

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)

I, **Andrew Silsby**

Name of the Holding Company Director and Official

**Director and Clerk**

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.

Reporter's Name, Street, and Mailing Address

**Kennebec Savings, MHC**

Legal Title of Holding Company

**PO Box 50**

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

**Augusta**

**ME**

**04332-0050**

City

State

Zip Code

**150 State Street, Augusta, ME 04330**

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

**Heather Knowles**

**Controller**

Name

Title

**207-622-5801 1185**

Area Code / Phone Number / Extension

**207-430-4530**

Area Code / FAX Number

**hknowles@kennebecsavings.com**

E-mail Address

Signature of Holding Company Director and Official

*[Signature]*  
**3/29/16**

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. \_\_\_\_\_

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:

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.

Kennebec Savings, Inc ✓

Legal Title of Subsidiary Holding Company

PO Box 50

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

Augusta ME 04332-0050

City State Zip Code

150 State Street, Augusta, ME 04330

Physical Location (if different from mailing address)

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)

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)

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)

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)

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)

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)

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)

Form FR Y-6

Kennebec Savings, MHC

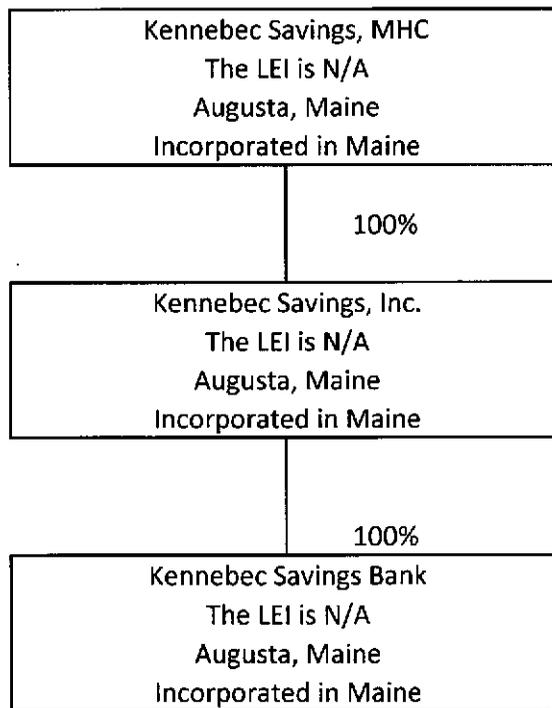
Augusta, Maine

Fiscal Year Ending December 31, 2015

Report Item

1: The mutual holding company prepares an annual report for its members and is not registered with the SEC. As specified by the responsible Reserve Bank, 1 copy is enclosed.

2a: Organizational Chart



Form FR Y-6  
 Kennebec Savings, MHC  
 Fiscal Year Ending December 31, 2015

**Report Item 3: Securities holders**  
 (1)(a)(b)(c) and (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 12/31/2015			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 12/31/2015		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
N/A					

**Form FR Y-6**  
**Kennebec Savings, Inc.**  
**Fiscal Year Ending December 31, 2015**

**Report Item 3: Securities holders**  
**(1)(a)(b)(c) and (2)(a)(b)(c)**

<p>Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2015</p>	<p>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 12/31/2015</p>
--	---

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
---	--	--	---	--	--

Kennebec Savings, MHC Augusta, ME, USA	USA	100 - 100% Common Stock			
---	-----	-------------------------	--	--	--

**Form FR Y-6**  
**Kennebec Savings, MHC**  
**Fiscal Year Ending December 31, 2015**

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 Holding Company	(3)(a) Title & Position with 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 Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(a)(b)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list of names of companies and percentage of voting securities held)
Richard D. O'Connor Augusta, ME USA	N/A	Director & Chairman	Director & Chairman (Kennebec Savings, Inc.)	N/A			
William W. Sprague, Jr. Augusta, ME USA	Real Estate Agent	Director & Vice Chairman	Director & Vice Chairman (Kennebec Savings, Inc.)	Real Estate Agent Sprague & Curtis Real Estate			
Andrew E. Slishy Augusta, ME USA	President & Chief Executive Officer	Director & Clerk	Director & Clerk (Kennebec Savings, Inc.)	President & Chief Executive Officer Kennebec Savings Bank Augusta, ME			
Debra A. Getchell Augusta, ME USA	Chief Financial Officer & Treasurer	Director	Director (Kennebec Savings, Inc.)	Chief Financial Officer & Treasurer Kennebec Savings Bank Augusta, ME			
Craig J. Garofalo Augusta, ME USA	Chief Operating Officer	Director	Director (Kennebec Savings, Inc.)	Chief Operating Officer Kennebec Savings Bank Augusta, ME			

**Form FR Y-6**  
**Kennebec Savings, Inc.**  
**Fiscal Year Ending December 31, 2015**

**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 Holding Company	(3)(a) Title & Position with 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 Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(a)(b)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list of names of companies and percentage of voting securities held)
Richard D. O'Connor Augusta, ME USA	N/A	Director & Chairman	Director & Chairman (Kennebec Savings Bank)	N/A			
William W. Sprague, Jr. Augusta, ME USA	Real Estate Agent	Director & Vice Chairman	Director & Vice Chairman (Kennebec Savings Bank)	Real Estate Agent Sprague & Curtis Real Estate			
Andrew E. Sitsby Augusta, ME USA	President & Chief Executive Officer	Director & Clerk	Director & Clerk (Kennebec Savings Bank)	President & Chief Executive Officer Kennebec Savings Bank Augusta, ME			
Debra A. Getchell Augusta, ME USA	Chief Financial Officer & Treasurer	Chief Financial Officer & Treasurer	Chief Financial Officer & Treasurer (Kennebec Savings Bank)	Chief Financial Officer & Treasurer Kennebec Savings Bank Augusta, ME			
Craig J. Garofalo Augusta, ME USA	Chief Operating Officer	Chief Operations Officer	Chief Operations Officer (Kennebec Savings Bank)	Chief Operating Officer Kennebec Savings Bank Augusta, ME			

**Results:** A list of branches for your depository institution: **KENNEBEC SAVINGS BANK (ID\_RSSD: 583905)**.  
 This depository institution is held by **KENNEBEC SAVINGS, MHC (4657121) of AUGUSTA, ME**.  
 The data are as of **12/31/2015**. 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)	583905	KENNEBEC SAVINGS BANK	150 STATE STREET	AUGUSTA	ME	04330	KENNEBEC	UNITED STATES	11836	0	KENNEBEC SAVINGS BANK	583905	
OK		Full Service	4456829	FARMINGDALE BRANCH	1 NORTHERN AVENUE	FARMINGDALE	ME	04344	KENNEBEC	UNITED STATES	535374	5	KENNEBEC SAVINGS BANK	583905	
OK		Limited Service	4456838	GRANITE HILL ESTATES BRANCH	60 BALSAM DRIVE	HALLOWELL	ME	04347	KENNEBEC	UNITED STATES	358192	3	KENNEBEC SAVINGS BANK	583905	
OK		Full Service	192875	WATERVILLE MAIN BRANCH	226 MAIN STREET	WATERVILLE	ME	04901	KENNEBEC	UNITED STATES	41434	2	KENNEBEC SAVINGS BANK	583905	
OK		Full Service	1990229	WINTHROP BRANCH	20 MAIN ST	WINTHROP	ME	04364	KENNEBEC	UNITED STATES	243108	1	KENNEBEC SAVINGS BANK	583905	

RSSD Tiering for:  
 KENNEBEC SAVINGS, MHC  
 Structure as of 20151231 and going downward

Seq Num	ID RSSD	Legal Name	Adtl City	State/Country	State/Country Inc	Dist FRS	ARDF	Ent Type	Actv Code	Basis of Relationship	PCT
0001	4657121	KENNEBEC SAVINGS, MHC	AUGUSTA	MAINE	MAINE	1	1	BHC	551111	Vig Enty	100
0002	4657130	KENNEBEC SAVINGS, INC	AUGUSTA	MAINE	MAINE	1	1	BHC	551111	Vig Enty	100
0003	583905	KENNEBEC SAVINGS BANK	AUGUSTA	MAINE		1	1	SSB	52211	Vig Enty	100
0004	4456829	FARMINGDALE BRANCH	FARMINGDALE	MAINE		1	0	DBR	0		
0005	4456838	GRANITE HILL ESTATES BRANCH	HALLOWELL	MAINE		1	0	DBR	0		
0006	192875	WATERVILLE MAIN BRANCH	WATERVILLE	MAINE		1	0	DBR	0		
0007	1990229	WINTHROP BRANCH	WINTHROP	MAINE		1	0	DBR	0		
<b>Total Number of Entities in the tree</b>						<b>7</b>					
<b>Total Number of Unique Entities in the tree</b>						<b>7</b>					

**Tier Selection Criteria**

RSSD Tiering for  
 As of Date 4657121 KENNEBEC SAVINGS, MHC  
 Direction 20151231  
 Selection Rule Down  
 Branches - Domestic Institutions All Entities  
 Branches - Foreign Institutions All Branches

**Explanatory Notes**

**Entity Type**  
 BHC BANK HOLDING COMPANY  
 DBR DOMESTIC BRANCH OF A DOMESTIC BANK  
 SSB STATE SAVINGS BANK

**Primary Activity Code**  
 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 Adtl 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.