



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.

I, Lawrence L. Barker

Name of the Holding Company Director and Official

President, CEO and 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.

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 _____

C.I. _____

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Machias Bancorp, MHC

Legal Title of Holding Company

PO Box 318

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

Machias ME 04654

City State Zip Code

4 Center Street, Machias, ME 04654

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Tara Bartko VP, Controller

Name Title

207-255-9211

Area Code / Phone Number / Extension

207-255-6049

Area Code / FAX Number

tbartko@machiassavings.com

E-mail Address

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

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.

Machias Bancorp, Inc
Legal Title of Subsidiary Holding Company

PO Box 318
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Machias ME 04654
City State Zip Code

4 Center Street, Machias, ME 04654
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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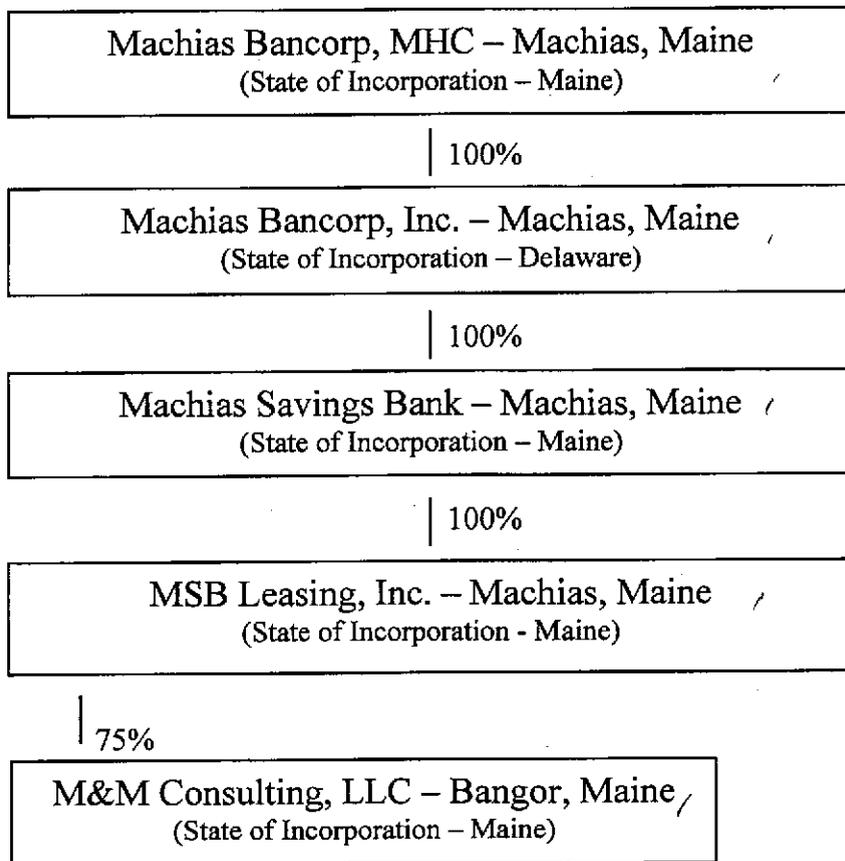
Physical location (if different from mailing address)

Form FR Y-6
Machias Bancorp, MHC
Machias, Maine
For the Year Ending December 31, 2013

Report Item

1: The bank holding company is not registered with the SEC.

2a: Organizational Chart



Jay Friedland of Brunswick, Maine is the managing member of M&M Consulting, LLC and owns 25% of the company.

2b: Domestic branch listing report emailed to FRB contact 3/27/14.

Form FR Y-6
MACHIAS BANCORP, MHC
 Fiscal Year Ending December 31, 2013

Report Item 3: Securities holders

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

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of 12/31/2011	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 during the fiscal year ending 12/31/2011
(1)(a) Name City, State, Country	(2)(a) Name & Address (City, State, Country)
(1)(b) Country of Citizenship or Incorporation	(2)(b) Country of Citizenship or Incorporation
(1)(c) Number and Percentage of Each Class of Voting Securities	(12)(c) Number and Percentage of Each Class of Voting Securities
None	None

Form FR Y-6
MACHIAS BANCORP, MHC
 Fiscal Year Ending December 31, 2013

Report Item 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 Bank Holding Company	(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 businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Edward L. Hennessey, Jr. Marshfield, ME 04654	N/A	Director/Chairman	Director (Machias Bancorp, Inc., Machias Savings Bank) Director/Vice President (MSB Leasing, Inc.)	N/A	N/A	N/A	N/A
Lawrence L. Barker East Machias, ME 04630	N/A	President/Director	President/Director (Machias Savings Bank) Director/Vice President (MSB Leasing, Inc.)	Member of MLA LLC, ML Properties LLC, Inn Machias LLC, and Machias Inn Realty LLC			
Gregory R. Coffin Marshfield, ME 04654	Retired	Director	Director (Machias Bancorp, Inc., Machias Savings Bank, MSB Leasing, Inc.)	Retired Pres., Coffin Hardware, Inc. Machias, ME	N/A	N/A	N/A
Donald A. Foster Holden, ME 04429	Retired	Director	Director (Machias Bancorp, Inc., Machias Savings Bank, MSB Leasing, Inc.)	President, Evergreen Solutions	N/A	N/A	N/A

Form FR Y-6
MACHIAS BANCORP, MHC
 Fiscal Year Ending December 31, 2013

Report Item 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 Bank Holding Company	(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 businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Robert W. Foster Hamperden, ME 04444	Petroleum Distributor	Director	Director (Machias Bancorp, Inc., Machias Savings Bank, MSB Leasing, Inc.)	RH Foster Energy, President	N/A	N/A	N/A
Thomas A. Michaud Northfield, ME 04654	Self-employed Lobster Fisherman	Director	Director (Machias Bancorp, Inc., Machias Savings Bank, MSB Leasing, Inc.)	N/A	N/A	N/A	N/A
Brent K. Hartley Herman, ME 04401	CFO	Director	Director (Machias Bancorp, Inc., Machias Savings Bank, MSB Leasing, Inc.)	N/A	N/A	N/A	N/A
Donald E. Reynolds Machias, ME	N/A	Executive Vice President	Executive Vice President (Machias Bancorp, Inc., Machias Savings Bank) President (MSB Leasing, Inc.)	N/A	N/A	N/A	N/A

Form FR Y-6
MACHIAS BANCORP, MHC
 Fiscal Year Ending December 31, 2013

Report Item 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 Bank Holding Company	(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 businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
J. Scott Whitney Jonesboro, ME	N/A	Senior Vice President	Senior Vice President (Machias Bancorp, Inc., Machias Saving Bank)	N/A	N/A	N/A	N/A

Results: A list of branches for your depository institution: **MACHIAS SAVINGS BANK (ID: RSSD: 137205).**

This depository institution is held by **MACHIAS BANKORP, MHC (2728577) of MACHIAS, 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 (Head Office)															
OK		Full Service	137205		MACHIAS SAVINGS BANK	4 CENTER STREET	MACHIAS	ME	04654	WASHINGTON	UNITED STATES	13331		0 MACHIAS SAVINGS BANK			137205
OK		Full Service	1215531		BAILEYVILLE BRANCH	667 HOULTON ROAD SUITE 6	BAILEYVILLE	ME	04694	WASHINGTON	UNITED STATES	248712		3 MACHIAS SAVINGS BANK			137205
OK		Full Service	3775774		BANGOR BRANCH	1126 HAMMOND STREET	BANGOR	ME	04401	PENOBSCOT	UNITED STATES	432966		11 MACHIAS SAVINGS BANK			137205
OK		Full Service	400301		BAR HARBOR BRANCH	96 COTTAGE STREET	BAR HARBOR	ME	04609	HANCOCK	UNITED STATES	228842		8 MACHIAS SAVINGS BANK			137205
OK		Full Service	4413701		BREWSTER BRANCH	581 WILSON STREET	BREWSTER	ME	04412	PENOBSCOT	UNITED STATES	Not Required		Not Required			137205
OK		Full Service	263403		CALAIS BRANCH	210 NORTH STREET	CALAIS	ME	04619	WASHINGTON	UNITED STATES	248710		1 MACHIAS SAVINGS BANK			137205
OK		Full Service	1453498		CARIBOU BANKING CENTER BRANCH	142 BENNETT DRIVE	CARIBOU	ME	04736	AROOSTOOK	UNITED STATES	Not Required		Not Required			137205
OK		Full Service	355102		COLUMBIA BRANCH	357 US HIGHWAY 1	COLUMBIA	ME	04623-9703	WASHINGTON	UNITED STATES	248711		2 MACHIAS SAVINGS BANK			137205
OK		Full Service	3775813		DANFORTH BRANCH	98 DEPOT STREET	DANFORTH	ME	04424	WASHINGTON	UNITED STATES	334434		9 MACHIAS SAVINGS BANK			137205
OK		Full Service	1215860		ELLSWORTH BRANCH	93 HIGH STREET	ELLSWORTH	ME	04605	HANCOCK	UNITED STATES	248713		4 MACHIAS SAVINGS BANK			137205
OK		Full Service	3775765		MILL MALL BRANCH	248 STATE STREET	ELLSWORTH	ME	04605	HANCOCK	UNITED STATES	467930		12 MACHIAS SAVINGS BANK			137205
OK		Full Service	109800		HOULTON BRANCH	138 NORTH STREET	HOULTON	ME	04730	AROOSTOOK	UNITED STATES	248715		7 MACHIAS SAVINGS BANK			137205
OK		Full Service	2001346		LINCOLN BANKING CENTER BRANCH	6 PENOBSCOT VALLEY AVENUE	LINCOLN	ME	04457-0069	PENOBSCOT	UNITED STATES	Not Required		Not Required			137205
OK		Full Service	3775792		LINCOLN BRANCH	29 MAIN STREET	LINCOLN	ME	04457	PENOBSCOT	UNITED STATES	362860		10 MACHIAS SAVINGS BANK			137205
OK		Full Service	1448636		PRESQUE ISLE BANKING CENTER BRANCH	9 DYER ST	PRESQUE ISLE	ME	04769	AROOSTOOK	UNITED STATES	Not Required		Not Required			137205
OK		Full Service	521701		PRINCETON BRANCH	127 MAIN STREET	PRINCETON	ME	04668	WASHINGTON	UNITED STATES	248714		5 MACHIAS SAVINGS BANK			137205
OK		Full Service	2943709		ROCKLAND BRANCH	235 CAMDEN STREET, SUITE 32	ROCKLAND	ME	04841	KNOX	UNITED STATES	278299		13 MACHIAS SAVINGS BANK			137205

