

MAR 30 2015

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):
December 31, 2014

Month / Day / Year

I, **Mark Johnston**

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

Name of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Director and Clerk

Kennebec Savings, MHC

Title of the Holding Company Director and Official

Legal Title of Holding Company

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.

PO Box 50

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

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.

Augusta ME 04332-0050

City State Zip Code

150 State Street, Augusta, ME 04330

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Heather Knowles Controller

Name Title

207-622-5801 1185

Area Code / Phone Number / Extension

207-430-4530

Area Code / FAX Number

hknowles@kennebecsavings.com

E-mail Address

Signature of Holding Company Director and Official

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

Date of Signature

3/25/2015

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 **4657121**
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:

- 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.

Kennebec Savings, Inc.

Legal Title of Subsidiary Holding Company

PO Box 50

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

Augusta

ME

04330-0050

City

State

Zip Code

150 State Street, Augusta, ME 04330

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)

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Physical Location (if different from mailing address)

Form FR Y-6

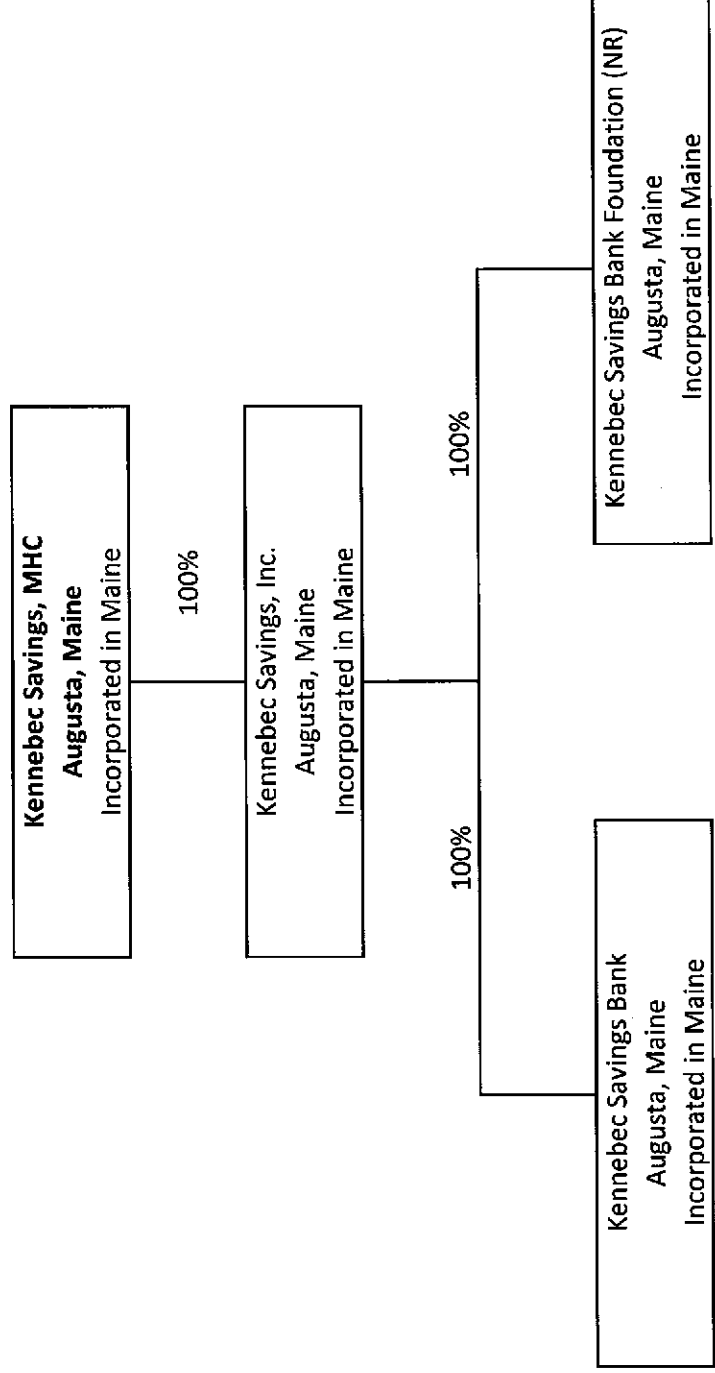
Kennebec Savings, MHC
Augusta, Maine

Fiscal Year Ending December 31, 2014

Report Item

1: The mutual holding company prepares an annual report for its members and is not registered with the SEC. As specified by the responsible Reserve Bank, 1 copy is enclosed.

2a: Organizational Chart



Form FR Y-6
 Kennebec Savings, MHC
 Fiscal Year Ending December 31, 2014

Report Item 3: Securities 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 12-31-2014 | Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2014 |
|--|--|
| (1)(a) Name, City, State, Country (1)(b) Country of Citizenship or Incorporation (1)(c) Number and Percentage of Each Class of Voting Securities | (2)(a) Name, City, State, Country (2)(b) Country of Citizenship or Incorporation (2)(c) Number and Percentage of Each Class of Voting Securities |
| N/A | |

Form FR Y-6
 Kennebec Savings, Inc.
 Fiscal Year Ending December 31, 2014

Report Item 3: Securities 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 12-31-2014 | Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2014 |
|---|--|
| (1)(a) Name, City, State, Country | (2)(a) Name, City, State, Country |
| (1)(b) Country of Citizenship or Incorporation | (2)(b) Country of Citizenship or Incorporation |
| (1)(c) Number and Percentage of Each Class of Voting Securities | (2)(c) Number and Percentage of Each Class of Voting Securities |
| N/A | |

Form FR Y-6
Kennebec Savings, MHC
Fiscal Year Ending December 31, 2014

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

| (1) Name, City, State, Country | (2) Principal Occupation if other than with Holding Company | (3)(a) Title & Position with Holding Company | (3)(b) Title & Position with Subsidiaries (Include names of subsidiaries) | (3)(c) Title & Position with other Businesses (include names of other businesses) | (4)(e) Percentage of Voting Shares in Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries) | (4)(a)(b)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list of names of companies and percentage of voting securities held) |
|---|---|---|---|---|--|---|--|
| Richard D. O'Connor Augusta, ME USA | N/A | Director & Chairman | Director & Chairman (Kennebec Savings, Inc.) | N/A | | | |
| William W. Sprague, Jr. Augusta, ME USA | Real Estate Agent | Director & Vice Chairman | Director & Vice Chairman (Kennebec Savings, Inc.) | Real Estate Agent Sprague & Curtis Real Estate | | | |
| Mark L. Johnston Augusta, ME USA | N/A | Director & Clerk | Director & Clerk (Kennebec Savings, Inc.) | N/A | | | |
| Andrew E. Silsby Augusta, ME USA | President & Chief Executive Officer | Director | Director (Kennebec Savings, Inc.) | President & Chief Executive Officer Kennebec Savings Bank Augusta, ME | | | |
| Debra A. Getchell Augusta, ME USA | Chief Financial Officer & Treasurer | Director | Director (Kennebec Savings, Inc.) | Chief Financial Officer & Treasurer Kennebec Savings Bank Augusta, ME | | | |
| Craig J. Garofalo Augusta, ME USA | Chief Operating Officer | Director | Director (Kennebec Savings, Inc.) | Chief Operating Officer Kennebec Savings Bank Augusta, ME | | | |

Form FR Y-6
Kennebec Savings, Inc.
Fiscal Year Ending December 31, 2014

Report Item 4: Insiders

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

| (1) Name, City, State, Country | (2) Principal Occupation if other than with Holding Company | (3)(a) Title & Position with Holding Company | (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 Company | (4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries) | (4)(a)(b)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list of names of companies and percentage of voting securities held) |
|---|---|---|---|---|--|---|--|
| Richard D. O'Connor Augusta, ME USA | N/A | Director & Chairman | Director & Chairman (Kennebec Savings, MHC) | N/A | | | |
| William W. Sprague, Jr. Augusta, ME USA | Real Estate Agent | Director & Vice Chairman | Director & Vice Chairman (Kennebec Savings, MHC) | Real Estate Agent Sprague & Curtis Real Estate | | | |
| Mark L. Johnston Augusta, ME USA | N/A | Director & Clerk | Director & Clerk (Kennebec Savings, MHC) | N/A | | | |
| Andrew E. Silsby Augusta, ME USA | President & Chief Executive Officer | Director | Director (Kennebec Savings, MHC) | President & Chief Executive Officer Kennebec Savings Bank Augusta, ME | | | |
| Debra A. Getchell Augusta, ME USA | Chief Financial Officer & Treasurer | Director | Director (Kennebec Savings, MHC) | Chief Financial Officer & Treasurer Kennebec Savings Bank Augusta, ME | | | |
| Craig J. Garofalo Augusta, ME USA | Chief Operating Officer | Director | Director (Kennebec Savings, MHC) | Chief Operating Officer Kennebec Savings Bank Augusta, ME | | | |

Results: A list of branches for your depository institution: **KENNEBEC SAVINGS BANK (ID: RSSD: 583905)**. This depository institution is held by **KENNEBEC SAVINGS, MHC (4657121) of AUGUSTA, 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 | City | State | Zip Code | County | Country | FDIC UNINUM* | Office Number* | Head Office | Head Office ID_RSSD* | Comments |
|-------------|----------------|----------------------------|-----------------|-----------------------------|--------------------|-------------|-------|----------|----------|---------------|--------------|----------------|-----------------------|----------------------|----------|
| OK | 4/7/2015 | Full Service (Head Office) | 583905 | KENNEBEC SAVINGS BANK | 150 STATE STREET | AUGUSTA | ME | 04330 | KENNEBEC | UNITED STATES | 11836 | 0 | KENNEBEC SAVINGS BANK | 583905 | |
| OK | 4/7/2015 | Full Service | 4456829 | FARMINGDALE BRANCH | 11 NORTHERN AVENUE | FARMINGDALE | ME | 04344 | KENNEBEC | UNITED STATES | 535374 | 5 | KENNEBEC SAVINGS BANK | 583905 | |
| OK | 4/7/2015 | Limited Service | 4456838 | GRANITE HILL ESTATES BRANCH | 60 BALSAM DRIVE | HALLOWELL | ME | 04347 | KENNEBEC | UNITED STATES | 358192 | 3 | KENNEBEC SAVINGS BANK | 583905 | |
| OK | 4/7/2015 | Full Service | 193875 | WATERVILLE MAIN BRANCH | 226 MAIN STREET | WATERVILLE | ME | 04901 | KENNEBEC | UNITED STATES | 41434 | 2 | KENNEBEC SAVINGS BANK | 583905 | |
| OK | 4/7/2015 | Full Service | 1990229 | WINTHROP BRANCH | 20 MAIN ST | WINTHROP | ME | 04364 | KENNEBEC | UNITED STATES | 243108 | 3 | KENNEBEC SAVINGS BANK | 583905 | |