

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.

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

December 31, 2014

Month / Day / Year

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

Reporter's Name, Street, and Mailing Address

SBM Financial, Inc.

Legal Title of Holding Company

2 Canal Plaza

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

Portland

ME

04101

City

State

Zip Code

190 Water Street, Gardiner, ME 04345

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jeannine M. Clark

Sr. VP Administration

Name

Title

207-588-8188

Area Code / Phone Number / Extension

207-588-5709

Area Code / FAX Number

jclark@thebankofmaine.com

E-mail Address

N/A

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

I, **John W. Everets**

Name of the Holding Company Director and Official

Chairman / CEO

Title of the Holding Company Director and Official

I 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

03/20/2015

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 **4183527**

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:

Report Item 1 (Report to Shareholders)

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

ORGANIZATIONAL STRUCTURE

SBM Financial, Inc.
December 31, 2014

SBM FINANCIAL, INC.
Fed ID #
27-2513176
State Incorporated
Maryland
Date of Incorporation
March 15, 2010
190 Water Street
Gardiner, ME 04345

THE BANK OF MAINE
100% owned
Fed ID #
01-0074920
Federal Charter
Date of Issuance of Federal Charter
3/1/1986
(previously Maine state-chartered
since 6/26/1834)
2 Canal Plaza
Portland, ME 04101

Cobbossee Service Corp.
100% owned
Fed ID #
01-0490569
State of Incorporation
Maine
Date of Incorporation
6/16/1994
45 Church St
Gardiner, ME 04345
NAICS Code was 541191
Inactive Shell

Healthcare Professional
Funding Corporation
100% owned
Fed ID #
27-3939808
State of Incorporation
Delaware
Date of Incorporation
10/22/10
10 High St., Suite 900
Boston, MA 02110
NAICS Code 522220

OREO SUBS
SBM Property A, Inc.
100%
Fed ID #
27-1563827
State of Incorporation
Maine
Date of Incorporation
12/29/2009
Inactive Shell
Property P, Inc.
100%
Fed ID #
27-5366166
State of Incorporation
Maine
Date of Incorporation
3/3/2011
190 Water St.
Gardiner, ME 04345

N/R

N/R

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)	240002	BANK OF MAINE, THE	2 CANAL PLAZA	PORTLAND	ME	04101	CUMBERLAND	UNITED STATES	Not Required	Not Required	BANK OF MAINE, THE	240002	
OK		Full Service	4166285	AUGUSTA CIVIC CENTER BANKING CENTER BRANCH	130 COMMUNITY DRIVE	AUGUSTA	ME	04330	KENNEBEC	UNITED STATES	265845	19	BANK OF MAINE, THE	240002	
OK		Full Service	4165886	AUGUSTA EASTERN AVENUE BANKING CENTER BRANCH	66 EASTERN AVENUE	AUGUSTA	ME	04330	KENNEBEC	UNITED STATES	249231	14	BANK OF MAINE, THE	240002	
OK		Full Service	2458249	AUGUSTA STATE STREET BANKING CENTER BRANCH	96 STATE STREET	AUGUSTA	ME	04330	KENNEBEC	UNITED STATES	249223	5	BANK OF MAINE, THE	240002	
OK		Full Service	366500	BATH BANKING CENTER BRANCH	7 CHANDLER DRIVE	BATH	ME	04530	SAGADAHOC	UNITED STATES	249225	8	BANK OF MAINE, THE	240002	
OK		Full Service	4165831	BOOTHBAY HARBOR BANKING CENTER BRANCH	185 TOWNSEND AVENUE SUITE P	BOOTHBAY HARBOR	ME	04538	LINCOLN	UNITED STATES	464443	27	BANK OF MAINE, THE	240002	
OK		Full Service	4492005	BRUNSWICK COOKS CORNER BANKING CENTER BRANCH	6 GURNET ROAD	BRUNSWICK	ME	04011	CUMBERLAND	UNITED STATES	Not Required	Not Required	BANK OF MAINE, THE	240002	
OK		Full Service	4166191	BRUNSWICK MAINE STREET BANKING CENTER BRANCH	137 MAINE STREET	BRUNSWICK	ME	04011	CUMBERLAND	UNITED STATES	249230	13	BANK OF MAINE, THE	240002	
OK		Full Service	218074	CALAIS BANKING CENTER BRANCH	344 MAIN STREET	CALAIS	ME	04619	WASHINGTON	UNITED STATES	42590	26	BANK OF MAINE, THE	240002	
OK		Full Service	4452399	FALMOUTH BANKING CENTER BRANCH	240 US ROUTE 1	FALMOUTH	ME	04105	CUMBERLAND	UNITED STATES	541475	40	BANK OF MAINE, THE	240002	
OK		Full Service	4368472	GARDINER BANKING CENTER BRANCH	190 WATER STREET	GARDINER	ME	04345	KENNEBEC	UNITED STATES	521877	37	BANK OF MAINE, THE	240002	
OK		Full Service	242501	HALLOWELL BANKING CENTER BRANCH	14 WINTHROP STR	HALLOWELL	ME	04347	KENNEBEC	UNITED STATES	43804	6	BANK OF MAINE, THE	240002	
OK		Full Service	3177127	KENNEBUNK BANKING CENTER BRANCH	36 PORTLAND ROAD (US ROUTE 1)	KENNEBUNK	ME	04043	YORK	UNITED STATES	363925	31	BANK OF MAINE, THE	240002	
OK		Full Service	4165868	MACHIAS BANKING CENTER BRANCH	6 M&M PLACE	MACHIAS	ME	04654	WASHINGTON	UNITED STATES	495853	36	BANK OF MAINE, THE	240002	
OK		Full Service	2458230	MANCHESTER BANKING CENTER BRANCH	9 POND ROAD	MANCHESTER	ME	04351	KENNEBEC	UNITED STATES	249222	4	BANK OF MAINE, THE	240002	
OK		Full Service	4165934	OAKLAND BANKING CENTER BRANCH	51 MAIN STREET	OAKLAND	ME	04963	KENNEBEC	UNITED STATES	464450	29	BANK OF MAINE, THE	240002	
OK		Full Service	4323837	CANAL PLAZA BRANCH	2 CANAL STREET	PORTLAND	ME	04101	CUMBERLAND	UNITED STATES	Not Required	Not Required	BANK OF MAINE, THE	240002	
CHANGE	6/15/1997	Full Service	4166249	RANDOLPH BANKING CENTER BRANCH	268 WATER STREET	RANDOLPH	ME	04346	KENNEBEC	UNITED STATES	249232	15	BANK OF MAINE, THE	240002	Randolph to Randolph
OK		Full Service	243003	RICHMOND BANKING CENTER BRANCH	111 MAIN STR	RICHMOND	ME	04357	SAGADAHOC	UNITED STATES	249220	2	BANK OF MAINE, THE	240002	
OK		Full Service	3667413	SACO BANKING CENTER BRANCH	640 MAIN STREET	SACO	ME	04072	YORK	UNITED STATES	454326	33	BANK OF MAINE, THE	240002	
OK		Full Service	4165925	TOPSHAM BANKING CENTER BRANCH	16 TOPSHAM FAIR MALL ROAD SUITE 1	TOPSHAM	ME	04086	SAGADAHOC	UNITED STATES	249229	12	BANK OF MAINE, THE	240002	
OK		Full Service	4165895	WATERVILLE KMD BANKING CENTER BRANCH	258 KENNEDY MEMORIAL DRIVE	WATERVILLE	ME	04901	KENNEBEC	UNITED STATES	249233	16	BANK OF MAINE, THE	240002	
OK		Full Service	2458258	WINTHROP BANKING CENTER BRANCH	18 MAIN STREET	WINTHROP	ME	04364	KENNEBEC	UNITED STATES	249224	7	BANK OF MAINE, THE	240002	
OK		Full Service	239109	WISCASSET BANKING CENTER BRANCH	52 BATH ROAD	WISCASSET	ME	04578	LINCOLN	UNITED STATES	249219	1	BANK OF MAINE, THE	240002	
OK		Full Service	3667431	YORK BANKING CENTER BRANCH	659 ROUTE 1	YORK	ME	03909	YORK	UNITED STATES	457522	34	BANK OF MAINE, THE	240002	

**FORM FR Y-6 - Federal Reserve Bank
SBM Financial, Inc.
Fiscal Year Ending December 31, 2014**

Report Item 3: Securities Holders

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)(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 & Percentage of Each Class of Voting Securities	(1)(a) Name City, State, Country
Endeavor Financial Restoration Greenwich, CT	USA	55,000 - 8.33% Common Stock	
Endicott Opportunity New York, NY	USA	55,000 - 8.33% Common Stock	
Financial Stocks Capital Cincinnati, OH	USA	55,000 - 8.33% Common Stock	
Ithan Creek Master Investors Boston, MA	Cayman Islands	49,951 - 7.57% Common Stock	
IWC-SBM LLC Boise, ID	USA	55,000 - 8.33% Common Stock	

continued

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SBM Financial, Inc.
Fiscal Year Ending December 31, 2014**

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(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities	(1)(c) Number & Percentage of Each Class of Voting Securities
John W. Everets Boston, MA	USA	39,250 - 5.95% As listed below*	
		* 22,103 Common Stock	
		* 10,000 Common Stock - Employee Options - Vested	
		* 7,147 Common Stock - Restricted Stock Units - Unvested	

**FORM FR Y-6 - Federal Reserve Bank
SBM Financial, Inc.
Fiscal Year Ending December 31, 2014**

Report Item 4: Insiders

(1) Name City, State, Country	(2) Principal Occupation (if other than with Holding Co.)	(3)(a) Title & Position with Holding Co.	(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 Subsidiaries (include names of Holding Co. Subsidiaries)	(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 co. & percentage of voting securities held)
John W. Everets Boston, MA USA	Bank Chairman and CEO	Director & Chairman	Director / Chairman CEO / President The Bank of Maine Portland, ME	Chairman Yorkshire Capital, LLC Boston, MA	5.95% None	None	Yorkshire Capital, LLC 100%
			Director/ Chairman Healthcare Professional Funding Corp. Boston, MA	Director The Eastern Company Naugatuck, CT			

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 SBM Financial, Inc.
 Fiscal Year Ending December 31, 2014

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Richard D. Field New Canaan, CT USA	Private Investor	Director	Director The Bank of Maine Portland, ME	Director Institutional Deposit Corp. Miami, FL	1.45%	None	N/A
			Director Retirement Clearing House Charlotte, NC				

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Fiscal Year Ending December 31, 2014**

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Robert H. Gardiner Georgetown, ME USA	Wind Energy Developer	Director	Director The Bank of Maine Portland, ME	Director John Merck Fund Boston, MA	0.24%	None	
			Director Coastal Ventures, Inc. Portland, ME				
				Director / Chairman Baskehegan Company Brookton, ME			
				President Independence Wind, LLC Brunswick, ME			Independence Wind, LLC 100%
				Partner Highland Wind, LLC Lyme, NH			

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David J. Ott Falmouth, ME	Real Estate	Director	Director The Bank of Maine Portland, ME	Member GO Enterprises, LLC Portland, ME	0.56%	None	N/A
				Member ALL Maine Spirits, LLC Augusta, ME			
				Director Htech Holdings, Inc. Chicopee, MA			
				Director Maine Machine Products Co. S. Paris, ME			

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 SBM Financial, Inc.
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James H. Ozanne Darien, CT USA	Independent Director	Director The Bank of Maine	Director United Rentals, Inc. Greenwich, CT	Director ZBB Energy Corp. Menomonee Falls, WI	0.32%	None	
							Greenrange Partners, LLC 100%
							Greenrange Partners 11, LLC 26%
							Greenrange Partners 15, LLC 100%
							Greenrange Partners 16, LLC 100%

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Ronald E. Roark Gig Harbor, WA USA	Bank Liquidation and Restructuring Executive	Director	Director The Bank of Maine Portland, ME	Director Crown Northcorp, Inc. Cheyenne, WY	0.24%	None	Crown Northcorp, Inc. 28%
				Director Brookville Assoc., Inc. Columbus, OH			Brookville Assoc., Inc. 100%
				General Partner Hazard Ltd. Hazard, KY			Hazard Ltd. 40%
				General Partner Ridgewood Apartments Ltd. Winter Haven, FL			Ridgewood Apartments Ltd. 20%
				Ltd. Partner Brook Ridge Brookville, OH			Brook Ridge 95%

Ronald E. Roark
continued

Report Item 4: Insiders

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			Director	Director			
			McNewark, Inc. Columbus, OH	McNewark, Inc. Columbus, OH			McNewark, Inc. 100%
			General Partner	General Partner			
			Ree Properties, Ltd. Columbus, OH	Ree Properties, Ltd. Columbus, OH			Ree Properties, Ltd. 20%
			General Partner	General Partner			
			McNewark, Ltd. Columbus, OH	McNewark, Ltd. Columbus, OH			McNewark, Ltd. 50%
			General Partner	General Partner			
			RHP, Ltd Columbus, OH	RHP, Ltd Columbus, OH			RHP, Ltd 50%
			Director	Director			
			Ohio Financial Services, Inc. Columbus, OH	Ohio Financial Services, Inc. Columbus, OH			Ohio Financial Services, Inc. 86%
			Owner and Managing Member The Harbor Marina, LLC Gig Harbor, WA	Owner and Managing Member The Harbor Marina, LLC Gig Harbor, WA			The Harbor Marina 51%

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Dennis Townley Cambridge, MA USA	Lawyer	Secretary	General Counsel The Bank of Maine Portland, ME	Partner Day Pitney, LLP Boston, MA	0.15%	None	N/A
			Director / Secretary Healthcare Professional Funding Corp. Boston, MA				

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Thomas B. Wiggins Kennebunk, ME USA	Bank EVP/CFO	CFO	CFO The Bank of Maine Portland, ME	None	0.23%	None	None
			CFO HPFC (Healthcare Professional Funding Corp. Boston, MA				