

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, **Richard Wayne**

Reporter's Name, Street, and Mailing Address

**Northeast Bancorp**

Name of the Holding Company Director and Official

Legal Title of Holding Company

**President and Chief Executive Officer**

**500 Canal Street**

Title of the Holding Company Director and Official

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

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.

**Lewiston**

**ME**

**04240**

City

State

Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

**Suzanne M Carney**

**Corporate Clerk**

Name

Title

**800-284-5989**

Area Code / Phone Number / Extension

**207-777-6408**

Area Code / FAX Number

**scarney@northeastbank.com**

E-mail Address

**www.northeastbank.com**

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

Signature of Holding Company Director and Official

**9-20-13**

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

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

Yes Please identify the report items to which this request applies:  
**4.(4)(c)**

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 Federal Reserve Bank Use Only

RSSD ID \_\_\_\_\_

C.I. \_\_\_\_\_

## 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.*

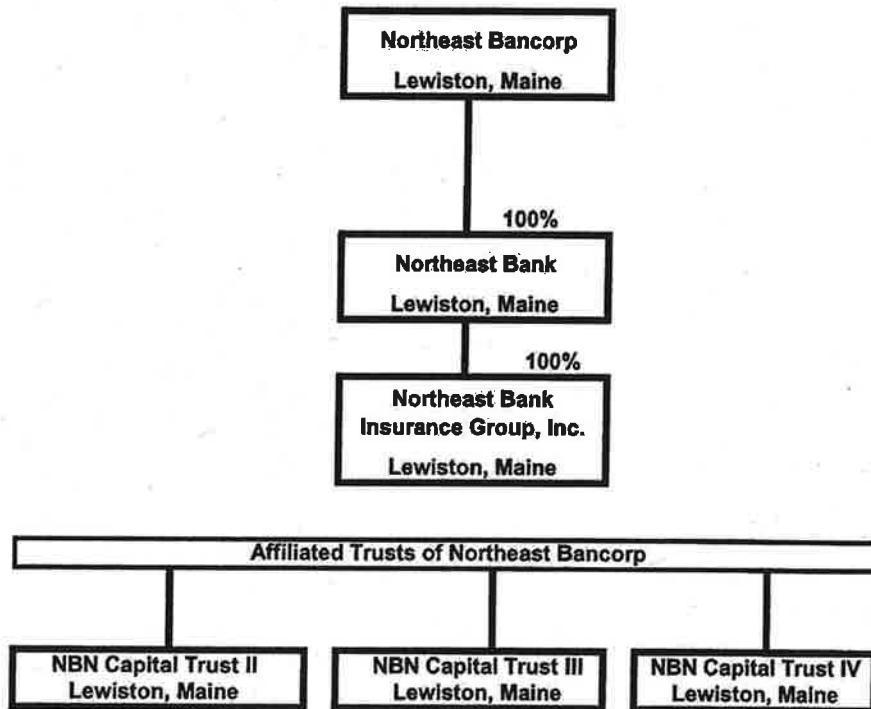
<hr/> <b>Legal Title of Subsidiary Holding Company</b> <hr/> <hr/> <b>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</b> <hr/> <b>City</b> _____ <b>State</b> _____ <b>Zip Code</b> _____ <hr/> <b>Physical location (if different from mailing address)</b> <hr/> <hr/>	<hr/> <b>Legal Title of Subsidiary Holding Company</b> <hr/> <hr/> <b>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</b> <hr/> <b>City</b> _____ <b>State</b> _____ <b>Zip Code</b> _____ <hr/> <b>Physical location (if different from mailing address)</b> <hr/> <hr/>
<hr/> <b>Legal Title of Subsidiary Holding Company</b> <hr/> <hr/> <b>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</b> <hr/> <b>City</b> _____ <b>State</b> _____ <b>Zip Code</b> _____ <hr/> <b>Physical location (if different from mailing address)</b> <hr/> <hr/>	<hr/> <b>Legal Title of Subsidiary Holding Company</b> <hr/> <hr/> <b>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</b> <hr/> <b>City</b> _____ <b>State</b> _____ <b>Zip Code</b> _____ <hr/> <b>Physical location (if different from mailing address)</b> <hr/> <hr/>
<hr/> <b>Legal Title of Subsidiary Holding Company</b> <hr/> <hr/> <b>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</b> <hr/> <b>City</b> _____ <b>State</b> _____ <b>Zip Code</b> _____ <hr/> <b>Physical location (if different from mailing address)</b> <hr/> <hr/>	<hr/> <b>Legal Title of Subsidiary Holding Company</b> <hr/> <hr/> <b>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</b> <hr/> <b>City</b> _____ <b>State</b> _____ <b>Zip Code</b> _____ <hr/> <b>Physical location (if different from mailing address)</b> <hr/> <hr/>
<hr/> <b>Legal Title of Subsidiary Holding Company</b> <hr/> <hr/> <b>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</b> <hr/> <b>City</b> _____ <b>State</b> _____ <b>Zip Code</b> _____ <hr/> <b>Physical location (if different from mailing address)</b> <hr/> <hr/>	<hr/> <b>Legal Title of Subsidiary Holding Company</b> <hr/> <hr/> <b>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</b> <hr/> <b>City</b> _____ <b>State</b> _____ <b>Zip Code</b> _____ <hr/> <b>Physical location (if different from mailing address)</b> <hr/> <hr/>
<hr/> <b>Legal Title of Subsidiary Holding Company</b> <hr/> <hr/> <b>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</b> <hr/> <b>City</b> _____ <b>State</b> _____ <b>Zip Code</b> _____ <hr/> <b>Physical location (if different from mailing address)</b> <hr/> <hr/>	<hr/> <b>Legal Title of Subsidiary Holding Company</b> <hr/> <hr/> <b>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</b> <hr/> <b>City</b> _____ <b>State</b> _____ <b>Zip Code</b> _____ <hr/> <b>Physical location (if different from mailing address)</b> <hr/> <hr/>

Form FR Y-6

Northeast Bancorp  
Lewiston, Maine 04240  
Fiscal Year Ending June 30, 2013

Report Item

2: Organizational Chart



**Results:** A list of branches for your depository institution: NORTHEAST BANK (ID\_RSSD: 468806). This depository institution is held by NORTHEAST BANCORP (2324111) of LEWISTON, ME. The data are as of 03/31/2013. Data reflects information that was received and processed through 04/10/2013.

**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)	468806	NORTHEAST BANK	500 CANAL STREET	LEWISTON	ME	4240	ANDROSCOGGIN	UNITED STATES		13489	0	NORTHEAST BANK	468806	
OK		Full Service	4953478	AUBURN BRANCH	232 CENTER STREET	AUBURN	ME	4210	ANDROSCOGGIN	UNITED STATES		249245	9	NORTHEAST BANK	468806	
OK		Full Service	2336241	AUGUSTA BRANCH	235 WESTERN AVENUE	AUGUSTA	ME	4330	KENNEBEC	UNITED STATES		262213	11	NORTHEAST BANK	468806	
OK		Full Service	4353740	BETHEL BRANCH	111 MAIN STREET	BETHEL	ME	4217	OXFORD	UNITED STATES		442942	14	NORTHEAST BANK	468806	
OK		Full Service	3262959	MAIN STREET BRANCH	186 MAIN STREET	BRUNSWICK	ME	4011	CUMBERLAND	UNITED STATES		42675	6	NORTHEAST BANK	468806	
OK		Full Service	387804	BUCKFIELD BRANCH	2 DEPOT STREET	BUCKFIELD	ME	4220	OXFORD	UNITED STATES		249244	5	NORTHEAST BANK	468806	
OK		Full Service	468404	HARRISON BRANCH	46 MAIN STR	HARRISON	ME	4040	CUMBERLAND	UNITED STATES		249240	1	NORTHEAST BANK	468806	
OK		Electronic Banking	4431572	ABLE BANKING BRANCH	500 CANAL STREET	LEWISTON	ME	4240	ANDROSCOGGIN	UNITED STATES		Net Required	Not Required	NORTHEAST BANK	468806	
OK		Full Service	4076834	POLAND BRANCH	1399 MAINE STREET	POLAND	ME	4274	OXFORD	UNITED STATES		510427	16	NORTHEAST BANK	468806	
OK		Full Service	4353450	PORTLAND BRANCH	77 MIDDLE STREET	PORTLAND	ME	4101	CUMBERLAND	UNITED STATES		442637	13	NORTHEAST BANK	468806	
OK		Full Service	560906	OXFORD HILLS BRANCH	235 MAIN STREET	SOUTH PARIS	ME	4281	OXFORD	UNITED STATES		249241	2	NORTHEAST BANK	468806	

**Form FRY-6  
Northeast Bancorp  
Fiscal Year Ending June 30, 2013**

**Report Item 3: Shareholders  
(1)(e)(b)(c) and (2)(e)(b)(c)**

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending June 30, 2013		Shareholders 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 June 30, 2013	
(1)(e) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country) (2)(b) Country of Citizenship or Incorporation (2)(c) Number and Percentage of Each Class of Voting Securities
East Rock Capital, LLC New York, NY	USA	871,939 - 7.02% Common Stock	None
Arlon Capital Partners II, LP New York, NY	USA	859,439 - 8.98% Common Stock	
Castine Capital Management Boston, MA	USA	775,000 - 8.10% Common Stock	
Wellington Management Company, LLP Boston, MA	USA	850,040 - 8.90% Common Stock	

**Form FRY-6**  
**Northeast Bancorp**  
**Fiscal Year Ending June 30, 2013**

Report Item 4: Insiders  
 (1), (2), (3)(e)(b)(c), and (4)(a)(b)(c)

(1) Name & Address (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)	(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 Glauber Brookline, MA	Lecturer, Harvard Kennedy School of Government	Chairman	Chairman of the Board - Northeast Bank	< 1%	None	N/A
Matthew Bolain Boston, MA	Managing Director, Blackrock	Director	Director - Northeast Bank	< 1%	None	N/A
David Tenner New York, NY	Managing Director, Arion Group, LLC	Director	Director - Northeast Bank	None	None	N/A
Adam Shapiro New York, NY	Partner & Co-Founder, East Rock Capital	Director	Director - Northeast Bank	None	None	Refer to Confidential Volume
Cheryl Dorsey New York, NY	President, Echoing Green	Director	Director - Northeast Bank	None	None	N/A
Peter McClean Rowayton, CT	Managing Director, Gulfstream Advisors, LLC	Director	Director - Northeast Bank	< 1%	None	N/A
Richard Wayne Boston, MA	N/A	President & CEO	Director - Northeast Bank	2.67%	None	Refer to Confidential Volume
Judith E. Wallingford Rockport, ME	President of the Maine Water Company	Director Chairman of the Board	Director - Northeast Bank	< 1%	None	N/A
John Oresella Portland, ME	President & CEO, North Country Associates	Director	Director - Northeast Bank	< 1%	None	Refer to Confidential Volume
Claire S. Bean Boston, MA	N/A	Chief Operating Officer & Chief Financial Officer	Chief Administrative Officer	1.65%	None	N/A
Heather P. Campbell Boston, MA	N/A	Chief Risk Officer	Chief Risk Officer	< 1%	None	N/A
William DiFulvio Boston, MA	N/A	Corporate Controller	Corporate Controller	< 1%	None	N/A
Jason Stephens Boston, MA	N/A			< 1%	None	N/A

**Form FRY-6  
Northeast Bancorp  
Fiscal Year Ending June 30, 2013**

**Report Item 4: Insiders  
(4)(c)**

---

<b>Insider Name</b>	<b>(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)</b>
<b>Adam Shapiro</b>	<b>Shapiro Partners Management, LLC - Member 100% East Rock Capital, LLC-Managing Principal 33.33% East Rock Focus Fund Management, LLC - Managing Principal 33.33% East Rock Focus Fund GP, LLC - Managing Principal 33.33% East Rock Capital GP, LLC - Managing Principal 33.33%</b>