Re: 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. §§ 245(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.

J. Peter L. Judkins
Name of the Holding Company Director and Official
President, CEO, & Director
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
03/11/2015

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.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2014

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

Reporters’ Name, Street, and Mailing Address
FSB Bancorp, MHC
P.O. Box 825
(Mailing Address of the Holding Company) Street / P.O. Box
Farmington ME 04276
City State Zip Code

Physical Location (if different from mailing address)
197-209 Main St. Farmington, Me

Person to whom questions about this report should be directed:
Pamala J. Dixon
Name AVP & Controller
Title

Area Code / Phone Number / Extension
207-779-9287
Area Code / Fax Number
p.dixon@franklinssavings.com
E-mail Address

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".

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

10/2014
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.

FSB Bancorp, INC
Legal Title of Subsidiary Holding Company

P.O. Box 825
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Farmington ME 04938
City State Zip Code

197-209 Main Street, Farmington, ME
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

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

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

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

Physical Location (if different from mailing address)

12/2012
FORM FR Y-6

FSB Bancorp, MHC
Farmington, Maine
Fiscal Year Ending December 31, 2014

Report Item:

1. Annual Report to Shareholders

   Two copies have been provided.

2.a Organizational Chart

   FSB Bancorp, MHC (mutual holding company)
   Farmington, ME
   Incorporated in Maine

   100% of FSB Bancorp, Inc's
   Common Stock

   FSB Bancorp, INC (stock holding company)
   Farmington, ME
   Incorporated in Delaware

   100% of Franklin Savings
   Bank's Common Stock

   Franklin Savings Bank (stock bank)
   Farmington, ME
   Incorporated in Maine

2.b. Domestic Branch Listing

   Submitted via e-mail on 03/11/15

3. Securities Holders
   (1)(a) (1)(b) (1)(c) 2(a) (2)(b) (2)(c)

   There are no public shareholders. All stock is owned by the holding
   companies (see organizational chart above).

4. Insiders

   See Attached
FSB Bancorp, INC  
Farmington, Maine  
Fiscal Year Ending December 31, 2014

3. Securities Holders
   (1)(a) (1)(b) (1)(c) 2(a) (2)(b) (2)(c)
There are no public shareholders. All stock is owned by the holding companies (see organizational chart below).

<table>
<thead>
<tr>
<th>Company Name</th>
<th>Details</th>
</tr>
</thead>
</table>
| FSB Bancorp, MHC (mutual holding company) | Farmington, ME  
Incorporated in Maine |
| FSB Bancorp, INC (stock holding company) | Farmington, ME  
Incorporated in Delaware |
| Franklin Savings Bank (stock bank) | Farmington, ME  
Incorporated in Maine |

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>100% of FSB Bancorp, Inc's Common Stock</td>
<td></td>
</tr>
<tr>
<td>100% of Franklin Savings Bank's Common Stock</td>
<td></td>
</tr>
<tr>
<td>Name and Address</td>
<td>Position</td>
</tr>
<tr>
<td>------------------</td>
<td>----------</td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td>Peter L. Judkins, Farmington, ME USA</td>
<td>N/A</td>
</tr>
<tr>
<td>Shelley Darsee, Farmington, ME USA</td>
<td>N/A</td>
</tr>
<tr>
<td>Timothy J. Thompson, Farmington, ME USA</td>
<td>N/A</td>
</tr>
<tr>
<td>Gary M. Downs, Farmington, ME USA</td>
<td>Retired President of Franklin Savings Bank</td>
</tr>
<tr>
<td>William J. Bernard, Farmington, ME USA</td>
<td>Accounting Services</td>
</tr>
<tr>
<td>Mary Ellen Carpenter, Skowhegan, ME USA</td>
<td>Former Hair Salon Owner</td>
</tr>
<tr>
<td>Richard M. Walker, Farmington, ME USA</td>
<td>Accountant</td>
</tr>
<tr>
<td>James M. Witt, IV, Farmington, ME USA</td>
<td>Registered Pharmacist</td>
</tr>
</tbody>
</table>
## Report Item 4: Insiders

(1) (2) (3)(a)(b)(c) and 4(a)(b)(c)

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<thead>
<tr>
<th>(1)</th>
<th>(2)</th>
<th>(3)(a)</th>
<th>(3)(b)</th>
<th>(3)(c)</th>
<th>(4)(a)</th>
<th>(4)(b)</th>
<th>(4)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Names &amp; Address</td>
<td>Occupation</td>
<td>Title &amp; Position</td>
<td>Title &amp; Position</td>
<td>Title &amp; Position</td>
<td>Percentage of Voting</td>
<td>Percentage of Voting</td>
<td>List names of other companies</td>
</tr>
<tr>
<td>(City, State, Country)</td>
<td>with Bank</td>
<td>with Subsidiaries</td>
<td>(include names of subsidiaries)</td>
<td>with Other Businesses (Include names of other Business)</td>
<td>of Voting Shareholding Company</td>
<td>of Voting Shares in Subsidiaries</td>
<td>(includes partnerships) if 25% or more of voting securities are held</td>
</tr>
<tr>
<td>Michael A. Luciano</td>
<td>Director of Human Resources</td>
<td>Director</td>
<td>Director</td>
<td>Director of Human Resources</td>
<td>None</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Jay, ME USA</td>
<td>Franklin Savings Bank</td>
<td>(FSB Bancorp, INC)</td>
<td>(FSB Bancorp, INC)</td>
<td>Madison Paper Industries</td>
<td>Madison, ME</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Richard H. Smith</td>
<td>Forestry Manager</td>
<td>Director</td>
<td>Director</td>
<td>Forestry Manager</td>
<td>None</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>New Sharon, ME USA</td>
<td>Franklin Savings Bank</td>
<td>(FSB Bancorp, INC)</td>
<td>(FSB Bancorp, INC)</td>
<td>Timber Resource Group LLC</td>
<td>Farmington, ME</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bradford S. Aldley</td>
<td>Automobile Sales Service Owner</td>
<td>Director</td>
<td>Director</td>
<td>Owner</td>
<td>None</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Rumford, ME USA</td>
<td>Franklin Savings Bank</td>
<td>(FSB Bancorp, INC)</td>
<td>(FSB Bancorp, INC)</td>
<td>Aldley Auto Sales/Service Inc</td>
<td>Rumford, ME</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### Report Item 4: Insiders

<table>
<thead>
<tr>
<th>(1)</th>
<th>(2)</th>
<th>(3)(a)</th>
<th>(3)(b)</th>
<th>(3)(c)</th>
<th>(4)(a)</th>
<th>(4)(b)</th>
<th>(4)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Names &amp; Address</td>
<td>Principal Occupation if other than with Bank</td>
<td>Title &amp; Position with Subsidiaries (include names of subsidiaries)</td>
<td>Title &amp; Position with Other Businesses (include names of other Businesses)</td>
<td>Percentage of Voting Shares in Other Businesses</td>
<td>Percentage of Voting Shares in Bank Holding Company</td>
<td>List names of other companies (includes partnerships) if 25% or more of voting securities are held</td>
<td></td>
</tr>
<tr>
<td>(City, State, Country)</td>
<td>if other than with Bank</td>
<td>Holding Company</td>
<td>Executive Officer, Director FSB Bancorp, INC Franklin Savings Bank</td>
<td>Executive Officer, Director Franklin Savings Bank</td>
<td>Executive Officer, Director Franklin Savings Bank</td>
<td>Executive Officer, Director Franklin Savings Bank</td>
<td></td>
</tr>
<tr>
<td>Peter L. Judkins Farmington, ME USA</td>
<td>N/A President &amp; Chief Executive Officer, Director</td>
<td>N/A President &amp; Chief Executive Officer, Director FSB Bancorp, INC Franklin Savings Bank</td>
<td>N/A President &amp; Chief Executive Officer, Director FSB Bancorp, INC Franklin Savings Bank</td>
<td>N/A None None N/A</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shelley Deane Farmington, ME USA</td>
<td>N/A Sr. Vice President Human Resources &amp; Administration Franklin Savings Bank</td>
<td>N/A Sr. Vice President Human Resources &amp; Administration Franklin Savings Bank</td>
<td>N/A Sr. Vice President Human Resources &amp; Administration Franklin Savings Bank</td>
<td>N/A None None N/A</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Timothy J. Thompson Farmington, ME USA</td>
<td>N/A CFO Franklin Savings Bank</td>
<td>N/A CFO Franklin Savings Bank</td>
<td>N/A CFO Franklin Savings Bank</td>
<td>N/A None None N/A</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Gary M. Downs Farmington, ME USA</td>
<td>N/A Retired President of Franklin Savings Bank</td>
<td>N/A Retired President of Franklin Savings Bank</td>
<td>N/A Retired President of Franklin Savings Bank</td>
<td>N/A None None N/A</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>William J. Bernard Farmington, ME USA</td>
<td>N/A Accounting Services</td>
<td>N/A Director &amp; Chairperson (FSB Bancorp, INC) Franklin Savings Bank</td>
<td>N/A Director &amp; Chairperson (FSB Bancorp, INC) Franklin Savings Bank</td>
<td>Owner None None N/A</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mary Ellen Carpenter Stowhegan, ME USA</td>
<td>Former Hair Salon Owner</td>
<td>N/A Director (FSB Bancorp, INC) Franklin Savings Bank</td>
<td>N/A Director (FSB Bancorp, INC) Franklin Savings Bank</td>
<td>N/A None None N/A</td>
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<tr>
<td>Richard M. Walker Farmington, ME USA</td>
<td>Accountant</td>
<td>N/A Director (FSB Bancorp, INC) Franklin Savings Bank</td>
<td>Owner Richard M. Walker, Accountant Rangeley, ME</td>
<td>Owner None None N/A</td>
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<td>Registered Pharmacist</td>
<td>N/A Director (FSB Bancorp, INC) Franklin Savings Bank</td>
<td>Owner Richard M. Walker, Accountant Rangeley, ME</td>
<td>None None None N/A</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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**FSB Bancorp, INC**

Farmington, Maine

December 31, 2014

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**Form FR Y-6**

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**Supervision, Regulation and Credit Department**

---

**LOWER TIER ITEM 4**
<table>
<thead>
<tr>
<th>(1) Names &amp; Address</th>
<th>(2) Principal Occupation</th>
<th>(3)(a) Title &amp; Position</th>
<th>(3)(b) Title &amp; Position with Subsidiaries</th>
<th>(3)(c) Title &amp; Position with Other Businesses (includes names of subsidiaries)</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries if 25% or more of voting securities are held</th>
<th>(4)(c) List names of other companies (includes partnerships)</th>
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<tr>
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<td>Director of Human Resources</td>
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<td>None</td>
<td>N/A</td>
<td></td>
</tr>
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<td>(Franklin Savings Bank)</td>
<td>(Madison Paper Industries)</td>
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<td>Forestry Manager</td>
<td>Director</td>
<td>Director</td>
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<td>None</td>
<td>N/A</td>
<td></td>
</tr>
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<td>Owner</td>
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<td>None</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Rumford, ME USA</td>
<td>(FSB Bancorp, INC)</td>
<td>(Franklin Savings Bank)</td>
<td>(Adley Auto Sales/Service Inc)</td>
<td>(Rumford, ME)</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Results: A list of branches for your depository institution: FRANKLIN SAVINGS BANK (ID_RSSD: 228000).
This depository institution is held by FSB BANCORP, INC. (2596767) of FARMINGTON, 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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>228000</td>
<td>FRANKLIN SAVINGS BANK</td>
<td>197 MAIN STREET</td>
<td>FARMINGTON</td>
<td>ME</td>
<td>04938</td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>2310570</td>
<td>MT. BLUE HIGH SCHOOL BRANCH</td>
<td>129 SEAMON ROAD</td>
<td>FARMINGTON</td>
<td>ME</td>
<td>04938</td>
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<tr>
<td>OK</td>
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<td>Full Service</td>
<td>231804</td>
<td>JAY BRANCH</td>
<td>7 MAIN STREET, CHISHOLM VILLAGE</td>
<td>JAY</td>
<td>ME</td>
<td>04239</td>
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<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
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<td>RANGELEY BRANCH</td>
<td>2573 MAIN STREET</td>
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<td>04970</td>
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<td>OK</td>
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<td>Full Service</td>
<td>227900</td>
<td>RUMFORD OFFICE</td>
<td>155 CONGRESS STREET</td>
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<td>04276</td>
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<td>OK</td>
<td></td>
<td>Full Service</td>
<td>230209</td>
<td>SKOWHEGAN BRANCH</td>
<td>194 MADISON AVENUE</td>
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<td>04976</td>
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<td>Full Service</td>
<td>233901</td>
<td>WILTON BRANCH</td>
<td>603 MAIN STREET</td>
<td>WILTON</td>
<td>ME</td>
<td>04294</td>
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