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Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Supervision, Regulation, and  
Credit Department

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, Donald E. Reynolds

Name of the Holding Company Director and Official

Executive Vice President, Director

Title of the Holding Company Director and Official

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

Reporter's Name, Street, and Mailing Address

Machias Bancorp, MHC

Legal Title of Holding Company

PO Box 318

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

Machias ME 04654

City State Zip Code

4 Center Street, Machias, ME 04654

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Tara Bartko VP, Controller

Name Title

207-255-9211

Area Code / Phone Number / Extension

207-255-6049

Area Code / FAX Number

tbartko@machiassavings.com

E-mail Address

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.

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

Signature of Holding Company Director and Official

03/27/2014

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 2728577

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.

Machias Bancorp, Inc.

Legal Title of Subsidiary Holding Company

PO Box 318

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

Machias

ME

04654

City

State

Zip Code

4 Center Street, Machias, ME 04654

Physical Location (if different from mailing address)

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City

State

Zip Code

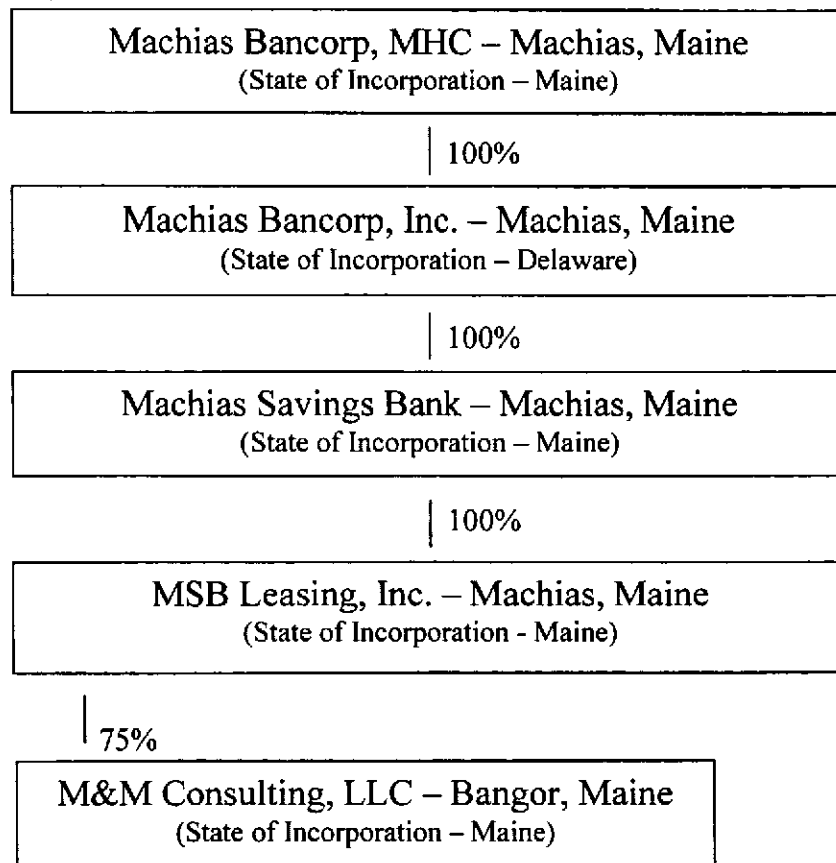
Physical Location (if different from mailing address)

Form FR Y-6  
Machias Bancorp, MHC  
Machias, Maine  
For the Year Ending December 31, 2014

**Report Item**

1: The bank holding company is not registered with the SEC.

2a: Organizational Chart



Jay Friedland of Brunswick, Maine is the managing member of M&M Consulting, LLC and owns 25% of the company.

2b: Domestic branch listing report emailed to FRB contact 3/27/14.

**Reminder:** A list of branches for your depository institution: MACHIAS SAVINGS BANK (ID: R550 - 11/7/2014). This depository institution is held by MACHIAS FINANCIAL, INC. (2780-1) of MACHIAS, ME. The data are as of 12/31/2014. Data reflects information that was received and processed through OLA/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		Full Service (Head Office)	137205	MACHIAS SAVINGS BANK	4 CENTER STREET	MACHIAS	ME	04654	WASHINGTON	UNITED STATES	13331		0 MACHIAS SAVINGS BANK		137205
OK		Full Service	1215951	BAILEYVILLE BRANCH	667 HOULTON ROAD SUITE 6	BAILEYVILLE	ME	04694	WASHINGTON	UNITED STATES	248712		3 MACHIAS SAVINGS BANK		137205
OK		Full Service	3775774	BANGOR BRANCH	118 HARMOND STREET	BANGOR	ME	04401	PENOBSCOT	UNITED STATES	432906		11 MACHIAS SAVINGS BANK		137205
OK		Full Service	400801	BART HARBOR BRANCH	96 COTTAGE STREET	BART HARBOR	ME	04609	HANCOCK	UNITED STATES	228842		8 MACHIAS SAVINGS BANK		137205
OK		Full Service	4413701	BREWER BRANCH	581 WILSON STREET	BREWER	ME	04417	PENOBSCOT	UNITED STATES	590318		14 MACHIAS SAVINGS BANK		137205
OK		Full Service	263403	CALAIS BRANCH	210 NORTH STREET	CALAIS	ME	04619	WASHINGTON	UNITED STATES	248710		1 MACHIAS SAVINGS BANK		137205
OK		Full Service	1453498	CARIBOU BANKING CENTER BRANCH	142 BENNETT DRIVE	CARIBOU	ME	04736	ARDOOSTOOK	UNITED STATES	Not Required	Not Required	9 MACHIAS SAVINGS BANK		137205
OK		Full Service	355102	COLUMBIA BRANCH	357 US HIGHWAY 1	COLUMBIA	ME	04623-970	WASHINGTON	UNITED STATES	248711		2 MACHIAS SAVINGS BANK		137205
OK		Full Service	3775913	DANFORTH BRANCH	38 DEPOT STREET	DANFORTH	ME	04424	WASHINGTON	UNITED STATES	334434		4 MACHIAS SAVINGS BANK		137205
OK		Full Service	1215960	ELLSWORTH BRANCH	93 HIGH STREET	ELLSWORTH	ME	04605	HANCOCK	UNITED STATES	248713		4 MACHIAS SAVINGS BANK		137205
OK		Full Service	3775765	MILL MALL BRANCH	248 STATE STREET	ELLSWORTH	ME	04605	HANCOCK	UNITED STATES	467990		12 MACHIAS SAVINGS BANK		137205
OK		Full Service	109800	HOLLIS BRANCH	138 NORTH STREET	HOLLIS	ME	04730	ARDOOSTOOK	UNITED STATES	248715		7 MACHIAS SAVINGS BANK		137205
OK		Full Service	2001346	LINCOLN BANKING CENTER BRANCH	6 PENOBSCOT VALLEY AVENUE	LINCOLN	ME	04457-000	PENOBSCOT	UNITED STATES	Not Required	Not Required	10 MACHIAS SAVINGS BANK		137205
OK		Full Service	3775792	LINCOLN BRANCH	29 MAIN STREET	LINCOLN	ME	04457	PENOBSCOT	UNITED STATES	362860				137205
OK		Full Service	1448636	PRESQUE ISLE BANKING CENTER BRANCH	9 DYER ST	PRESQUE ISLE	ME	04769	ARDOOSTOOK	UNITED STATES	Not Required	Not Required	MACHIAS SAVINGS BANK		137205
OK		Full Service	521701	PRINCETON BRANCH	127 MAIN STREET	PRINCETON	ME	04668	WASHINGTON	UNITED STATES	248714		5 MACHIAS SAVINGS BANK		137205
OK		Full Service	2943709	ROCKLAND BRANCH	235 CAMDEN STREET, SUITE 32	ROCKLAND	ME	04841	KNOX	UNITED STATES	278299		13 MACHIAS SAVINGS BANK		137205

**Form FR Y-6**  
**MACHIAS BANCORP, INC.**  
**Fiscal Year Ending December 31, 2014**

**Report Item 3: Securities holders**

(1)(a) (b) (c) (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
Machias Bancorp, MHC Machias, ME	USA	100% Common Stock
None		(2)(b) Country of Citizenship or Incorporation
		(12) (c) Number and Percentage of Each Class of Voting Securities

**Form FR Y-6**  
**MACHIAS BANCORP, 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 Bank Holding Company	(3)(a) Title & Position with Bank 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 Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Edward L. Hennessey, Jr. Marshfield, ME 04654	N/A	Director/Chairman	Director (Machias Savings Bank) Director/Vice President (MSB Leasing, Inc.)	N/A	N/A	N/A	N/A
Lawrence L. Barker East Machias, ME 04630	N/A	President/Director	President, CEO/Director (Machias Savings Bank) Director/Vice President (MSB Leasing, Inc.)	Member of MLA LLC, Inn Machias LLC, and Machias Inn Realty LLC			
Gregory R. Coffin Marshfield, ME 04654	Retired	Director	Director (Machias Savings Bank, MSB Leasing, Inc.)	Retired Pres., Coffin Hardware, Inc. Machias, ME	N/A	N/A	N/A
Donald A. Foster Holden, ME 04429	Retired	Director	Director (Machias Savings Bank, MSB Leasing, Inc.)	President, Evergreen Solutions	N/A	N/A	N/A

**Form FR Y-6**  
**MACHIAS BANCORP, 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 Bank Holding Company	(3)(a) Title & Position with Bank 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 Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
J. Scott Whitney Jonesboro, ME	N/A	Senior Vice President	Senior Vice President (Machias Bancorp, Inc., Machias Saving Bank)	N/A	N/A	N/A	N/A

**Form FR Y-6**  
**MACHIAS BANCORP, MHC**  
**Fiscal Year Ending December 31, 2014**

**Report Item 4: Insiders**

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

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Robert W. Foster Hamden, ME 04444	Petroleum Distributor	Director	Director (Machias Bancorp, Inc., Machias Savings Bank, MSB Leasing, Inc.)	RH Foster Energy, President	N/A	N/A	N/A
Thomas A. Michaud Northfield, ME 04654	Self-employed Lobster Fisherman	Director	Director (Machias Bancorp, Inc., Machias Savings Bank, MSB Leasing, Inc.)	N/A	N/A	N/A	N/A
Brent K. Hartley Herman, ME 04401	CFO	Director	Director (Machias Bancorp, Inc., Machias Savings Bank, MSB Leasing, Inc.)	Sargent Corporation, CFO	N/A	N/A	N/A
Donald E. Reynolds Machias, ME	N/A	Executive Vice President/Director	Executive Vice President/Director (Machias Bancorp, Inc., Machias Savings Bank) President/Director (MSB Leasing, Inc.)	N/A	N/A	N/A	N/A