

Board of Governors of the Federal Reserve System



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.

I, Richard Wayne

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

September 19, 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 2324111 - 468806
 C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

June 30, 2014

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Northeast Bancorp

Legal Title of Holding Company

500 Canal Street

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

Lewiston

ME

04240

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

William DiFulvio

Corporate Secretary

Name

Title

617-585-3220

Area Code / Phone Number / Extension

617-585-3250

Area Code / FAX Number

wdifulvio@northeastbank.com

E-mail Address

www.northeastbank.com

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:
 4.(4)(c)

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.

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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City State Zip Code

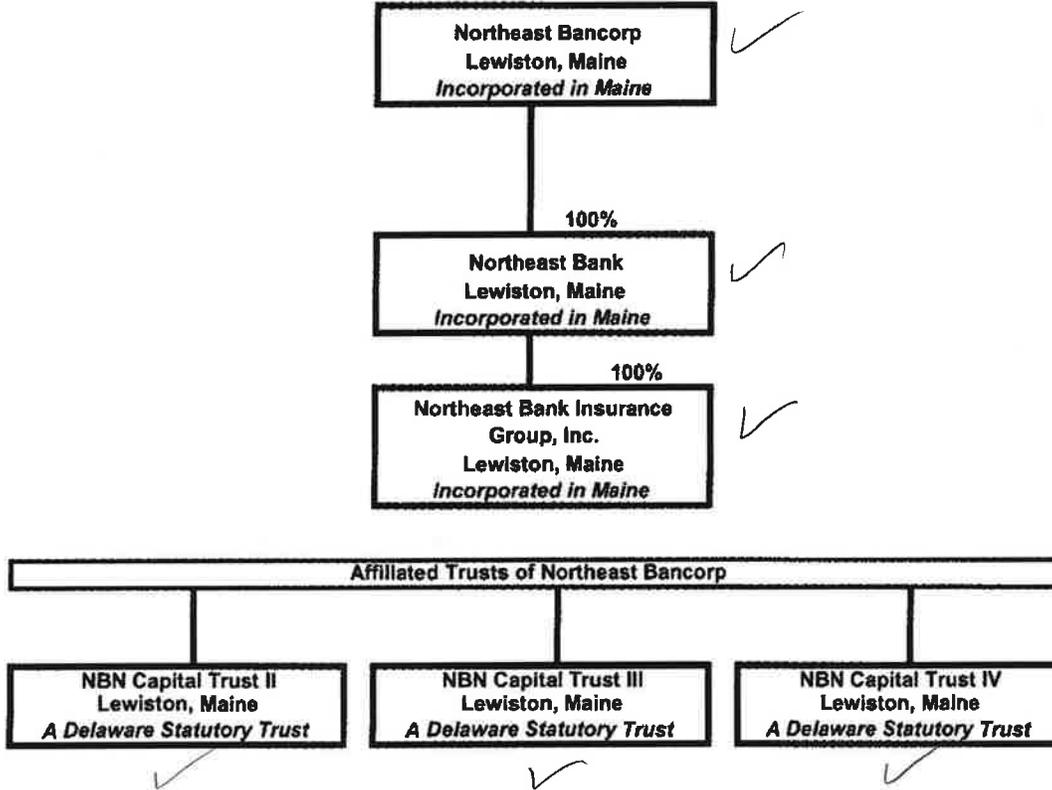
Physical location (if different from mailing address)

Form FR Y-6

Northeast Bancorp
Lewiston, Maine 04240
Fiscal Year Ending June 30, 2014

Report Item

2: Organizational Chart



Results: A list of branches for your holding company: NORTH-EAST BANKCORP (2524111) of LEWISTON, ME.
 The data are as of 09/26/2014. Data reflects information that was received and processed through 09/16/2014.

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

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 file, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedures

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://fdonline.federalreserve.gov>.

* FDIC LEWISTON, Office Number, and ID_BSSD columns are for reference only. Verification of these values is not required.

Branch ID	Branch Name	Branch Service Type	Branch ID_BSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	IFBC UNIFORM*	Office Number*	Head Office	Head Office ID_BSSD*	Comments
OK	NORTHEAST BANK	Full Service (Head Office)	468906	NORTHEAST BANK	500 CANAL STREET	LEWISTON	ME	04240	ANDROSCOGGIN	UNITED STATES	13489	0	NORTHEAST BANK	468906	
OK	AUGUSTA BRANCH	Full Service	433478	AUGUSTA BRANCH	232 CENTER STREET	AUGUSTA	ME	04200	ANDROSCOGGIN	UNITED STATES	249245	9	NORTHEAST BANK	468906	
OK	LEWISTON BRANCH	Full Service	226241	LEWISTON BRANCH	235 WESTERN AVENUE	LEWISTON	ME	04200	KENNEBEC	UNITED STATES	262233	11	NORTHEAST BANK	468906	
OK	BETHEL BRANCH	Full Service	4357740	BETHEL BRANCH	111 MAIN STREET	BETHEL	ME	04217	OWSON	UNITED STATES	442947	14	NORTHEAST BANK	468906	
OK	ROCKFORD BRANCH	Full Service	3262599	ROCKFORD BRANCH	186 MAIN STREET	ROCKFORD	ME	04211	CUMBERLAND	UNITED STATES	41675	6	NORTHEAST BANK	468906	
OK	LEWISTON BRANCH	Full Service	387894	LEWISTON BRANCH	2 DEPOY STREET	LEWISTON	ME	04220	OWSON	UNITED STATES	249244	3	NORTHEAST BANK	468906	
OK	LEWISTON BRANCH	Full Service	468904	LEWISTON BRANCH	46 MAIN ST.	LEWISTON	ME	04240	ANDROSCOGGIN	UNITED STATES	249240	3	NORTHEAST BANK	468906	
OK	LEWISTON BRANCH	Electronic Banking	4431372	LEWISTON BRANCH	500 CANAL STREET	LEWISTON	ME	04240	ANDROSCOGGIN	UNITED STATES	532131	37	NORTHEAST BANK	468906	
OK	LEWISTON BRANCH	Full Service	4078634	LEWISTON BRANCH	1399 MAIN STREET	LEWISTON	ME	04274	OWSON	UNITED STATES	510427	16	NORTHEAST BANK	468906	
OK	LEWISTON BRANCH	Full Service	433150	LEWISTON BRANCH	77 MIDDLE STREET	LEWISTON	ME	04241	CUMBERLAND	UNITED STATES	442631	33	NORTHEAST BANK	468906	
OK	LEWISTON BRANCH	Full Service	590906	LEWISTON BRANCH	235 MAIN STREET	SOUTH PARIS	ME	04281	OWSON	UNITED STATES	249241	2	NORTHEAST BANK	468906	

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Northeast Bancorp
Fiscal Year Ending June 30, 2014

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

(1) Names & Address (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 Business (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 partners) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Robert Glauber Brookline, MA	Lecturer, Harvard Kennedy School of Government	Chairman of the Board - Northeast Bank	Chairman of the Board - Northeast Bank	Lecturer, Harvard Kennedy School of Government	< 1%	None	N/A
Matthew Bolain Boston, MA	Managing Director, Blackrock	Director	Director - Northeast Bank	Managing Director, Blackrock	< 1%	None	N/A
David Tanner New York, NY	Managing Director, Arfon Group, LLC	Director	Director - Northeast Bank	Managing Director, Arfon Group, LLC	None	None	N/A
Adam Shapiro New York, NY	Partner & Co-Founder, East Rock Capital	Director	Director - Northeast Bank	Partner, East Rock Capital	None	None	Refer to Confidential Volume
Cheryl Doresey New York, NY	President, Echoing Green	Director	Director - Northeast Bank	President, Echoing Green	None	None	N/A
Peter McClean Rowayton, CT	Retired	Director	Director - Northeast Bank	Retired	< 1%	None	N/A
Richard Wayne Boston, MA	N/A	President, CEO, & Director	Director - Northeast Bank	N/A	3.10%	None	Refer to Confidential Volume
Judith E. Wallingford Rockport, ME	President of the Maine Water Company	Director	Director - Northeast Bank	President, The Maine Water Company	< 1%	None	N/A
John Oveslis Portland, ME	President & CEO, North Country Associates	Director	Director - Northeast Bank	President & CEO, North Country Associates	< 1%	None	Refer to Confidential Volume
Claire S. Brian Boston, MA	N/A	Chief Operating Officer & Chief Financial Officer	Chief Operating Officer & Chief Financial Officer - Northeast Bank	N/A	1.88%	None	N/A
William DiFurio Boston, MA	N/A	Chief Risk Officer & Corporate Secretary	Chief Risk Officer & Corporate Secretary - Northeast Bank	N/A	< 1%	None	N/A
Jason Stephens Boston, MA	N/A	Corporate Controller	Corporate Controller - Northeast Bank	N/A	< 1%	None	N/A

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Northeast Bancorp
Fiscal Year Ending June 30, 2014**

**Report Item 4: Insiders
(4)(c)**

Insider Name	(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)
Adam Shapiro	Shapiro Partners Management, LLC - Member 100% East Rock Capital, LLC-Managing Principal 33.33% East Rock Focus Fund Management, LLC - Managing Principal 33.33% East Rock Focus Fund GP, LLC - Managing Principal 33.33% East Rock Capital GP, LLC - Managing Principal 33.33%