

Board of Governors of the Federal Reserve System

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Supervision, Regulation and
Credit Department



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, Martin J. Geitz
Name of the Holding Company Director and Official
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

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. _____

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

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):

12/31/2013
Month / Day / Year

Reporter's Name, Street, and Mailing Address

SBT Bancorp. Inc
Legal Title of Holding Company
86 Hopmeadow SE, P.O. Box 248
(Mailing Address of the Holding Company) Street / P.O. Box
Simsbury CT 06070
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Susan Presutti Assistant Secretary
Name Title
860-408-5443
Area Code / Phone Number / Extension
860-651-2075
Area Code / FAX Number
spreutti@simsburybank.com
E-mail Address
www.Simsburybank.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

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.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

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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City State Zip Code

Physical location (if different from mailing address)

FORM FR Y-6

Report Item 1

SBT Bancorp, Inc.

Fiscal Year Ending December 31, 2013

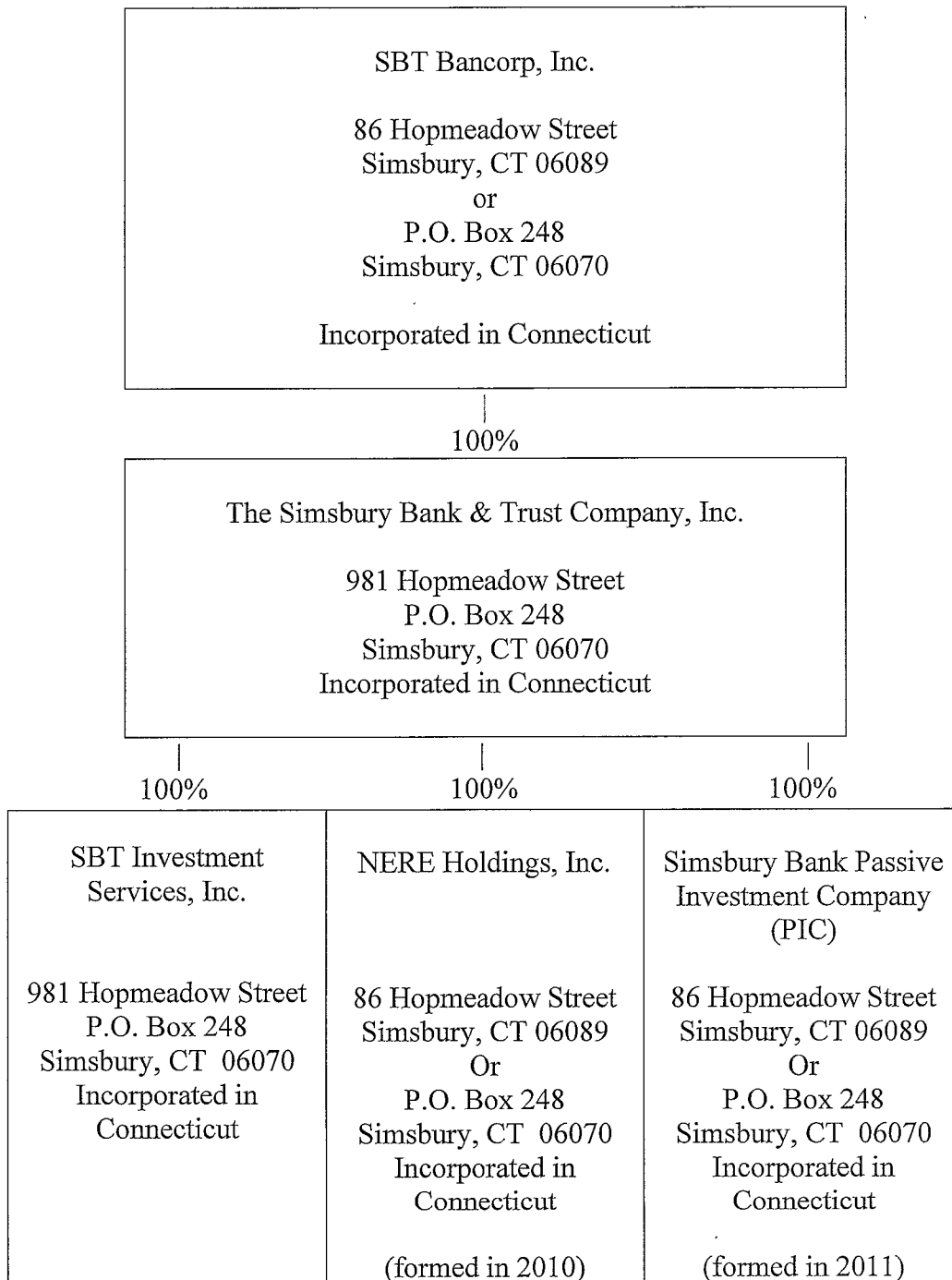
Annual Report

N/A – Registered with the SEC

FORM FR Y-6

Report Item 2

SBT Bancorp, Inc.
Fiscal Year Ending December 31, 2013
Organizational Chart



Results: A list of branches for your depository institution: SIMSBURY BANK AND TRUST COMPANY, INC., THE (ID_RSSD: 2290887).
This depository institution is held by SBT BANKCORP. INC. (3385100) of SIMSBURY, CT.
The data are as of 12/31/2013.

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 data 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)	2290887	SIMSBURY BANK AND TRUST COMPANY, INC., THE	981 HORNMEADOW STREET	SIMSBURY	CT	06070	HARTFORD	UNITED STATES	55577	0	SIMSBURY BANK AND TRUST COMPANY, INC., THE	2290887	
OK		Full Service	2840200	AVON BRANCH	27 DALE ROAD	AVON	CT	06001	HARTFORD	UNITED STATES	290287	2	SIMSBURY BANK AND TRUST COMPANY, INC., THE	2290887	
OK		Full Service	3449570	BLOOMFIELD BRANCH	864 COTTAGE GROVE ROAD	BLOOMFIELD	CT	06002	HARTFORD	UNITED STATES	453075	3	SIMSBURY BANK AND TRUST COMPANY, INC., THE	2290887	
OK		Limited Service	3393084	CANTON BRANCH	250 ALBANY TURNPIKE	CANTON	CT	06019	HARTFORD	UNITED STATES	Not Required	Not Required	SIMSBURY BANK AND TRUST COMPANY, INC., THE	2290887	
OK		Full Service	2743365	GRANBY BRANCH	111 HARTFORD AVENUE	GRANBY	CT	06035	HARTFORD	UNITED STATES	290286	1	SIMSBURY BANK AND TRUST COMPANY, INC., THE	2290887	

FORM FR Y-6

Report Item 3

**SBT Bancorp, Inc.
Simsbury, CT**

Fiscal Year Ending December 31, 2013

5% Shareholders

Name of Beneficial Owner	Amount and Nature Of Beneficial Ownership	Percent Of Class
Principal Shareholder		
Banc Fund VI L.P. Banc Fund VII L.P. Banc Fund VIII L.P. 20 North Wacker Drive Suite 3300 Chicago, IL 60606	68,660 (15)	7.6%

- (1) Consists of 10,150 shares owned by Banc Fund VI L.P. ("BF VI"), 39,056 shares owned by Banc Fund VII L.P. ("BF VII") and 19,454 shares owned by Banc Fund VIII L.P. ("BF VIII") and is based on information set forth in a Schedule 13G/A filed jointly on February 14, 2014 by BF VI, BF VII and BF VIII. The general partner of BF VI is MidBanc VI L.P. ("MidBanc VI"), whose principal business is to be a general partner of BF VI. The general partner of BF VII is MidBanc VII L.P. ("MidBanc VII"), whose principal business is to be a general partner of BF VII. The general partner of BF VIII is MidBanc VIII L.P. ("MidBanc VIII"), whose principal business is to be a general partner of BF VIII. The general partner of MidBanc VI, MidBanc VII, and MidBanc VIII is The Banc Funds Company, L.L.C. ("TBFC"), whose principal business is to be a general partner of MidBanc VI, MidBanc VII, and MidBanc VIII. TBFC is an Illinois corporation whose principal shareholder is Charles J. Moore. Mr. Moore has been the manager of BF VI, BF VII, and BF VIII since their respective inceptions. As manager, Mr. Moore has voting and dispositive power over the securities of the Company held by each of those entities. As the controlling member of TBFC, Mr. Moore controls TBFC, and therefore each of the partnership entities are directly and indirectly controlled by TBFC.

SBT BANCORP, INC.
Fiscal Year ending December 31, 2013
Insiders

Names & Address	Principal Occupation if Other Than w/ Bank Hold. Co	Title & Position w/ Bank Hold. Co.	Title & Position w/ Subsidiaries	Title & Position w/ Other Businesses*	% Voting Shares in Bank Holding Co	% of Voting Shares in Subsids.	Other Companies if 25% or More of Voting Securities Are Held
Gary W. Burdick Simsbury, CT USA	n/a	None	SVP, Chief Commercial Banking Officer The Simsbury Bank & Trust Co., Inc.	None	0.35%	0.00%	None
Robert J. Bogino Avon, CT USA	Retired	Chairman of Board, SBT Bancorp, Inc.	Chairman of Board, The Simsbury Bank & Trust Co., Inc.	Trustee of various family trusts	3.07%	0.00%	n/a
			Chairman of Board, SBT Investment Services, Inc.				
			Director, NERE Holdings, Inc.				
			Director, Simsbury Bank Passive Investment Company				
James T. Fleming Simsbury, CT USA	Executive, Auto Trade Association	Director	Director The Simsbury Bank & Trust Co., Inc.	President, CT Auto- motive Retailers Assoc.	0.17%	0.00%	n/a
				Secretary and Treasurer, Greater Hartford Auto Dealers Association Fndtn.			
				Commissioner, Simsbury Police Commission			
				Board member, Simsbury Cemetery Association			
				Chairman of the Board of Managers, Hartford Downtown YMCA			

SBT BANCORP, INC.
Fiscal Year ending December 31, 2013
Insiders

Names & Address	Principal Occupation if Other Than w/ Bank Hold. Co	Title & Position w/ Bank Hold. Co.	Title & Position w/ Subsidiaries	Title & Position w/ Other Businesses*	% Voting Shares in Bank Holding Co		% of Voting Shares in Subsids.	Other Companies if 25% or More of Voting Securities Are Held
					Shares in Bank	Holding Co		
Martin J. Geitz Glastonbury, CT USA	n/a	President, CEO	President & CEO, The Simsbury Bank & Trust Co., Inc.	Corporator, Saint Francis Hospital				
				Board Member, Automotive Trade Association Executives				
				Board member, FHLB Boston	4.49%		0.00%	n/a
				President, Connecticut Community Bankers Association				
				Co-Chair, Legislative Committee Connecticut Bankers Association				
				Trustee and Treasurer, Simsbury Free Library				
				Trustee, McLean Affiliates, Inc.				
				President, Bloomfield Chamber of Commerce				
				Board member, Charter Oak State College Fndtn.				
				Attorney at Law, owner, Kevorkian & Associates, LLC	2.97%		0.00%	Kevorkian & Associates, LLC
Gary R. Kevorkian West Simsbury, CT USA	Attorney	Secretary	Secretary The Simsbury Bank & Trust Co., Inc.					Operating Manager, Newington Sovereign Bank Plaza, LLC
								Operating Manager, Tariffville Properties GRC, LLC

SBT BANCORP, INC.
Fiscal Year ending December 31, 2013
Insiders

Names & Address	Principal Occupation if Other Than w/ Bank Hold. Co	Title & Position w/ Bank Hold. Co.	Title & Position w/ Subsidiaries	Title & Position w/ Other Businesses*	% Voting Shares in Bank Holding Co	% of Voting Shares in Subsids.	Other Companies if 25% or More of Voting Securities Are Held
Jerry Long Bloomfield, CT USA	Executive, Technology	Director	Director The Simsbury Bank & Trust Co., Inc.	CEO, PCC Technology Group	0.38%	0.00%	PCC Technology Group, LLC
				Chairman, Bloomfield Economic Development Commission			
				Board member, Hartford Youth Scholars Fndin.			
				Board member, Rideshare			
David H. MacKenzie Fairfield, CT USA	None	None	SVP, Chief Mortgage & Consumer Lending Officer The Simsbury Bank & Trust Co., Inc.	None	0.11%	0.00%	None
Nicholas B. Mason Simsbury, CT USA	Retired	Director	Director The Simsbury Bank & Trust Co., Inc.	Board President, Farmington Valley Visiting Nurse Association	0.40%	0.00%	None
				Treasurer, Simsbury Community Television, Inc.			
				Treasurer, Old Drake Hill Flower Bridge			
				Member, Town of Simsbury Pension Committee and Insurance Committee			

Contingent remainder beneficiary
of two family-related trusts

SBT BANCORP, INC.
Fiscal Year ending December 31, 2013
Insiders

Names & Address	Principal Occupation if Other Than w/ Bank Hold. Co	Title & Position w/ Bank Hold. Co.	Title & Position w/ Subsidiaries	Title & Position w/ Other Businesses*	% Voting Shares in		Other Companies if 25% or More of Voting Securities Are Held
					Bank Holding Co	% of Voting Shares in Subsids.	
				Director and Treasurer, Powder Forest Homeowners Association, Inc.			
				Member, Simsbury Chamber of Commerce Government Affairs Committee			
				Board Member, Simsbury Board of Finance			
Michael D. Nicastro Bristol, CT USA	SVP & Marketing, Director Service Provider to Banks	Director The Simsbury Bank & Trust Co., Inc.		SVP & Chief Mktg. Officer COCC	0.17%	0.00%	None.
				President, Chambers Benefit Centers Leadership Cabinet			
				Board member, Continuity Control			
				Board member, Central Connecticut Revolving Loan Fund			
				Board member, Governing Board of the Hartford Stage			
				President, Board of the Connecticut Rivers Council of the Boy Scouts of America			
				Board member, American Clock and Watch Museum			

SBT BANCORP, INC.
Fiscal Year ending December 31, 2013
Insiders

Names & Address	Principal Occupation if Other Than w/ Bank Hold. Co	Title & Position w/ Bank Hold. Co.	Title & Position w/ Subsidiaries	Title & Position w/ Other Businesses*	% Voting Shares in Bank Holding Co	% of Voting Shares in Subsids.	Other Companies if 25% or More of Voting Securities Are Held
George B. Odium, Jr., D Retired West Simsbury, CT USA		Director	Director The Simsbury Bank & Trust Co., Inc.	Board Member, Farmington Valley Visiting Nurse Association	1.57%	0.00%	None
Richard J. Sudol New Britain, CT USA	n/a	SVP, CFO	SVP & CFO, The Simsbury Bank & Trust Co., Inc. Treasurer, SBT Investment Services, Inc. Treasurer, NERE Holdings, Inc. Treasurer, Simsbury Bank Passive Investment Company	None	0.11%	0.00%	n/a
Ann G. Taylor Simsbury, CT USA	SVP, Sr. Counsel, Director Hospital	Director	Director The Simsbury Bank & Trust Co., Inc.	None	0.09%	0.00%	
David W. Sessions New Hartford, CT USA	Executive, Construction	Vice Chairman	Vice Chairman The Simsbury Bank & Trust Co., Inc. Director, NERE Holdings, Inc. Director, Simsbury Bank Passive Investment Company	President & Treas., CASLE Corp. Chairman, Architectural Review Board, Town of New Hartford Member, New Hartford Democratic Town Committee	1.91%	0.00%	CASLE Corp. Sessions Family Associates 2 Northwestern Drive Associates LLC Canton Commerce Center Associates LLC Bloomfield Medical Unit Owners Assn Inc. Day Hill Unit Owners Assn Inc. 406 Medical Associates LLC

SBT BANCORP, INC.
Fiscal Year ending December 31, 2013
Insiders

Names & Address	Principal Occupation if Other Than w/ Bank Hold. Co	Title & Position w/ Bank Hold. Co.	Title & Position w/ Subsidiaries	Title & Position w/ Other Businesses*	% Voting Shares in Bank Holding Co		% of Voting Shares in Subsids.	Other Companies if 25% or More of Voting Securities Are Held
Penny R. Woodford Avon, CT USA	Real Estate Agent	Director	Director The Simsbury Bank & Trust Co., Inc.	Real Estate Agent Coldwell Banker Residential Brokerage	0.36%	0.00%	None	
Howard R. Zern West Hartford, CT USA	n/a	None	EVP, Chief Retail Banking, IT and Deposit Operations Officer The Simsbury Bank & Trust Co., Inc.	Chair, Nominating Committee, Avon Republican Town Committee	0.33%	0.00%	None	
				Board member, Nights at the Beekley Concert Series				

We are aware of no 10% and greater shareholders.

*This column also includes officer positions in not-for-profit organizations