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, Allen T. Sterling
Name of the Holding Company Director and Official
President & 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

RSSID ID 279 936
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
June 30, 2014

Month / Day / Year

Date

Reporters’s Legal Entity Identifier (LEI) (20-Character LEI Code)

LEI

Reporters’s Name, Street, and Mailing Address

Auburn Bancorp, MHC

Legal Title of Holding Company

256 Court Street, P.O. Box 3157
(Mailing Address of the Holding Company) Street / P.O. Box

City

ME

State

Zip Code

04210

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Rachel Haines
Name

VP & Controller
Title

207-782-0400
Area Code / Phone Number / Extension

207-782-5444
Area Code / FAX Number

rachelhaines@auburnsavings.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

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.
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.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
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</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
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<tr>
<td>City</td>
<td>State</td>
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Physical Location (if different from mailing address)

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</tr>
</tbody>
</table>

Physical Location (if different from mailing address)
Report Item

1. See attached Annual Report

2a. Organizational Chart

2b. Domestic branch listing proved to the Federal Reserve Bank

Form FR Y-6
Auburn Bancorp, MHC
Auburn, Maine 04210
Fiscal Year Ending June 30, 2014

2b. Domestic branch listing proved to the Federal Reserve Bank

Results: A list of branches for your depository institution: [Institution Name], FSB/IO, RUID: 229175.

This depository institution is held by: [Institution Name], CT, DNB: [DNB Code].
The data are as of 06/30/2014. Data reflects information that was received and processed through 07/07/2014.

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
- Add: If the branch information is correct, enter Add 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 became valid in the Effective Date column.
- Close: If a branch was closed or closed, enter Close in the Data Action column and the date it was closed or open date in the Effective Date column.
- Delete: If a branch was deleted from the depository institution, enter Delete in the Data Action column.
- Add: If a new branch was added, 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 NS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure
When you are finished, send a saved copy to your FR contact. See the detailed instructions on the site for more information.

If you are e-mailing this to your FR 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 Schedule for each branch with a Data Action of Change, Close, Delete, or Add.
The FR Y-10 report may be submitted in a barh videot format or via the FR Y-10 Online application - https://sbybr.filerepd.federalreserve.gov.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID # (RUID)</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC INNUNM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID # (RUID)</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Full Service</td>
<td>229175</td>
<td>AUBURN SAVINGS BANK, FSB</td>
<td>125 COURT STREET</td>
<td>AUBURN</td>
<td>ME</td>
<td>04210</td>
<td>ANDROSCOGIN</td>
<td>UNITED STATES</td>
<td>431125</td>
<td>AUBURN SAVINGS BANK, FSB</td>
<td>229175</td>
<td>AUBURN SAVINGS BANK, FSB</td>
<td>229175</td>
<td></td>
</tr>
</tbody>
</table>
Corporate Structure

Public Stockholders

45%

Depositors and Borrowers with Voting Rights

100%

Auburn Bancorp, MHC

55%

Auburn Bancorp, Inc.

100%

Auburn Savings Bank
### Security Holders (1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 06-30-2013

<table>
<thead>
<tr>
<th>Name</th>
<th>Country of Citizenship</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Auburn Bankorp, MHC</td>
<td>USA</td>
<td>276806 - 55% Common Stock</td>
</tr>
<tr>
<td>None</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name</th>
<th>Country of Citizenship</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>None</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name</th>
<th>Occupation or Incorporations</th>
<th>Title &amp; Position with Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dana D. Thompson</td>
<td>Meriden, Maine, USA</td>
<td>Chairperson (Auburn Savings Bank, 15%)</td>
</tr>
<tr>
<td>Phillips E. St. Peter</td>
<td>Lewiston, Maine, USA</td>
<td>Vice Chairperson (Auburn Savings Bank, 15%)</td>
</tr>
<tr>
<td>Benke J. Adams</td>
<td>Monmouth, Maine, USA</td>
<td>Director (Auburn Savings Bank, 15%)</td>
</tr>
<tr>
<td>Alice M. Torrespaza</td>
<td>Durham, Maine, USA</td>
<td>Director (Auburn Savings Bank, 15%)</td>
</tr>
<tr>
<td>Thomas Dean</td>
<td>Auburn, Maine, USA</td>
<td>Director (Auburn Savings Bank, 15%)</td>
</tr>
<tr>
<td>Heather A. Hunter</td>
<td>Turner, Maine, USA</td>
<td>Director (Auburn Savings Bank, 15%)</td>
</tr>
<tr>
<td>Allen A. Stelling</td>
<td>Lewiston, Maine, USA</td>
<td>Director, President &amp; CEO (Auburn Savings Bank, 15%)</td>
</tr>
<tr>
<td>William C. Peery</td>
<td>Windham, Maine, USA</td>
<td>Exec VP (Auburn Savings Bank, 15%)</td>
</tr>
<tr>
<td>Marilyn Adams</td>
<td>Lewiston, Maine, USA</td>
<td>Sr. VP (Auburn Savings Bank, 15%)</td>
</tr>
</tbody>
</table>