH	200 OAKFIELD SMYRNA ROAD	OAKFIELD	ME	04763	AROOSTOOK	UNITED STATES	228070		2 KATAHDIN TRUST COMPANY		327305
ok	✓	Full Service	1850556	PREQUE ISLE BRANCH	6 NORTH STREET	PREQUE ISLE	ME	04769	AROOSTOOK	UNITED STATES	228072		4 KATAHDIN TRUST COMPANY		327305
ok	✓	Full Service	4556774	SCARBOROUGH BRANCH	144 US ROUTE 1	SCARBOROUGH	ME	04074	CUMBERLAND	UNITED STATES	Not Required	Not Required	KATAHDIN TRUST COMPANY		327305
ok	✓	Full Service	369109	VAN BUREN BRANCH	29 MAIN STREET	VAN BUREN	ME	04785	AROOSTOOK	UNITED STATES	202578		12 KATAHDIN TRUST COMPANY		327305
ok	✓	Full Service	280102	WASHBURN BRANCH	1282 MAIN STREET	WASHBURN	ME	04786	AROOSTOOK	UNITED STATES	11086		14 KATAHDIN TRUST COMPANY		327305