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FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2

MAR 03 2014

Board of Governors of the Federal Reserve System



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.

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):

February 25, 2015

Month / Day / Year

I, Thomas Zuke

Name of the Holding Company Director and Official

EVP and CFO

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.

Thomas J. Zuke

Signature of Holding Company Director and Official

2-25-15

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.

2710796

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Androscoggin Bancorp, MHC

Legal Title of Holding Company

PO Box 1407

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

Lewiston

ME

04243-1407

City

State

Zip Code

30 Lisbon St Lewiston ME 04240

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Robin Robbins

SVP and Treasurer

Name

Title

207-784-9164 3650

Area Code / Phone Number / Extension

207-786-4782

Area Code / FAX Number

rrobbins@androscogginbank.com

E-mail Address

www.androscogginbank.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

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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

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3/5/15
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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.

Androscoggin Bancorp, Inc.
Legal Title of Subsidiary Holding Company

PO Box 1407
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Lewiston ME 04243-1407
City State Zip Code

30 Lisbon St Lewiston ME 04240
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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Form FR Y-6

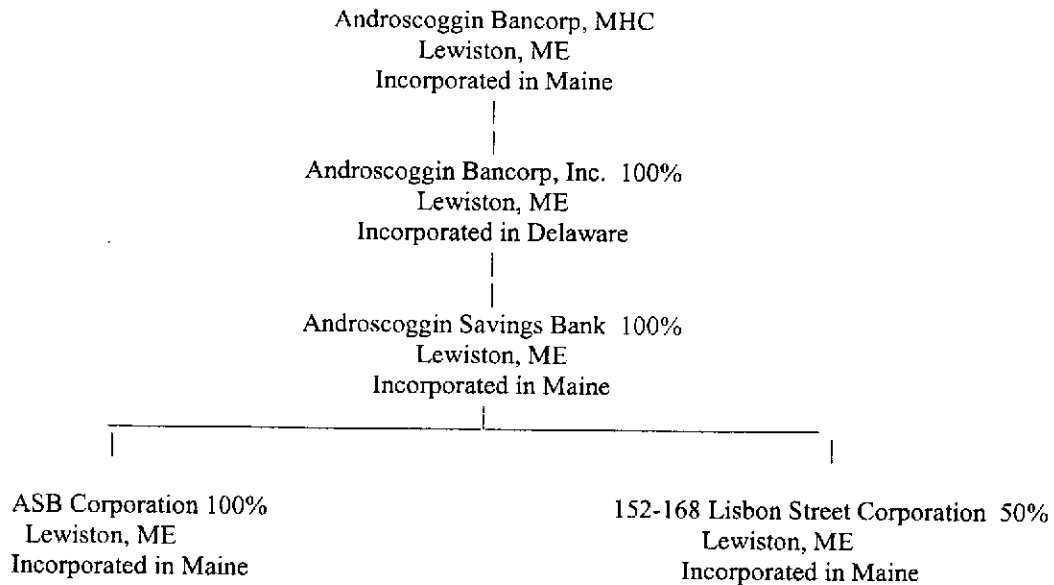
Androscoggin Bancorp, MHC
 PO Box 1407
 30 Lisbon Street
 Lewiston, ME 04240
 Fiscal Year Ending December 31, 2014

Report Item

1: The BHC is not required to prepare form 10K with the SEC.

The BHC does not prepare an annual report for its shareholders. A copy of the audited financial statements and a no material weakness letter are attached for review.

2a: Organizational Chart



- 2b: Domestic Branch Listing See attached
- 3: Securities holders
- | | |
|-----------------------------------|--|
| Androscoggin Bancorp, MHC | No shareholders |
| 3: 1a. Androscoggin Bancorp, Inc. | 100% owned by Androscoggin Bancorp, MHC |
| 1b. | Androscoggin Bancorp, MHC Lewiston, ME |
| 1c. | USA |
| | 300 shares common stock \$0.10 par value |
| 3: 1a. Androscoggin Savings Bank | 100% owned by Androscoggin Bancorp, Inc |
| 1b. | Androscoggin Bancorp, Inc., Lewiston, ME |
| 1c. | USA |
| | 300 shares common stock \$1.00 par value |
| 3: 2. | There was no change in ownership during the year 2014. |
- 4: Insiders See attached

ANDROSCOGGIN SAVINGS BANK

Name, City & State	Principal Occupation if other than with Bank Holding Co.	Title & Position w/Bank Holding Co.	Title & Position w/Subsidiaries	Title & Position w/Other Businesses	Percentage of Voting Shares in Bank Holding Co.	Percentage of Voting Shares in Subsidiaries	Other Companies w/25% or more of voting securities are held
Rhonda Ferrara Durham, Maine	n/a	n/a	SVP/Risk Manager	None	None	None	None
Diane Field Gray, Maine	n/a	n/a	SVP/Director of Retail	None	None	None	None
Joseph E Ferris Waterville, ME	n/a	n/a	VP/Manager of Mortgage Lending	None	None	None	None
Neil Kiely Falmouth, ME 04101	n/a	n/a	Chief Strategy Officer and General Counsel	None	None	None	Maine Commercial Financing, LLC Blue House Properties, LLC Blue House Enterprise, LLC Portland Mortgage Group, LLC Willow Properties 18 Clifton, LLC Dingley CT, LLC Exchange Street Capital, LLC Farwell Ave, LLC Cumberland Cottage, LLC 240 Brown, LLC King Street, LLC JGH, LLC DBS, LLC

ANDROSCOGGIN SAVINGS BANK

4. Insiders

Name, City & State		Occupation if other than with Bank Holding Co.	Title & Position w/Bank Holding Co.	Title & Position w/Subsidiaries	Title & Position w/Other Businesses	Percentage of Voting Shares in Bank Holding Co.	Percentage of Voting Shares in Subsidiaries	Other Companies w/25% or more of voting securities are held
Paul H. Andersen New Gloucester, ME	n/a	Director & President/CEO	President CEO Director	None	None	None	None	None
Steven Bonville Cumberland Foreside, ME	n/a	Director	Director	None - retired	None	None	None	None
Steven A. Closson Poland Spring, ME 04272	n/a	Director	Director	N/A	None	None	None	None
Ike L. Goodwin Turner, ME 04282	President	Director	Director	President	None	None	None	Goodwin, Well & Water, Inc. (45%) Bear Pond Corp. (50%)
Pasquale F. Maitomo Fairmount, ME 04105	Attorney	Director Chairman	Director Chairman	Attorney Self-Employed	None	None	None	PFM Co., Inc. Auburn Realty Mgmt., Inc. Fiat/IE Realty Maine Florida Realty
Jean Maitomo Portland, ME 04103	Holistic Health Practitioner	Director	Director	Holistic Health Practitioner (private practice)	None	None	None	None
Wendy Bean Manchester, ME 04351	CPA	Director	Director	CPA	None	None	None	None
Todd Abrams Hartford, ME 04220	n/a	n/a	SVP and Dir of Trust & Wealth Mgmt	None	None	None	None	None
David M. Eldridge Cutler, ME 04626	n/a	n/a	Vice President Commercial	None	None	None	None	None
Christopher J. Logan Durham, ME 04250	n/a	n/a	Sr. Vice President Commercial	None	None	None	None	None
Bruce J. Miller Turner, ME 04282	n/a	n/a	Vice President Credit Admin Officer	None	None	None	None	None
David Pease Belgrade, ME	n/a	n/a	Sr. Vice President Human Resources	None	None	None	None	None
Thomas J. Zinke Saco, ME	n/a	n/a	Executive V.P. CFO	None	None	None	None	None

Results: A list of branches for your depository institution: ANDROSCOGGIN SAVINGS BANK (ID_RSSD: 132107). This depository institution is held by ANDROSCOGGIN BANCORP, MHC (2710796) of LEWISTON, ME. The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	132107	ANDROSCOGGIN SAVINGS BANK	30 LISBON STREET	0	ANDROSCOGGIN SAVINGS BANK	132107	
OK		Full Service	133001	MINOT AVENUE BRANCH	683 MINOT AVE	3	ANDROSCOGGIN SAVINGS BANK	132107	
OK		Full Service	258605	TURNER STREET BRANCH	649 TURNER STREET, SUITE 300	1	ANDROSCOGGIN SAVINGS BANK	132107	
OK		Full Service	3534216	BATH ROAD BRANCH	242 BATH ROAD	4	ANDROSCOGGIN SAVINGS BANK	132107	
OK		Full Service	3534225	MAINE STREET BRANCH	208 1/2 MAINE STREET	4	ANDROSCOGGIN SAVINGS BANK	132107	
OK		Full Service	2721792	GRAY BRANCH	24 PORTLAND ROAD	10	ANDROSCOGGIN SAVINGS BANK	132107	
OK		Full Service	263001	JAY BRANCH	6 ANDROSCOGGIN LANE, JAY PLAZA	12	ANDROSCOGGIN SAVINGS BANK	132107	
OK		Full Service	350406	SABATTUS STREET BRANCH	505 SABATTUS STREET	2	ANDROSCOGGIN SAVINGS BANK	132107	
OK		Full Service	2527190	MIDTOWN SHOPPING CENTER BRANCH	580 LISBON ROAD	9	ANDROSCOGGIN SAVINGS BANK	132107	
OK		Full Service	4006297	PORTLAND BANK & INVESTMENT CENTER	130 MIDDLE STREET	17	ANDROSCOGGIN SAVINGS BANK	132107	
OK		Full Service	112800	SOUTH PARIS BRANCH	170 MAIN STREET	8	ANDROSCOGGIN SAVINGS BANK	132107	
OK		Full Service	1841237	TURNER BRANCH	207 AUBURN ROAD, ROUTE 4	13	ANDROSCOGGIN SAVINGS BANK	132107	