

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, **John W. Everets**

Reporter's Name, Street, and Mailing Address

SBM Financial, Inc.

Legal Title of Holding Company

2 Canal Plaza

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

Portland

ME

04101

City

State

Zip Code

190 Water Street, Gardiner, ME 04345

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

Chairman / 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.

Person to whom questions about this report should be directed:

Jeannine M. Clark

Sr. VP Administration

Name

Title

207-588-8188

Area Code / Phone Number / Extension

207-588-5709

Area Code / FAX Number

jclark@thebankofmaine.com

E-mail Address

N/A

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

Signature of Holding Company Director and Official

March 26, 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 **4183527**
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:
Report Item 1 (Report to Shareholders)

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

Organizational Structure
SBM Financial, Inc.
 December 31, 2013

SBM FINANCIAL, INC.
 Fed ID #
 27-2513176
 State Incorporated
 Maryland
 Date of Incorporation or Acquisition
 March 15, 2010
 2 Canal Plaza
 Portland, ME 04101

THE BANK OF MAINE
 100% owned
 Fed ID #
 01-0074920
 State Incorporated
 Maine
 Date of Incorporation or Acquisition
 6/26/1834
 2 Canal Plaza
 Portland, ME 04101

Kennebec River Holdings, Inc.
 Effective July 23, 2012
 Formerly Yankoc Title Company
 100% owned
 Fed ID #
 01-0387033
 State Incorporated
 Maine
 Date of Incorporation or Acquisition
 1/28/1983
 190 Water St.,
 Gardiner, ME 04345

 NAICS Code was 541860
 Inactive Shell

N/R

Cobbessee Service Corp.
 100% owned
 Fed ID #
 01-0490569
 State of Incorporation
 Maine
 Date of Incorporation or Acquisition
 6/16/1994

 45 Church St
 Gardiner, ME 04345

 NAICS Code was 541191
 Inactive Shell

N/R

Healthcare Professional Funding
 Corporation
 100% owned
 Fed ID #
 27-3939808
 State of Incorporation
 Delaware
 Date of Incorporation or Acquisition
 10/22/10

 10 High St, Suite 900
 Boston, MA 02110

 NAICS Code 522220

N/R

OREO Subs

SBM Property A, Inc.
 100%
 Fed ID #
 27-1563827
 State of Incorporation
 Maine
 Date of Incorporation or Acquisition
 12/29/2009

Whiskeag-Bath, Inc.
 100%
 Fed ID #
 27-2534152
 State of Incorporation
 Maine
 Date of Incorporation or Acquisition
 5/10/2010
 Inactive

Property T, Inc.
 100%
 Fed ID #
 37-4970976
 State of Incorporation
 Maine
 Date of Incorporation or Acquisition
 2/15/2011
 Inactive

Property T2, Inc.
 100%
 Fed ID #
 27-4971280
 State of Incorporation
 Maine
 Date of Incorporation or Acquisition
 2/15/2011
 Inactive

Property P, Inc.
 100%
 Fed ID #
 27-5366166
 State of Incorporation
 Maine
 Date of Incorporation or Acquisition
 3/3/2011

 190 Water St.
 Gardiner, ME 04345

N/R

**FORM FR Y-6 - Federal Reserve Bank
SBM Financial, Inc.
Fiscal Year Ending December 31, 2013**

Report Item 2b: Domestic Branch Listing

<u>Popular Name of Branch</u> The Bank of Maine Banking Centers	Date Opened	Street Address	City	County	State	Country	Zip	Branch Service Type
Augusta Civic Center	5/18/2001	130 Community Drive	Augusta	Kennebec	Maine	USA	04330	Full
Augusta Eastern Avenue	11/18/1996	66 Eastern Avenue	Augusta	Kennebec	Maine	USA	04330	Full
Augusta State Street	12/27/1990	96 State Street	Augusta	Kennebec	Maine	USA	04330	Full
Bath	6/9/1995	7 Chandler Drive	Bath	Sagadahoc	Maine	USA	04530	Full
Boothbay Harbor	3/20/2000	189 Townsend Avenue	Boothbay Harbor	Lincoln	Maine	USA	04538	Full
Brunswick Cooks Corner	5/1/1995	6 Gurnet Road	Brunswick	Cumberland	Maine	USA	04011	Full
Brunswick Maine Street	5/13/1996	137 Maine Street	Brunswick	Cumberland	Maine	USA	04011	Full
Calais	* 5/19/2007	344 Main Street	Calais	Washington	Maine	USA	04619	Full
Falmouth	9/10/2012	240 US Route 1	Falmouth	Cumberland	Maine	USA	04105	Full
Gardiner	06/18/1834	190 Water Street	Gardiner	Kennebec	Maine	USA	04345	Full
Hallowell	* 1/1/1979	14 Winthrop Street	Hallowell	Kennebec	Maine	USA	04347	Full
Kennebunk	* 9/20/2008	36 Portland Road)	Kennebunk	York	Maine	USA	04043	Full
Machias	* 5/19/2007	6 M&M Place	Machias	Washington	Maine	USA	04654	Full

Report Item 2b: Domestic Branch Listing

Popular Name of Branch The Bank of Maine Banking Centers	Date Opened	Street Address	City	County	State	Country	Zip	Branch Service Type
Manchester	11/9/1987	9 Pond Road	Manchester	Kennebec	Maine	USA	04351	Full
Newcastle	9/10/2001	67 Main Street	Newcastle	Lincoln	Maine	USA	04553	Full
Oakland	7/7/2003	51 Main Street	Oakland	Kennebec	Maine	USA	04963	Full
Portland	6/27/2011	2 Canal Plaza	Portland	Cumberland	Maine	USA	04101	Full
Randolph	6/15/1997	268 Water Street	Randolph	Kennebec	Maine	USA	04346	Full
Readfield	11/21/2005	13 Winthrop Street	Readfield	Kennebec	Maine	USA	04355	Full
Richmond	11/19/1976	111 Main Street	Richmond	Sagadahoc	Maine	USA	04357	Full
Saco	* 9/20/2008	640 Main Street	Saco	York	Maine	USA	04072	Full
Topsham	6/16/1996	16 Topsham Fair Mall Road	Topsham	Sagadahoc	Maine	USA	04086	Full
Waterville KMD	10/14/1997	258 Kennedy Memorial Drive	Waterville	Kennebec	Maine	USA	04901	Full
Waterville Upper Main St	5/1/1995	325 Main Street	Waterville	Kennebec	Maine	USA	04901	Full
Winthrop	12/14/1992	18 Main Street	Winthrop	Kennebec	Maine	USA	04364	Full
Wiscasset	5/19/1971	52 Bath Road	Wiscasset	Lincoln	Maine	USA	04578	Full
York	* 9/20/2008	659 US Route 1	York	York	Maine	USA	03909	Full

*(Acquisition Date)

**FORM FR Y-6 - Federal Reserve Bank
SBM Financial, Inc.
Fiscal Year Ending December 31, 2013**

Report Item 3: Securities Holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013		Securities holders not listed in 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2013	
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities	(1)(a) Name City, State, Country
Endeavor Financial Restoration Greenwich, CT	USA	55,000 - 8.33% Common Stock	
Endicott Opportunity New York, NY	USA	55,000 - 8.33% Common Stock	
Financial Stocks Capital Cincinnati, OH	USA	55,000 - 8.33% Common Stock	
Ithan Creek Master Investors Boston, MA	Cayman Islands	49,951 - 7.57% Common Stock	
IWC-SBM LLC Boise, ID	USA	55,000 - 8.33% Common Stock	
			N/A

continued

**FORM FR Y-6 - Federal Reserve Bank
SBM Financial, Inc.
Fiscal Year Ending December 31, 2013**

Report Item 3: Securities Holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013	Securities holders not listed in 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2013		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities	(1)(c) Number & Percentage of Each Class of Voting Securities
John W. Everets Boston, MA	USA	39,250 - 5.90% As listed below*	
		* 21,239 Common Stock	
		* 10,000 Common Stock - Employee Options - Vested	
		* 144 Common Stock - Restricted Stock Units - Vested	
		* 7,867 Common Stock - Restricted Stock Units - Unvested	

**FORM FR Y-6 - Federal Reserve Bank
SBM Financial, Inc.
Fiscal Year Ending December 31, 2013**

Report Item 4: Insiders

(1) Name City, State, Country	(2) Principal Occupation (if other than with Holding Co.)	(3)(a) Title & Position with Holding Co.	(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 Subsidiaries (include names of Holding Co. Subsidiaries)	(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 co. & percentage of voting securities held)
John W. Everets Boston, MA USA	Bank Chairman and CEO	Director & Chairman	Director / Chairman CEO / President The Bank of Maine Portland, ME	Chairman Yorkshire Capital, LLC Boston, MA	5.90%	None	Yorkshire Capital, LLC 100%
			Director/ Chairman Healthcare Professional Funding Corp. Boston, MA	Member Martin's Lane Assoc., LLC Boston, MA			
				Director The Eastern Company Naugatuck, CT			

Report Item 4: Insiders

	(2) Principal Occupation (if other than with Holding Co.)	(3)(a) Title & Position with Holding Co.	(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 Holding Co.	(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 co. & percentage of voting securities held)
(1) Name City, State, Country	Private Investor	Director	Director The Bank of Maine Portland, ME	Director Institutional Deposit Corp. Miami, FL	1.45%	None	N/A
Richard D. Field New Canaan, CT USA				Director Retirement Clearing House Charlotte, NC			

Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name City, State, Country	Principal Occupation (if other than with Holding Co.)	Title & Position with Holding Co.	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with other Businesses (include names of other businesses)	Percentage of Voting Shares in Subsidiaries (include names of Holding Co. Subsidiaries)	Percentage of Voting Shares in Subsidiaries (include names of Holding Co. Subsidiaries)	List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of co. & percentage of voting securities held)
Robert H. Gardiner Georgetown, ME USA	Wind Energy Developer	Director	Director The Bank of Maine Portland, ME	Director John Merck Fund Boston, MA	0.24% None		
				Director Coastal Ventures, Inc. Portland, ME			
				Director / Chairman Baskehegan Company Brookton, ME			
				President Independence Wind, LLC Brunswick, ME			Independence Wind, LLC 100%
				Partner Highland Wind, LLC Lyme, NH			

Report Item 4: Insiders

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David J. Ott Falmouth, ME	Real Estate	Director	Director The Bank of Maine Portland, ME	Member GO Enterprises, LLC Portland, ME	0.56%	None	N/A
				Member ALL Maine Spirits, LLC Augusta, ME			
				Director Htech Holdings, Inc. Chicopee, MA			
				Director Maine Machine Products Co. S. Paris, ME			

Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name	Principal Occupation (if other than with Holding Co.)	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with other Businesses (include names of other businesses)	Director	Percentage of Voting Shares in Holding Co. Subsidiaries	Percentage of Voting Shares in Subsidiaries (include names of names of Subsidiaries)	List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of co. & percentage of voting securities held)
James H. Ozanne Darien, CT USA	Independent Director	Director The Bank of Maine	Director United Rentals. Inc. Greenwich, CT	Director	0.32%	None	
	Director		Director ZBB Energy Corp. Menomonee Falls, WI				
	Director		Director National Mortgage Ins. Inc. Emeryville, CA				
	Director		Director PECO Logistics Yonkers, NY				
	Partner		Partner Greenrange Partners, LLC				Greenrange Partners, LLC 100%
			Greenrange Partners 11, LLC				Greenrange Partners 11, LLC 26%
			Greenrange Partners 15, LLC				Greenrange Partners 15, LLC 100%
			Greenrange Partners 16, LLC Darien, CT				Greenrange Partners 16, LLC 100%

Report Item 4: Insiders

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Ronald E. Roark Gig Harbor, WA USA	Bank Liquidation and Restructuring Executive	Director	Director The Bank of Maine Portland, ME	Director Crown Northcorp, Inc. Cheyenne, WY	0.24%	None	Crown Northcorp, Inc. 28%
			Director Brookville Assoc., Inc. Columbus, OH				Brookville Assoc., Inc. 100%
			General Partner Hazard Ltd. Hazard, KY				Hazard Ltd. 40%
			General Partner Pomeroy Cliffs Ltd. Pomeroy, OH				Pomeroy Cliffs Ltd. 1%
			General Partner Ridgewood Apartments Ltd. Winter Haven, FL				Ridgewood Apartments Ltd. 20%
			Chairman / CEO Crown Asset Management LTD London, England				Crown Asset Management LTD 100%
			Chairman / CEO Crown Asset Management AB Stockholm, Sweden				Crown Asset Management AB 100%

continued

Report Item 4: Insiders

(1) Name City, State, Country	(2) Principal Occupation (if other than with Holding Co.)	(3)(a) Title & Position with Holding Co.	(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 Holding Co.	(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 co. & percentage of voting securities held)
Ronald E. Roark				Ltd. Partner Brook Ridge Brookville, OH		Brook Ridge 95%	
		Director McNewark, Inc. Columbus, OH				McNewark, Inc. 100%	
		General Partner Ree Properties, Ltd. Columbus, OH				Ree Properties, Ltd. 20%	
		General Partner McNewark, Ltd. Columbus, OH				McNewark, Ltd. 50%	
		General Partner RHP, Ltd Columbus, OH				RHP, Ltd 50%	
		Director Ohio Financial Services, Inc. Columbus, OH				Ohio Financial Services, Inc. 86%	

continued

Report Item 4: Insiders

(1) Name City, State, Country	(2) Principal Occupation (if other than with Holding Co.)	(3)(a) Title & Position with Holding Co.	(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 Holding Co.	(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 co. & percentage of voting securities held)
Carl J. Soderberg Caribou, ME USA	Contractor / Owner	Director	Director The Bank of Maine Portland, ME	Director University of Maine - Foundation Board Presque Isle, ME	0.89%	None	
			President Soderberg Company, Inc. Caribou, ME	President Soderberg Company, Inc. Caribou, ME		100%	Soderberg Company, Inc. 100%
			Member Soderberg Equipment, LLC Caribou, ME	Member Soderberg Equipment, LLC Caribou, ME		100%	Soderberg Equipment, LLC 100%
			Member Nordic Properties, LLC Caribou, ME	Member Nordic Properties, LLC Caribou, ME		100%	Nordic Properties, LLC 100%
			President York Street Complex, Inc. Caribou, ME	President York Street Complex, Inc. Caribou, ME		100%	York Street Complex, Inc. 100%
			President Monica's Scandinavian Imports Caribou, ME	President Monica's Scandinavian Imports Caribou, ME		70%	Monica's Scandinavian Imports 70%

continued

Report Item 4: Insiders

(1) Name City, State, Country	(2) Principal Occupation (if other than with Holding Co.)	(3)(a) Title & Position with Holding Co.	(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 Holding Co.	(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 co. & percentage of voting securities held)
Carl J. Soderberg				Vice President C.S.S. Development, Inc. Caribou, ME			C.S.S. Development, Inc. 40%
				Member Frontier Construction, LLC Caribou, ME			Frontier Construction, LLC 100%

Continued

Report Item 4: Insiders

(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of co. & percentage of voting securities held)	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of Holding Co. Subsidiaries)	(4)(a) Percentage of Voting Shares in Holding Co.	(3)(b) None	(3)(c) 0.15%	(3)(a) None	(2) None	(1) None
Dennis Townley	Lawyer	Secretary	General Counsel	Partner	The Bank of Maine Portland, ME	Director / Secretary Healthcare Professional Funding Corp. Boston, MA	Cambridge, MA USA
					Day Pitney, LLP Boston, MA		