

MAY 05 2016

Board of Governors of the Federal Reserve System

Supervision, Regulation and
Credit Department



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, Stephen R. Theroux
Name of the Holding Company Director and Official
Vice Chairman
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.

Stephen R. Theroux
Signature of Holding Company Director and Official
03/28/2016
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 3575750
C.I. _____

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
Lake Sunapee Bank Group
Legal Title of Holding Company
PO Box 9
(Mailing Address of the Holding Company) Street / P.O. Box
Newport NH 03773
City State Zip Code
9 Main Street
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Martha A. McLeod Dir. of Financial Reporting
Name Title
603-865-6087
Area Code / Phone Number / Extension
603-865-9857
Area Code / FAX Number
mmcleod@lakesunbank.com
E-mail Address
www.lakesunapeebankgroup.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:
 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

ff 5/3/16

Item 1 – Annual Report to Shareholders

Lake Sunapee Bank Group is registered with the SEC and files a 10-K which was submitted along with FDICIA 112 report of management to the FRB.

Item 2(a) – Organizational Chart

Attached

Item 2(b) – Domestic Branch Listing

Attached

Item 3 – Securities Holders

This item is not applicable, as Lake Sunapee Bank Group does not have any security holders, of record, that directly or indirectly own, control or hold with power to vote, 5% or more of any class of voting securities

Item 4 – Insiders

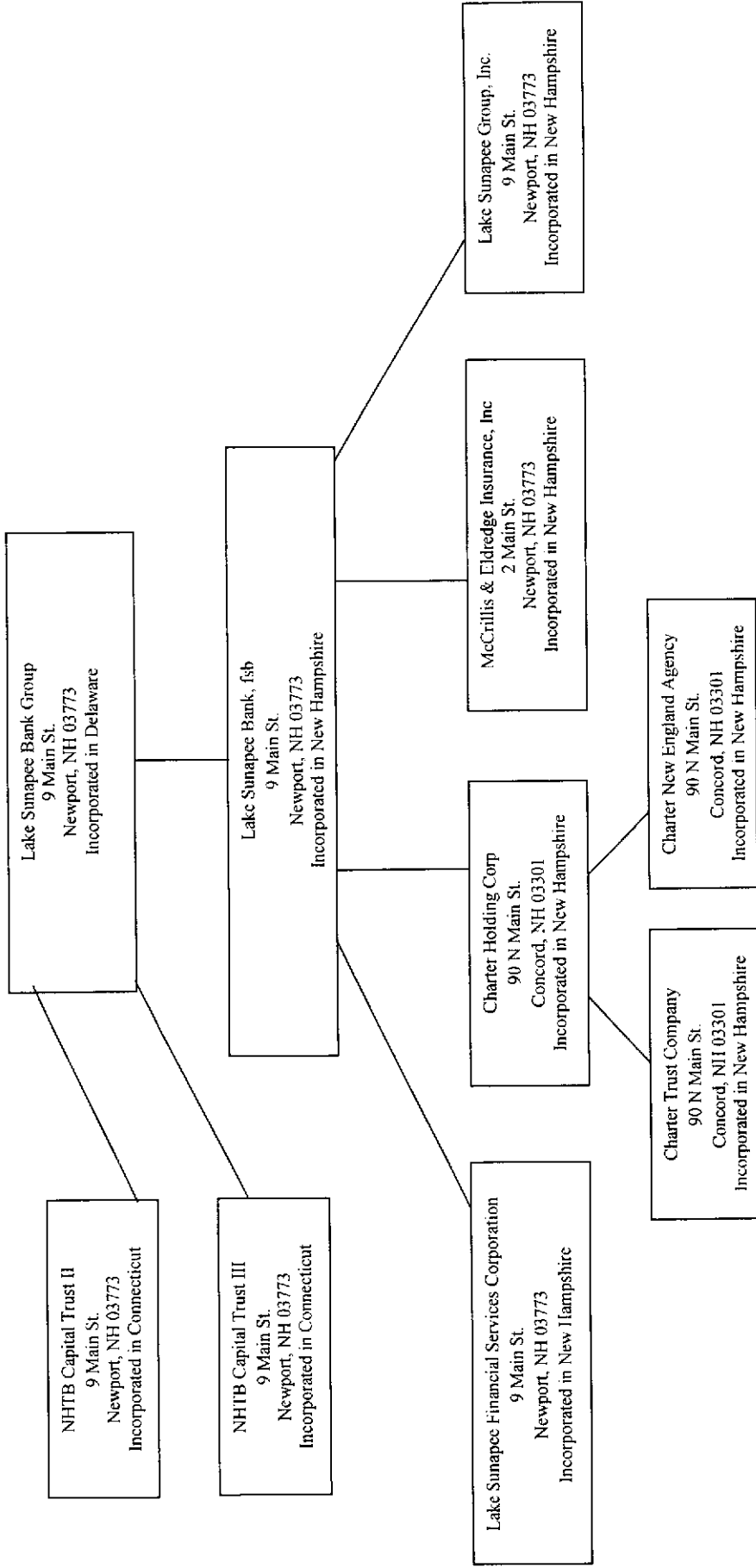
Attached

Lake Sunapee Bank Group

LEI: N/A

2a. Corporate Organizational Chart

Note: All Subsidiaries are 100% owned



Results: A list of branches for your depository institution: LAKE SUNAPEE BANK, FSB (ID: RSSD: 91101). This depository institution is held by LAKE SUNAPEE BANK GROUP (3375750) of NEWPORT, NH. 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)	4150248	LAKE SUNAPEE BANK, FSB	9 MAIN STREET, BOX 29	NEWPORT	NH	03773	SULLIVAN	UNITED STATES		0	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	4150248	ANDOVER BRANCH	7 LAWRENCE ST	ANDOVER	NH	03216	MERRIMACK	UNITED STATES	495808	131	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	583101	BRADFORD BRANCH	115 EAST MAIN STREET	BRADFORD	NH	03221	MERRIMACK	UNITED STATES	243550	103	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	4150220	CLAREMONT BRANCH	345 WASHINGTON STREET	CLAREMONT	NH	03743	SULLIVAN	UNITED STATES	495811	133	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	4150926	EMFIELD BRANCH	468 US ROUTE 4	EMFIELD	NH	03748	GRAFTON	UNITED STATES	495810	104	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	338301	GRANTHAM BRANCH	165 ROUTE 10 N	GRANTHAM	NH	03753	SULLIVAN	UNITED STATES	243552	106	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	3595628	HANDOVER BRANCH	68 SOUTH MAIN STREET	HANDOVER	NH	03755	SULLIVAN	UNITED STATES	495813	109	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	4150239	HILLSBOROUGH BRANCH	15 ANTRIM RD	HILLSBOROUGH	NH	03244	HILLSBOROUGH	UNITED STATES	286311	111	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	1845123	HANDOVER STORE BRANCH	106 HANOVER STREET	LEBANON	NH	03766	GRAFTON	UNITED STATES	46927	111	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	4150944	LEBANON HEATER ROAD BRANCH	700 HEATER ROAD	LEBANON	NH	03766	GRAFTON	UNITED STATES	286308	106	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	3549715	MILFORD BRANCH	32 ELDI STREET	MILFORD	NH	03855	HILLSBOROUGH	UNITED STATES	495812	135	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	4613444	DANIEL WEBSTER HIGHWAY BRANCH	115 DANIEL WEBSTER HIGHWAY	NASHUA	NH	03060	HILLSBOROUGH	UNITED STATES	Not Required	Not Required	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	3637993	NASHUA BRANCH	188 MAIN STREET	NASHUA	NH	03060	HILLSBOROUGH	UNITED STATES	459464	138	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	4150328	NEW LONDON MAIN STREET BRANCH	321 MAIN STREET	NEW LONDON	NH	03257	MERRIMACK	UNITED STATES	11796	113	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	4150387	NEW LONDON NEWPORT ROAD BRANCH	116 NEWPORT ROAD	NEW LONDON	NH	03257	MERRIMACK	UNITED STATES	286307	102	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	976 ROUTE 103	NEWBURY BRANCH	976 ROUTE 103	NEWBURY	NH	03255	MERRIMACK	UNITED STATES	243012	115	LAKE SUNAPEE BANK, FSB	91101	
OK		Limited Service	4502200	GUILD DRIVE UP BRANCH	300 SUNAPEE STREET	NEWPORT	NH	03773	SULLIVAN	UNITED STATES	Not Required	Not Required	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	4150181	PETERBOROUGH BRANCH	2 MAIN STREET	PETERBOROUGH	NH	03458	HILLSBOROUGH	UNITED STATES	495809	133	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	90609	SUNAPEE BRANCH	565 ROUTE 11	SUNAPEE	NH	03782	SULLIVAN	UNITED STATES	243549	101	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	4174695	WEST LEBANON BRANCH	83 MAIN STREET	WEST LEBANON	NH	03784	GRAFTON	UNITED STATES	286312	110	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	2726951	FRANKLIN STREET BRANUN BRANCH	1340 FRANKLIN STR	BRANDON	VT	05733	RUTLAND	UNITED STATES	495814	137	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	261904	PARK STREET BRANUN BRANCH	7 PARK STREET	BRANDON	VT	05733	RUTLAND	UNITED STATES	4230	121	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	2245805	PITTSFORD BRANCH	ROUTE 7 & DEPOT HILL ROAD, ROUTE 7	PITTSFORD	VT	05763	RUTLAND	UNITED STATES	209135	123	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	3488391	QUECHEE BRANCH	6931 US RT	QUECHEE	VT	05059	WINDSOR	UNITED STATES	453584	146	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	2619977	JUSTIN MORGAN PLAZA BRANCH	189 VT ROUTE 12 SOUTH	RANDOLPH	VT	05080	ORANGE	UNITED STATES	209252	143	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	521608	RANDOLPH MAIN OFFICE	21 N MAIN STREET	RANDOLPH	VT	05080	ORANGE	UNITED STATES	4743	139	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	38804	ROCHESTER BRANCH	85 NORTH MAIN STREET	ROCHESTER	VT	05767	WINDSOR	UNITED STATES	209247	140	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	396601	BETHEL BRANCH	158 VT HIGHWAY 107	ROCHESTER	VT	05032	WINDSOR	UNITED STATES	209250	147	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	3449561	WOODSTOCK AVENUE BRANCH	100 WOODSTOCK AVENUE	RUTLAND	VT	05701	RUTLAND	UNITED STATES	451977	128	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	582207	SOUTH RUTLAND BRANCH	52 HAIROAD STREET	SOUTH RUTLAND	VT	05688	WINDSOR	UNITED STATES	209248	141	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	3791779	WEST RUTLAND BRANCH	484 MAIN STREET	WEST RUTLAND	VT	05777	RUTLAND	UNITED STATES	450935	125	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	289609	WILLIAMS TOWN OFFICE	29 ME THODISI LANE	WILLIAMSTOWN	VT	05777	ORANGE	UNITED STATES	431481	145	LAKE SUNAPEE BANK, FSB	91101	
OK		Full Service	1413139	FIRST COMMUNITY MAIN OFFICE	ONE BOND STREET	WOODSTOCK	VT	05091	WINDSOR	UNITED STATES	451590	126	LAKE SUNAPEE BANK, FSB	91101	
OK		Limited Service	3671853	WEST WOODSTOCK DRIVE UP BRANCH	906 W WOODSTOCK RD	WOODSTOCK	VT	05091	WINDSOR	UNITED STATES	364160	127	LAKE SUNAPEE BANK, FSB	91101	

Lake Sunapee Bank Group
12/31/2015
Y-6 Item 4(a)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title or 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	(4)(c) List names of other companies if 25% or more of voting securities are held
Stephen J. Frasca, Nashua, NH, USA	Frasca & Frasca, P.A. - Partner	Director	Director- Lake Sunapee Bank, fsb	N/A	0.60%	N/A	N/A
Peter R. Lovely, Newport, NH, USA	N/A	Director	Director- Lake Sunapee Bank, fsb; Director - Charter Trust Company	Chairman - Stable Companies, Board of Trustees of River University and Hesser College.	0.91%	N/A	N/A
John P. Siabile II, Nashua, NH, USA	Stabile Companies- Chairman	Director	Director- Lake Sunapee Bank, fsb Vice Chairman, President and Chief Executive Officer - Lake Sunapee Bank; Director - Charter Trust Company	Director- Federal Home Loan Bank- Boston	0.08%	N/A	N/A
Stephen R. Theroux, New London, NH, USA	N/A	Vice Chairman, President and Chief Executive Officer			1.35%	N/A	N/A
Joseph B. Willey, Etna, NH, USA	N/A	Director	Director- Lake Sunapee Bank, fsb	N/A	1.19%	N/A	N/A
Leonard R. Cashman, Grantham, NH, USA	N/A	Director	Director- Lake Sunapee Bank, fsb	N/A	0.48%	N/A	N/A
Stephen W. Insign, New London, NH, USA	N/A	Director, Executive Chairman	Director, Executive Chairman- Lake Sunapee Bank, fsb; Director - Charter Trust Company	Director- Concord General Group	1.95%	N/A	N/A
Catherine A. Feeney, Newbury, NH, USA	Adjunct Professor at Vermont Law School	Director	Director- Lake Sunapee Bank, fsb	Director and Nominating Committee member - private organization	0.06%	N/A	N/A
William C. Horn, New London, NH, USA	N/A	Director	Director- Lake Sunapee Bank, fsb; Director - Charter Trust Company		0.20%	N/A	N/A
Jack H. Nelson, Hanover, NH, USA	N/A	Director	Director- Lake Sunapee Bank, fsb	N/A	0.20%	N/A	N/A
Steven H. Dimick, Randolph, VT USA	N/A	Director	Director- Lake Sunapee Bank, fsb	N/A	0.07%	N/A	N/A
Laura Jacobi, Springfield, NH, USA	N/A	Executive Vice President and Chief Financial Officer	Executive Vice President, Chief Financial Officer- Lake Sunapee Bank, fsb	N/A	0.10%	N/A	N/A
William J. Melver, Warner, NH, USA	N/A	Executive Vice President and Chief Operating Officer	Executive Vice President and Chief Operating Officer- Lake Sunapee Bank, fsb	N/A	0.24%	N/A	N/A