

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, 2015

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

FSB Bancorp, MHC

Legal Title of Holding Company

P.O. Box 825

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

Farmington ME 04938

City State Zip Code

197-209 Main Street Farmington, Me

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Pamala J. Dixon AVP & Controller

Name Title

207-779-9287

Area Code / Phone Number / Extension

207-779-1282

Area Code / FAX Number

p.dixon@franklinsavings.com

E-mail Address

N/A

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

I, Peter Judkins

Name of the Holding Company Director and Official

President, CEO, & Director

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

03/02/2016

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 \_\_\_\_\_  
 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.

FSB Bancorp, INC ✓  
 Legal Title of Subsidiary Holding Company  
 P.O. Box 825  
 (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box  
 Farmington ME 04938  
 City State Zip Code  
 197-209 Main Street Farmington, Me  
 Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company  
 (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box  
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**FORM FR Y-6**

**FSB Bancorp, MHC  
Farmington, Maine  
Fiscal Year Ending December 31, 2015**

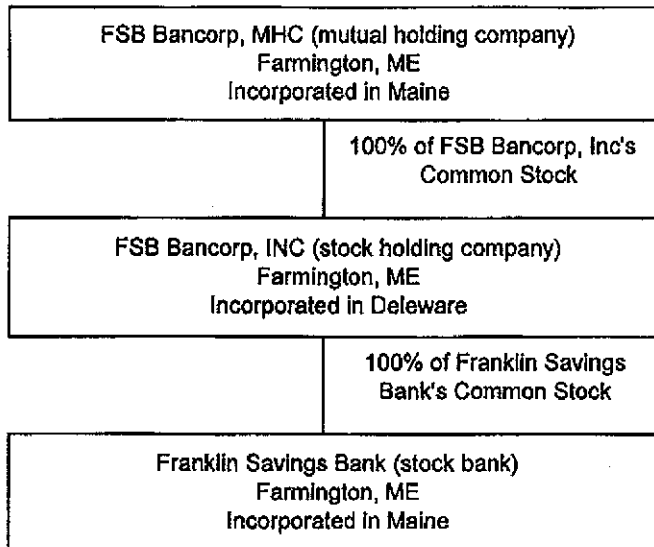
**Report Item:**

**1. Annual Report to Shareholders**

Two copies have been provided.

**2.a Organizational Chart**

Note: The LEI is N/A



**2.b. Domestic Branch Listing**

Submitted via e-mail on 03/02/16

**3. Securities Holders**

(1)(a) (1)(b) (1)(c) 2(a) (2)(b) (2)(c)

There are no public shareholders. All stock is owned by the holding companies (see organizational chart above).

**4. Insiders**

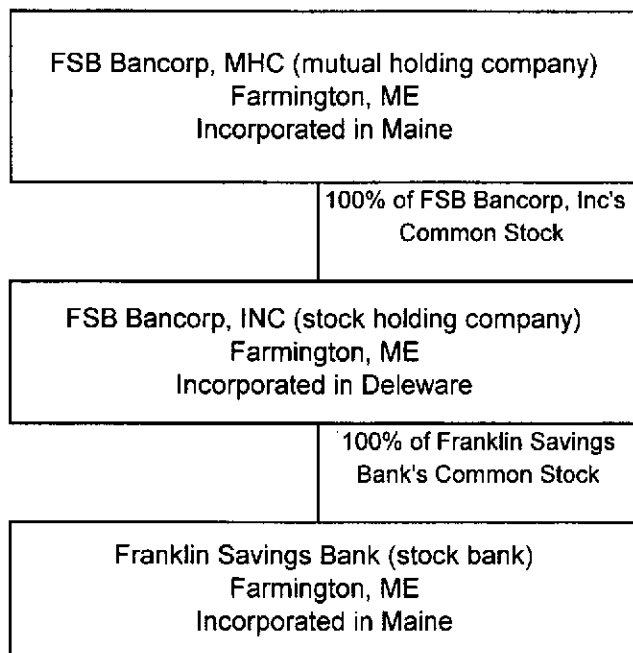
See Attached

**FSB Bancorp, INC**  
**Farmington, Maine**  
**Fiscal Year Ending December 31, 2015**

**3. Securities Holders**

(1)(a) (1)(b) (1)(c) 2(a) (2)(b) (2)(c)

There are no public shareholders. All stock is owned by the holding companies (see organizational chart below). ✓



RSSD Tiering for:  
 FSB BANCORP, MHC

Structure as of 20151231 and going downward

PTZ  
 4/28/16

Seq Num	ID RSSD	Legal Name	AddL City	State/Country	State/Country Inc	Dist FRS	ARDF	Ent Type	Actv Code	Basis of Relationship	PCT
0001	2596758	FSB BANCORP, MHC	FARMINGTON	MAINE	MAINE	1	1	BHC	551111		
0002	2596767	FSB BANCORP, INC.	FARMINGTON	MAINE	DELAWARE	1	1	BHC	551111	Vtg Eqly	100
0003	228000	FRANKLIN SAVINGS BANK	FARMINGTON	MAINE	MAINE	1	1	SMB	52211	Vtg Eqly	100
0004	231804	JAY BRANCH	JAY	MAINE							
0005	2310570	MT. BLUE HIGH SCHOOL BRANCH	FARMINGTON	MAINE							
0006	231402	RANGELEY BRANCH	RANGELEY	MAINE							
0007	227900	RUMFORD OFFICE	RUMFORD	MAINE							
0008	230209	SKOWHEGAN BRANCH	SKOWHEGAN	MAINE							
0008	233901	WILTON BRANCH	WILTON	MAINE							

Total Number of Entities in the tree 9  
 Total Number of Unique Entities in the tree 9

**Tier Selection Criteria**

RSSD Tiering for  
 As of Date 2596758 FSB BANCORP, MHC  
 20151231  
 Direction Down  
 Selection Rule All Entities  
 Branches - Domestic Institutions All Branches  
 Branches - Foreign Institutions All Branches

**Explanatory Notes**

Entity Type	Description
BHC	BANK HOLDING COMPANY
DBR	DOMESTIC BRANCH OF A DOMESTIC BANK
SMB	STATE MEMBER BANK
Primary Activity Code	Description
52211	COMMERCIAL BANKING
551111	OFFICES OF BANK HOLDING COMPANIES

Two asterisks (\*\*) next to the Seq Num indicates that confidentiality is pending or granted.  
 An asterisk (\*) next to the Addl Line Num denotes the Seq Num at which the offspring of this entity are listed.  
 A dot dot dot notation (...) next to Legal Name denotes a circular relationship.  
 Dist FRS is the district that denotes the physical location of the entity and ARDF is the regulating FRB.  
 The ARDF is only applicable to BHCs, SLHCs, FBOs, Dis, and Edge/Agreement Corps.

FD 3/15/2016

Results: A list of branches for your depository institution: FRANKLIN SAVINGS BANK (ID: RSSD: 228000). This depository institution is held by FSB BANCORP, MHC (25967298) of FARMINGTON, ME. The data are as of 1/13/2015. Data reflects information that was received and processed through 01/07/2016.

**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)	228000	FRANKLIN SAVINGS BANK	197 MAIN STREET	FARMINGTON	ME	04938	FRANKLIN	UNITED STATES	13629		0	FRANKLIN SAVINGS BANK	228000
OK		Full Service	2310570	MT. BLUE HIGH SCHOOL BRANCH	179 SEAMON ROAD	FARMINGTON	ME	04938	FRANKLIN	UNITED STATES	249655		7	FRANKLIN SAVINGS BANK	228000
OK		Full Service	231804	JAY BRANCH	7 MAIN STREET, CHISHOLM VILLAGE	JAY	ME	04239	FRANKLIN	UNITED STATES	249650		2	FRANKLIN SAVINGS BANK	228000
OK		Full Service	231402	RANGELEY BRANCH	2573 MAIN STREET	RANGELEY	ME	04970	FRANKLIN	UNITED STATES	249651		3	FRANKLIN SAVINGS BANK	228000
OK		Full Service	227900	RUMFORD OFFICE	155 CONGRESS STREET	RUMFORD	ME	04276	OXFORD	UNITED STATES	249649		1	FRANKLIN SAVINGS BANK	228000
OK		Full Service	230209	SKOWHEGAN BRANCH	194 MADISON AVENUE	SKOWHEGAN	ME	04976	SOMERSET	UNITED STATES	249653		5	FRANKLIN SAVINGS BANK	228000
OK		Full Service	233901	WILTON BRANCH	1603 MAIN STREET	WILTON	ME	04294	FRANKLIN	UNITED STATES	249654		6	FRANKLIN SAVINGS BANK	228000

**FORM FR Y-6**

**FSB Bancorp, INC  
Farmington, Maine  
December 31, 2015**

**Report Item 4: Insiders**

(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 Co	(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 Other Businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies (includes partnerships if 25% or more of voting securities are held)
Peter L. Jenkins Farmington, ME USA	N/A	President & Chief Executive Officer, Director	President & Chief Executive Officer, Director (FSB Bancorp, INC) (Franklin Savings Bank)	N/A	None	None	N/A
Shelley Deane Farmington, ME USA	N/A		Executive Vice President Human Resources & Administration (Franklin Savings Bank)	N/A	None	None	N/A
Timothy J. Thompson Farmington, ME USA	N/A	CFO	Executive Vice President COO (Franklin Savings Bank)	N/A	None	None	N/A
Gary M. Downs Farmington, ME USA	Retired President of Franklin Savings Bank	Director & Chairperson		N/A	None	None	N/A
William J. Bernard Farmington, ME USA	Accounting Services	Director & Vice Chairperson	Director & Chairperson (FSB Bancorp, INC) (Franklin Savings Bank)	Owner William J. Bernard, Accountant Farmington, ME	None	None	N/A
Mary Ellen Carpenter Skownegan, ME USA	Former Hair Salon Owner	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	N/A	None	None	N/A
Richard M. Walker Farmington, ME USA	Accountant	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	Owner Richard M. Walker, Accountant Rangeley, ME	None	None	N/A
James M. Witt, IV Farmington, ME USA	Registered Pharmacist	Director	Director (FSB Bancorp, INC)	Staff Pharmacist Variety Drug & Mt. Blue Drug	None	None	N/A

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**FSB Bancorp, INC**  
**Farmington, Maine**  
**December 31, 2015**

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(Franklin Savings Bank)							
Michael A. Luciano Jay, ME USA	Director of Human Resources	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	Director of Human Resources Madison Paper Industries Madison, ME	None	None	N/A
Richard H. Smith New Sharon, ME USA	Forestry Manager	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	Forestry Manager Timber Resource Group LLC Farmington, ME	None	None	N/A
Bradford S. Adley Rumford, ME USA	Automobile Sales & Service Owner	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	Owner Adley Auto Sales/Service Inc Rumford, ME	None	None	N/A



FORM FR Y-6

FSB Bancorp, MHC  
Farmington, Maine  
December 31, 2015

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Peter L. Judkins Farmington, ME USA	N/A	President & Chief Executive Officer, Director	President & Chief Executive Officer, Director (FSB Bancorp, INC) (Franklin Savings Bank)	N/A	None	None	N/A
Shelley Deana Farmington, ME USA	N/A		Executive Vice President Human Resources & Administration (Franklin Savings Bank)	N/A	None	None	N/A
Timothy J. Thompson Farmington, ME USA	N/A	CFO	Executive Vice President COO (Franklin Savings Bank)	N/A	None	None	N/A
Gary M. Downs Farmington, ME USA	Retired President of Franklin Savings Bank	Director & Chairperson		N/A	None	None	N/A
William J. Bernard Farmington, ME USA	Accounting Services	Director & Vice Chairperson	Director & Chairperson (FSB Bancorp, INC) (Franklin Savings Bank)	Owner William J. Bernard, Accountant Farmington, ME	None	None	N/A
Many Ellen Carpenter Skowhegan, ME USA	Former Hair Salon Owner	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	N/A	None	None	N/A
Richard M. Walker Farmington, ME USA	Accountant	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	Owner Richard M. Walker, Accountant Rangeley, ME	None	None	N/A
James M. Witt, IV Farmington, ME USA	Registered Pharmacist	Director	Director (FSB Bancorp, INC)	Staff Pharmacist Variety Drug & Mt. Blue Drug	None	None	N/A

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**Farmington, Maine**  
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Michael A. Ludiano Jay, ME USA	Director of Human Resources	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	Director of Human Resources Madison Paper Industries Madison, ME	None	None	N/A
Richard H. Smith New Sharon, ME USA	Forestry Manager	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	Forestry Manager Timber Resource Group LLC Farmington, ME	None	None	N/A
Bradford S. Adley Rumford, ME USA	Automobile Sales & Service Owner	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	Owner Adley Auto Sales/Service Inc Rumford, ME	None	None	N/A