

Board of Governors of the Federal Reserve System

FR Y-6 OMB Number 7100-0297 Approval expires December 31, 2015



Annual Report of Holding Companies—FR 1762015

Supervision, Regulation and Credit Department

This report form is to be filed by all top-tier bank holding compa-

nies 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 qualify-

ing 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.

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. Michael R. Tuttle

Name of the Holding Company Director and Official

President & CEO

RSSD ID C.I.

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 a "Rules Regarding Availability of Inforthat the Reporter and individual condetails in the report concerning that in	mation," 12 C.F.R. Part 261 asent to public release of al
Signature of Holding Company Director and Off	icial
Date of Signature	
For holding companies not registered	ed with the SEC-
Indicate status of Annual Report to Shar	reholders:
is included with the FR Y-6 report	
will be sent under separate cover	
is not prepared	
For Federal Reserve Bank Use O	nly
RSSD ID /023239	

December 31, 2 Month / Day / Year		
Wildlitt Day / Teal		
Reporter's Legal Entity Id	entifier (LEI) (20-Characte	er LEI Code)
Reporter's Name, S	treet, and Mailing Ad	ddress
Merchants Bancs	hares, Inc	
Legal Title of Holding Cor	mpany	
275 Kennedy Driv	re .	
(Mailing Address of the H	olding Company) Street /	P.O. Box
South Burlington	VT	05403
City	State	Zip Code
Name	Title	
To Maria Medicani	Title	
802-865-1955 Area Code / Phone Numl		
802-865-1955 Area Code / Phone Numb 802-865-1975	per / Extension	
802-865-1955 Area Code / Phone Numb 802-865-1975 Area Code / FAX Number	ber / Extension	
802-865-1955 Area Code / Phone Numb 802-865-1975 Area Code / FAX Number	ber / Extension	
802-865-1955 Area Code / Phone Numi 802-865-1975 Area Code / FAX Number Icharland@mbvt.c	ber / Extension	
802-865-1955 Area Code / Phone Number 802-865-1975 Area Code / FAX Number Icharland@mbvt.c E-mail Address www.mbvt.com	ber / Extension	ie
802-865-1955 Area Code / Phone Number 802-865-1975 Area Code / FAX Number Icharland@mbvt.c E-mail Address www.mbvt.com Address (URL) for the Ho	per / Extension COM olding Company's web pag	ne ment for any portion of this
802-865-1955 Area Code / Phone Number 802-865-1975 Area Code / FAX Number Icharland@mbvt.cc E-mail Address WWW.mbvt.com Address (URL) for the Ho	per / Extension COM Idding Company's web pag	

The information for which confidential treatment is sought

is being submitted separately labeled "Confidential."

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. 10/2014 NO NEO



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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.

			1		
Legal Title of Subsidiary	Holding Company		Legal Trile of Subsidia	ary Holding Company	
(Mailing Address of the	Subsidiary Holding Company	/) Street / P.O. Box	(Mailing Address of the	ne Subsidiary Holding Company)	Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical Location (if diff	ferent from mailing address)		Physical Location (if o	different from mailing address)	
Legal Title of Subsidiary	Holding Company		Legal Title of Subsidia	ary Holding Company	
(Mailing Address of the	Subsidiary Holding Company	r) Street / P.O. Box	(Mailing Address of th	ne Subsidiary Holding Company)	Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical Location (if diff	erent from mailing address)		Physical Location (if o	different from mailing address)	
Legal Title of Subsidiary	Holding Company		Legal Title of Subsidia	ary Holding Company	
(Mailing Address of the	Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of th	ne Subsidiary Holding Company)	Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical Location (if diffe	erent from mailing address)		Physical Location (if o	different from mailing address)	- + + + + + + + + + + + + + + + + + + +
Legal Title of Subsidiary	Holding Company		Legal Title of Subsidia	ary Holding Company	
Mailing Address of the S	Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of th	e Subsidiary Holding Company)	Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical Location (if diffe	erent from mailing address)		Physical Location (if o	lifferent from mailing address)	

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Merchants Bancshares, Inc. 275 Kennedy Drive South Burlington, VT 05403 Fiscal Year Ended December 31, 2014

Report Item 2b: Domestic Branch Listing

Submitted via email 02/09/14

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Merchants Bancshares, Inc. 275 Kennedy Drive

South Burlington, VT 05403

Fiscal Year Ended December 31, 2014

المراجعة المراجعة

Report Item 2a: Organization Chart

Designation	Organizational Structure	Comments Holding Company owns 100 percent of outstanding capital stock of Merchants Bank, 275 Kennedy Drive,		
Holding Company	Merchants Baneshares, Inc.			
	Organized Jan. 27, 1984			
	South Burlington, Vermont			
	• • • • • • • • • • • • • • • • • • • •	South Burlington, VT 05403		
		Incorporated in Delaware		
Trust	MBVT Statutory Trust I	Whofly owned subsidiary of Merchants Bancshares,		
	Organized December 15, 2004	Inc., formed to issue non-voting capital securities		
	South Burlington, Vermont	Incorporated in Delaware		
Exempt Organization	Merchants Bank Foundation, Inc.	Exempt organization under IRC 501(c)(3), there		
	Organized September 11, 1962	is no equity relationship between this entity		
	South Burlington, Vermont	and Merchants Baneshares, Inc., or any of its sub-		
	--	sidiaries incorporated in Vermont		
Bank Subsidiary	Merchants Bank	Wholly owned subsidiary of		
	Organized 1849	Merchants Bancshares, Inc.		
	South Burlington, Vermont	Maintains 34 offices in Vermont		
		Incorporated in Vermont		
The following entities are held und	ier Merchants Bank:			
Securities Nominee Name	Merfarm & Co. LLC	Manager Managed Limited Liability Company		
	Organized April 19, 2012	Incorporated in Vermont		
	South Burlington, Vermont			
nvestment of Bank	64 School Street Housing Limited Partnership	Limited Partnership-Merchants Bank is		
	Organized November 05, 2003	99% limited partner, Non-Voting Equity		
	Rutland, Vermont	No Control		
		Incorporated in Vocascat		
ivestment of Bank		Incorporated in Vermont		
•	Blake Commons Housing Limited Partnership	Limited Partnership-Merchants Bank is		
	Blake Commons Housing Limited Partnership Organized August 5, 2009			
	 A service of the service of property of the service o	Limited Partnership-Merchants Bank is		
	Organized August 5, 2009 Swanton, Vermont	Limited Partnership-Merchants Bank is 99% limited partner, Non-Voting Equity		
westment of Bank	Organized August 5, 2009	Limited Partnership-Merchants Bank is 99% limited partner, Non-Voting Equity No Control		
vestment of Bank	Organized August 5, 2009 Swanton, Vermont	Limited Partnership-Merchants Bank is 99% limited partner, Non-Voting Equity No Control Incorporated in Vermont		
vestment of Bank	Organized August 5, 2009 Swanton, Vermont Bobbin Mill Limited Partnership	Limited Partnership-Merchants Bank is 99% limited partner, Non-Voting Equity No Control Incorporated in Vermont Limited Partnership-Merchants Bank is		
	Organized August 5, 2009 Swanton, Vermont Bobbin Mill Limited Partnership Organized August 7, 2013	Limited Partnership-Merchants Bank is 99% limited partner, Non-Voting Equity No Control Incorporated in Vermont Limited Partnership-Merchants Bank is 30.50% limited partner - Non-Voting Equity		
	Organized August 5, 2009 Swanton, Vermont Bobbin Mill Limited Partnership Organized August 7, 2013	Limited Partnership-Merchants Bank is 99% limited partner, Non-Voting Equity No Control Incorporated in Vermont Limited Partnership-Merchants Bank is 30.50% limited partner - Non-Voting Equity No Control		
	Organized August 5, 2009 Swanton, Vermont Bobbin Mill Limited Partnership Organized August 7, 2013 Burlington, Vermont	Limited Partnership-Merchants Bank is 99% limited partner, Non-Voting Equity No Control Incorporated in Vermont Limited Partnership-Merchants Bank is 30.50% limited partner - Non-Voting Equity No Control Incorporated in Vermont		
	Organized August 5, 2009 Swanton, Vermont Bobbin Mill Limited Partnership Organized August 7, 2013 Burlington, Vermont Clark & Canal Streets Limited Partnership	Limited Partnership-Merchants Bank is 99% limited partner, Non-Voting Equity No Control Incorporated in Vermont Limited Partnership-Merchants Bank is 30.50% limited partner - Non-Voting Equity No Control Incorporated in Vermont Limited Partnership-Merchants Bank is		
rvestment of Bank	Organized August 5, 2009 Swanton, Vermont Bobbin Mill Limited Partnership Organized August 7, 2013 Burlington, Vermont Clark & Canal Streets Limited Partnership Organized June 5, 2001 Brattleboro, Vermont	Limited Partnership-Merchants Bank is 99% limited partner, Non-Voting Equity No Control Incorporated in Vermont Limited Partnership-Merchants Bank is 30.50% limited partner - Non-Voting Equity No Control Incorporated in Vermont Limited Partnership-Merchants Bank is 98.87% limited partner - Non-Voting Equity		
rvestment of Bank	Organized August 5, 2009 Swanton, Vermont Bobbin Mill Limited Partnership Organized August 7, 2013 Burlington, Vermont Clark & Canal Streets Limited Partnership Organized June 5, 2001 Brattleboro, Vermont Colonial West Limited Partnership	Limited Partnership-Merchants Bank is 99% limited partner, Non-Voting Equity No Control Incorporated in Vermont Limited Partnership-Merchants Bank is 30.50% limited partner - Non-Voting Equity No Control Incorporated in Vermont Limited Partnership-Merchants Bank is 98.87% limited partner - Non-Voting Equity No Control		
rvestment of Bank	Organized August 5, 2009 Swanton, Vermont Bobbin Mill Limited Partnership Organized August 7, 2013 Burlington, Vermont Clark & Canal Streets Limited Partnership Organized June 5, 2001 Brattleboro, Vermont Colonial West Limited Partnership Organized May 5, 2004	Limited Partnership-Merchants Bank is 99% limited partner, Non-Voting Equity No Control Incorporated in Vermont Limited Partnership-Merchants Bank is 30.50% limited partner - Non-Voting Equity No Control Incorporated in Vermont Limited Partnership-Merchants Bank is 98.87% limited partner - Non-Voting Equity No Control Incorporated in Vermont		
nvestment of Bank nvestment of Bank nvestment of Bank	Organized August 5, 2009 Swanton, Vermont Bobbin Mill Limited Partnership Organized August 7, 2013 Burlington, Vermont Clark & Canal Streets Limited Partnership Organized June 5, 2001 Brattleboro, Vermont Colonial West Limited Partnership	Limited Partnership-Merchants Bank is 99% limited partner, Non-Voting Equity No Control Incorporated in Vermont Limited Partnership-Merchants Bank is 30.50% limited partner - Non-Voting Equity No Control Incorporated in Vermont Limited Partnership-Merchants Bank is 98.87% limited partner - Non-Voting Equity No Control Incorporated in Vermont Limited Partnership-Merchants Bank is		



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Investment of Bank	Green Mountain Housing Equity Fund 2003	Limited Partnership-Merchants Bank is
	Limited Partnership	5.36% limited partner - Non-Voting Equity
	Organized December 29, 2003	No Control
	Burlington, Vermont	
		Incorporated in Vermont
Investment of Bank	Green Mountain Housing Equity Fund III	Limited Partnership-Merchants Bank is
	Limited Partnership	6% limited partner - Non-Voting Equity
	Organized August 29, 2007	No Control
	Burlington, Vermont	
-		Incorporated in Vermont
Investment of Bank	Green Mountain Equity Fund IV Limited Partnership	Merchants Bank is a limited partner in Vermont
	Organized October 30, 2009	Equity Fund IV, through which Merchants Bank is
	Burlington, Vermont	6% limited partner, Non-Voting Equity
		No Control
		Incorporated in Vermont
Investment of Bank	Green Mountain Equity Fund V Limited Partnership	Merchants Bank is a limited partner in Vermont
	Organized November 30, 2011	Equity Fund V, through which Merchants Bank is
	Burlington, Vermont	99.% limited partner, Non-Voting Equity
		No Control
		Incorporated in Vermont
Investment of Bank	Green Mountain Equity Fund VI Limited Partnership	Merchants Bank is a limited partner in Vermont
	Organized August 15, 2014	Equity Fund VI, through which Merchants Bank is
	Burlington, Vermont	8% limited partner, Non-Voting Equity
		No Control
	·	Incorporated in Vermont
Investment of Bank	Mill Brook Allocated Housing Limited Parmership	Limited Partnership-Merchants Bank is
	Organized November 16, 2009	11.11% limited partner, Non-Voting Equity
	Windsor, Vermont	No Control
		Incorporated in Vermont
investment of Bank	NOTCH Investment Fund LLC	At Will Limited Liabilty Company
	Organized February 22, 2013	Incorporated in Vermont
	South Burlington, Vermont	
nvestment of Bank	Peterson Place Housing Limited Partnership	Limited Partnership-Merchants Bank is
	Organized December 05, 2003	99% limited partner - Non-Voting Equity
	Burlington, Vermont	No Control
	- management,	Incorporated in Vermont
nvestment of Bank	River Bend Housing Associates, LP	Limited Partnership-Merchants Bank is
	Organized September 28, 2009	95% limited partner, Non-Voting Equity
	Enosburg, Vermont	No Control
	- · · · · · · · · · · · · · · · · · · ·	Incorporated in Vermont
nvestment of Bank	Spring Elliot Valgar Limited Partnership	Limited Partnership-Merchants Bank is
	Organized February 1, 2011	50% limited partner - Non-Voting Equity
	Brattleboro, Vermont	No Control
	manavery, relations	Incorporated in Vermont
nvestment of Bank	Stanislaus Housing Limited Partnership	Limited Partnership-Merchants Bank is
	Organized March 29, 2011	49.99% limited partner - Non-Voting Equity
	West Rutland, Vermont	No Control
	11 voi immuni, 1 villivill	Incorporated in Vermont
nvestment of Bank	Western Avenue Housing Limited Partnership	Limited Partnership-Merchants Bank is
	Organized December 17, 2001	99% limited partner, Non-Voting Equity
	-	No Control
	Brattleboro, Vermont	
		Incorporated in Vermont

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FR Y-6 Merchants Bancshares, Inc. 275 Kennedy Drive South Burlington, VT 05403 Fiscal Year Ended December 31, 2014

Report Item 4: Insiders

Jeffrey L. Davis Underhill Ctr, VT	Karen Danaher Underhill, VT	Peter A. Bouyea Bonita Springs, FL	Janette K Bombardier Colchester, VT	Name and Address Scott Boardman Burlington, VT
Director Merchants Bank Merchants Bancabares, Inc.	Director Merchants Bank Merchants Bancaharea, Inc.	Director Merchants Bank Merchants Bancshares, Inc.	Director Merchants Bank Merchants Bancshares, Inc.	Title or Position Company/Bank/Subsidiaries Director Merchants Bank Merchants Bancshares, Inc.
President J.L. Davis, Inc.	Partner Danahor, Artig & Plante, PLC	Retired	Director of Site Operations & Senior Location Manager IBM	Principal Occupation President Hickock & Boardman, Inc.
29,774	4,44 1	99,947	650	Number of MBVT shares Owned as of 3/6/2015
9.	0%	1%	0%	Percent Held 3/6/2015 0%
I.L. Davis, Inc. J.L. Davis Really Taffs Corners Associates Il Church Street Properties Stevensville Properties DEW Partners, Inc. 4 Helena Drive Associates 835 Hinesburg Road, LLC Counthouse Plaza, LLC 204, LLC ILD Properties of Derby, LLC ILD Properties of St. Albans, LLC ICST, LLC ILD Properties of Colchester, LLC Champlain Valley Exposition	Danaber, Attig & Plante, PLC	Lake Champlain Investment Group		Other Business Companies as Director, Trustee, Partner or Principal Officer or owner of more than 25% of outstanding voting securities Hickock & Boardman, Inc. Hickock & Boardman Realty, Inc. Hickock & Boardman Place, LLC Green Mountain Safety Consulting Schoolhouse Lofts Housing LLC A.N. Deringer, Inc. PC Construction Company Freshtracks Capital III, L.P. Freshtracks Capital III, L.P. Freshtracks Capital III, L.P.
President Partner	Partner	Partner		Capacity President Director Director Director Director Partner Director Partner Director Partner
100% 51% 113% 40% 100% 50% 50% 50% 50% 50% 50% 50% 50%	33%			# shs owned/ % control 34% 30% 20% 20% 34% 30%

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Jeffrey L. Davis Underhill Ctr, VT	Karen Danaher Underhill, VT	Perer A. Bouyea Bonita Springs, FL	Janette K Bombardier Colchester, VT	Name and Address Scott Boardman Burlington, VT
Director Merchants Bank Merchants Bancshares, Inc.	Director Merchants Bank Merchants Bancshares, Inc.	Director Merchants Bank Merchants Bancahares, Inc.	Director Merchants Bank Merchants Bancshares, Inc.	Title or Position Company/Bank/Subsidiaries Director Merchants Bank Merchants Bancshares, Inc.
President J.L. Davis, Inc.	Partner Danaher, Attig & Plante, PLC	Retired	Director of Site Operations & Senior Location Manager IBM	Principal <u>Cleaupation</u> President Hickock & Boardman, Inc.
29,774	4,441	99,947	650	Number of MBVT shares Owned as of 1/6/2015
<u>,</u>	0%	1%	0%	Percent Held 3/6/2015 0%
I.L. Davis, Inc. I.L. Davis Realty Tafts Corners Associates Il Church Street Properties Slevensville Properties DEW Parmers, Inc. 4 Helena Drive Associates 835 Hinesburg Road, LLC Courthouse Plaza, LLC COuthouse Plaza, LLC ILD Properties of Derby, LLC ILD Properties of St. Albans, LLC ICST, LLC ILD Properties of Colchester, LLC Champláin Valley Exposition	Danaher, Attig & Plante, PLC	Lake Champlain Investment Group		Other Business Companies as Director, Trustee, Partner or Principal Officer or owner of more than 25% of outstanding voting securities Hickock & Boardman, Inc. Hickock & Boardman Place, LLC Green Mountain Safety Consulting Schoolthouse Lofts Housing LLC A N. Deringer, Inc. PC Construction Company Freshtracks Capital II, L.P. Freshtracks Capital III, L.P. Lake Mansfield Trout Club
President Pather	Partner	Partner		Capacity President Director Director Director Director Partner Partner Partner Partner Partner
100% 51% 13% 40% 100% 50% 50% 50% 50% 50%	33%			# shs owned/ % control 34% 30% 20% 20% 34% 20%

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Merchants Bancshares, Inc.
275 Kennedy Drive
South Burlington, VT 05403
Fiscal Year Ended December 31, 2014

Report Item 4: Insiders

Bruce M. Lisman Shelburne, VT	Lorilee A. Lawton Coichester, VT	Geoffrey R. Hesslink Shelburne, VI	Michael G. Furlong Burlington, VT	Zoe P Erdman Williston, VT	Jacqueline Dragon Burlington, VT	Molly Dillon S. Burlington, VT	Name, and Address
Director Merchants Bank Merchants Bancshares, Inc.	Director Merchants Bank Merchants Bancshares, Inc.	President and C.E.O. Merchants Bank	Director Merchants Bank Merchants Banoshares, Inc.	Senior Vice President Merchants Bank	Senior Vice President Merchants Bank	Senior Vice President Merchants Bank	Title or Position Company/Bank/Subsidiaries
Private Investor	Owner & President Firetech Spinkler Corporation	President and C.E.O. Merchants Bank	Attorney Sheehey Furlang & Behm P.C.	Sr Vice President, Senior Operations Officer Merchants Bank	Sr. Vice President, Director of Human Resources Merchants Bank	Sr. Vice President, Community Banking & Trust Merchants Bank	Principsi Occupation
6,046	8 ,990	55,782	7,223	10,558	350	16,830	Number of MBVT shares Owned as of 3/6/2015
0%	9%	1%	0%	D%	0%	0%	Percent Held 3/6/2015
National Life Group Smithsonian Librarian American Forests rc constitution company National Gardoling???	Firetech Sprinkler Corporation Troy Avenue Associates I.TD Partnership Lawton Realty Hegeman Avenue LLC Chester Management LLC Great Road Realty Lee H. Lawton Rev Trust Vermont Public Television Seawinds, LLC.	Wake Robin Corporation Vermont Bankers Association Greater Burlington Industrial Corp. (GBIC)	Sheehey Furlong & Behm P.C. Wake Robin Corporation Green Mountain Audubon Society	Vising Nurse Association	Nome	Champlain College	Other Business Companies as Director, Trustee, Partner or Principal Officer or owner of more than 25% of outstanding voting securities
Director Trustee Trustee Linector	President General Parther General Parther General Parther General Parther General Parther Trustee Director General Parther	Director Executive Council Director	President & Director Director Emeritus Director	Director		Trustee	Capacity
	\$60% 96% 100% 100% 100%						# shs owned! % control

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Report Item 4: Insiders

Michael R. Tuttle S. Burlington, VT	Marie Thresher Williston, VT	Janet P. Spitler Shelburne, VT	Patrick S. Robins Burlington, VT	Raymond C. Pecor, III Charlotte, VT	Raymond C. Pecor, Ir Del Ray Beach, FL	Thomas J. Meshako Jericho, VT	Name and Address
President and C.E.O. Merchants Bancshares, Inc.	Executive Vice President Merchants Bank	Chief Financial Officer Merchants Bank Merchants Bancshares, Inc. Treasurer Merchants Bank Merchants Bank	Director Mcrchants Bank Merchants Bancshares, Inc.	Director Merchants Bank Merchants Bancshares, Inc.	Chairman of the Board Merchanis Baneshares, Inc. Director Merchants Bank	Senior Vice President Merchants Bank	Title or Position Company/Bank/Subsidiaries
President and C.E.O. Merchants Bancshares, Inc.	Executive Vice President, Chief Operating Officier & Chief Risk Officier	Chief Financial Officer, Treasurer, Executive VP Merchants Bank Merchants Bancshares, Inc.	Executive Chairman SymQuest Group, Inc.	President - Lake Champlain Transportation Co	Retired	Sr. Vice President, Chief Financial Officer & Treasurer Merchants Bank	Principal Occupation
86,626	263	29,200	90,983	14,756	264,058	1,000	Number of MBVT shares Owned as of 3/6/2015
1%	0%	1%	%!	0%	4%	0%	Percent Held 3/6/2015
Flynn Center for the Performing Arts	Vermont Cares	Housing Vermont	Symquest Group, Inc. The Landing School	Lake Champlain Transportation Co Champlain Valley Exposition	Lake Champlain Transportation Co. Vermont Expos, Inc. Taft Corners Associates Lehigh Valley Phillies		Other Business Companies as Director, Trustee, Partner or Principal Officer or owner of more than 25% of outstanding voting securities
Director	Co- Treasurer	Director	Chairman Trustee	President Director	Chairman President Treasurer Partner		Capacity
			50%	7886	100% 25% 40%		# shs owned/ % control

Nose: Shares outstanding as of March 66, 2015 include 285,833 deferred shares held in various trusts related to our former and current deferred compensation plans for directors and executive solary continuation plan. Merchants Senior



The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015 Results: A list of branches for your holding company: MERCHANTS BANCSHARES, INC. (1023239) of SOUTH BURLINGTON, VT.

Reconciliation and Verification Steps

- 1. In the Data Action column of each branch row, enter one or more of the actions specified below.
- 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.

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. 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

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

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

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

OK.	ok	ok	ok	ok	ok	Data Action E
						ffective Date
Full Service	Full Service	Full Service	Limited Service	Full Service	Full Service (Head Office)	Data Action Effective Date Branch Service Type
281201 BI	2048949 BI	283308 BI	7401 BI	572002 B	166803 M	Branch ID_RSSD* Popular Name
281201 BRATTLEBORO OFFICE	2048949 BRADFORD BRANCH	283308 BENNINGTON	7401 BELLOWS FALLS BRANCH	572002 BARRE OFFICE	166803 MERCHANTS BANK, THE	opular Name
205 MAIN ST	114 MAIN STREET	210 NORTHSIDE DR	41 SQUARE	361 NORTH MAIN ST	275 KENNEDY DRIVE	Street Address
BRATTLEBURU	BRADFORD	BENNINGTON	BELLOWS FALLS	BARKE	SOUTH BURLINGTON	City
<	<u> </u>	<u> </u>	<u> </u>	-	-	State

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ok Ful	ok Ful	ok Full	ok Full	ok Full	ok Full	ok Lim	ok Full	ok Full	ok Full	ok Full:	ok Full:							
Full Service	Full Service	Full Service	Full Service	Full Service	Full Service	Limited Service	Full Service	Full Service	Full Service	Full Service	Full Service	Full Service	Full Service	Full Service	Full Service	Full Service	Full Service	
169402 KENNEDY DRIVE BRANCH	574109 SAINT JOHNSBURY BRANCH	3292776 SAINT ALBANS BRANCH	4076807 WOODSTOCK AVENUE BRANCH	2631734 GREEN MOUNTAIN PLAZA BRANCH	458106 NORTHFIELD BRANCH	579908 NORTH BENNINGTON BRANCH	175403 MANCHESTER BRANCH	575704 JOHNSON BRANCH	330604 JERICHO BRANCH	449506 HINESBURG BRANCH	268707 HARDWICK BRANCH	171209 FAIR HAVEN OFFICE	265005 ESSEX JUNCTION BRANCH	ENOSBURG FALLS BK	1003709 THETFORD BRANCH	275200 COLCHESTER BRANCH	266600 NORTH AVE BRANCH	
275 KENNEDY DRIVE	481 PORTLAND STREET	180 SWANTON ROAD	92 WOODSTOCK AVENUE	286 ROUTE 7 SOUTH	70 DEPOT SQUARE	5 BANK STREET	4996 MAIN STREET	103 LOWER MAIN E	205 VT ROUTE 15	26 BALLARDS CORNER	84 VT ROUTE 15 WEST	WAIN	34 FEARLS	OVE INICIA OTIVECTI	230 O3 NOOLL J	22 BISSELLE ROAD	TOTA NOVILL MAKE	
SOUTH BURLINGTON	SAINT JOHNSBURY	SAINT ALBANS	RUTLAND	RUTLAND	NORTHFIELD	NORTH BENNINGTON	MANCHESTER CENTER	JOHNSON	JERICHO	HINESBURG	HARDWICK		FAIR HAVEN	ESSEX JUNCTION	ENOSBURG FALLS	FAST THETFORD	COLCHESTER	
<u> </u>	<u> </u>	=	S	1	1	5	1	1	5	1	1		\$	\$	\$	\$	\$	•



WINDOSKI	364 MAIN ST	389406 WINOOSKI BRANCH	389406	Full Service	
WILMINGTON	97 EAST MAIN STREET, ROUTE 9 WEST	580100 WILMINGTON BRANCH	580100	Full Service	and a few many in this many in the same of
WHITE RIVER JUNCTION	25 RALPH LEHMAN DR	3772214 WHITE RIVER JUNCTION BRANCH	3772214	Full Service	
WATERBURY	994 WATERBURY STOWE ROAD/RT 100	3488168 WATERBURY BRANCH	3488168	Full Service	
WALLINGFORD	137B NORTH MAIN STREET	457604 WALLINGFORD BRANCH	457604	Limited Service	
VERGENNES	25 MONKTON ROAD	168900 VERGENNES BRANCH	168900	Full Service	
SPRINGFIELD	2 CHESTER ROAD SUITE 6	2458342 SPRINGFIELD BRANCH	2458342	Full Service	
SOUTH HERO	301 US ROUTE 2	327202 SOUTH HERO BRANCH	327202	Full Service	
SOUTH BURLINGTON	1309 WILLISTON ROAD	326700 WILLISTON ROAD BRANCH	326700	Full Service	
SOUTH BURLINGTON	929 SHELBURNE ROAD	267102 SHELBURNE ROAD OFFICE	267102	Full Service	

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Date column.

	166803	17 MERCHANTS BANK, THE		209241	UNITED STATES	MAHDNIW	05301
3	166803	33 MERCHANTS BANK, THE	33	48012	UNITED STATES	ORANGE	05033
3	166803	20 MERCHANTS BANK, THE		209244	BENNINGTON NOTATES	BENNINGTON	05201
3	166803	MERCHANTS BANK, THE		UNITED STATES Not Required Not Required	UNITED STATES	MAHDNIW	05101
3	166803	6 MERCHANTS BANK, THE		8831	WASHINGTON UNITED STATES	WASHINGTON	05641
3	166803	MERCHANTS BANK, THE	Not Required		CHITTENDEN UNITED STATES Not Required	CHITTENDEN	05403
Comments	Head Office ID_RSSD* Comments	Head Office	FDIC UNINUM* Office Number* Head Office	FDIC UNINUM*	Country	County	Zip Code County



_		20 MEDCHANITE BANK THE	20	209221	UNITED STATES	CHITTENDEN	05403
803	166803	45 MERCHANTS BANK, THE	45	209225	UNITED STATES	CALEDONIA	05819
803	166803	50 MERCHANTS BANK, THE	50	418896	UNITED STATES	FRANKLIN	05478
803	166803	49 MERCHANTS BANK, THE	49	209223	UNITED STATES	RUTLAND	05701
803	166803	48 MERCHANTS BANK, THE	48	276657	UNITED STATES	RUTLAND	05701
803	166803	36 MERCHANTS BANK, THE	36	4241	UNITED STATES	WASHINGTON	05663
803	166803	15 MERCHANTS BANK, THE		4240	UNITED STATES	BENNINGTON	05257
803	166803	16 MERCHANTS BANK, THE	16	209240	UNITED STATES	BENNINGTON	05255
803	166803	24 MERCHANTS BANK, THE	24	8838	UNITED STATES	LAMOILLE	05656
803	166803	25 MERCHANTS BANK, THE	25	231087	UNITED STATES	CHITTENDEN	05465
803	166803	11 MERCHANTS BANK, THE	11	209215	UNITED STATES	CHITTENDEN	05461
803	166803	44 MERCHANTS BANK, THE	44	209224	UNITED STATES	CALEDONIA	05843
803	166803	MERCHANTS BANK, THE	37	4236	UNITED STATES	RUTLAND	05743
803	166803	MERCHANTS BANK, THE	2	209209	UNITED STATES	CHITTENDEN	05452
803	166803	MERCHANTS BANK, THE	27	8657	UNITED STATES	FRANKLIN	05450
803	166803	40 MERCHANTS BANK, THE	40	209131	UNITED STATES	ORANGE	05043
803	166803	29 MERCHANTS BANK, THE	29	231089	UNITED STATES	CHITTENDEN	05446
803	166803	4 MERCHANTS BANK, THE		209211	UNITED STATES	CHITTENDEN	05408
803	166803	0 MERCHANTS BANK, THE		4233	UNITED STATES	CHITTENDEN	05401
166803	166	5 MERCHANTS BANK, THE	5	209212	UNITED STATES	ADDISON	05443



166803	13 MERCHANTS BANK, THE	13	209217	UNITED STATES	CHITTENDEN	05404
166803	19 MERCHANTS BANK, THE		209243	UNITED STATES	WINDHAM	05363
166803	51 MERCHANTS BANK, THE		423093	UNITED STATES	WINDSOR	05001
166803	52 MERCHANTS BANK, THE		455239	UNITED STATES	WASHINGTON	05676
166803	MERCHANTS BANK, THE	Not Required	Not Required	UNITED STATES	RUTLAND	05773
166803	14 MERCHANTS BANK, THE		209218	UNITED STATES	ADDISON	05491
166803	34 MERCHANTS BANK, THE		209255	UNITED STATES	WINDSOR	05156
166803	8 MERCHANTS BANK, THE	8	209213	UNITED STATES	GRAND ISLE	05486
166803	3 MERCHANTS BANK, THE		209210	UNITED STATES	CHITTENDEN	05403
166803	MERCHANTS BANK, THE	Not Required	Not Required	UNITED STATES	CHITTENDEN	05403