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Annual Report of Holding Companies—FR Y-6

Supervision, Regulation and
Credit Department

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

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

I, **Donald E. Reynolds**

Name of the Holding Company Director and Official

Executive Vice President, 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.

Reporter's Name, Street, and Mailing Address

Machias Bancorp, MHC

Legal Title of Holding Company

PO Box 318

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

Machias ME 04654

City State Zip Code

4 Center Street, Machias, ME 04654

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Tara Bartko VP, Controller

Name Title

207-255-9211

Area Code / Phone Number / Extension

207-255-6049

Area Code / FAX Number

tbartko@machiassavings.com

E-mail Address

Donald E. Reynolds

Signature of Holding Company Director and Official

03/28/2016

Date of Signature

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

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 **2728577**

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.

Machias Bancorp, Inc.
Legal Title of Subsidiary Holding Company

PO Box 318
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Machias ME 04654 ✓
City State Zip Code

4 Center Street, Machias, ME 04654
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

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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

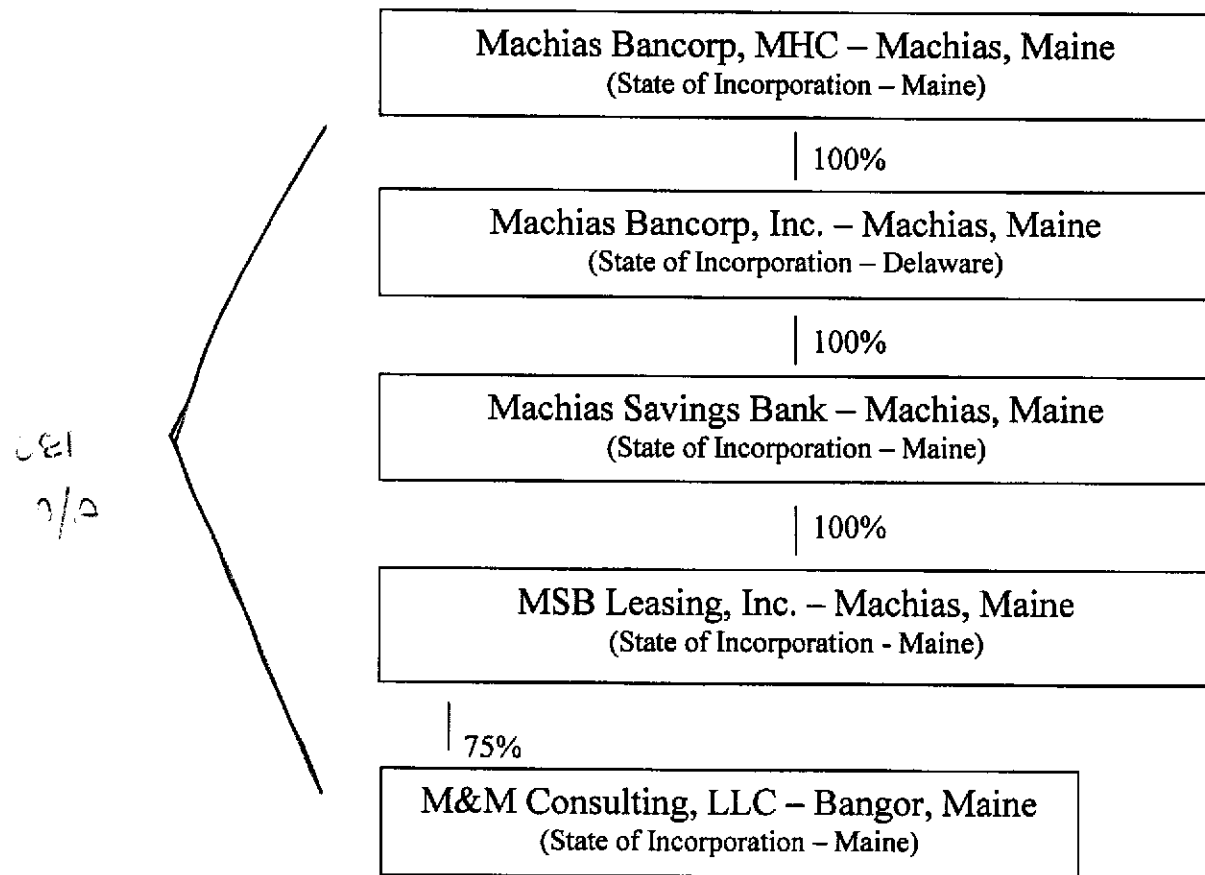
Physical Location (if different from mailing address)

Form FR Y-6
Machias Bancorp, MHC
Machias, Maine
For the Year Ending December 31, 2015

Report Item

1: The bank holding company is not registered with the SEC.

2a: Organizational Chart



Jay Friedland of Brunswick, Maine is the managing member of M&M Consulting, LLC and owns 25% of the company.

2b: Domestic branch listing report emailed to FRB contact 3/28/16.

Results: A list of branches for your depository institution: MACHIAS SAVINGS BANK (ID: RSSD 137705). This depository institution is held by MACHIAS BANCORP. MHC (2728577) of MACHIAS, ME. The data are as of 1/31/2015. Data reflects information that was received and processed through 01/04/2016.

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 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://y10online.federalreserve.gov>.

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

Data Action	Effective Date	Branch ID	RSSD*	Branch Name	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNIFORM*	Office Number*	Head Office	Head Office ID	RSSD*	Comments	
OK		137205		MACHIAS SAVINGS BANK		4 CENTER STREET	MACHIAS	ME	04854	WASHINGTON	UNITED STATES	13331		0	MACHIAS SAVINGS BANK		137205	
OK		1215952		BAILEYVILLE BRANCH		667 HOULTON ROAD SUITE 6	BAILEYVILLE	ME	04824	WASHINGTON	UNITED STATES	248712		3	MACHIAS SAVINGS BANK		137205	
OK		3175274		BANGOR BRANCH		1126 HAMMOND STREET	BANGOR	ME	04401	PENOBSCOT	UNITED STATES	432906		11	MACHIAS SAVINGS BANK		137205	
OK		409201		BAR HARBOR BRANCH		96 COTTAGE STREET	BAR HARBOR	ME	04829	HANCOCK	UNITED STATES	228462		8	MACHIAS SAVINGS BANK		137205	
OK		4413701		BREWER BRANCH		581 WILSON STREET	BREWER	ME	04811	PENOBSCOT	UNITED STATES	520818		10	MACHIAS SAVINGS BANK		137205	
OK		269403		CALAIS BRANCH		210 NORTH STREET	CALAIS	ME	04819	WASHINGTON	UNITED STATES	248710		3	MACHIAS SAVINGS BANK		137205	
OK		1453498		CARIBOU BANKING CENTER BRANCH		142 BERNETT DRIVE	CARIBOU	ME	04736	ARROOSTOOK	UNITED STATES	289089		36	MACHIAS SAVINGS BANK		137205	
OK		355102		COLUMBIA BRANCH		357 US HIGHWAY 1	COLUMBIA	ME	04623-974	WASHINGTON	UNITED STATES	248711		2	MACHIAS SAVINGS BANK		137205	
OK		3775813		DANFORTH BRANCH		38 DEPOT STREET	DANFORTH	ME	04624	WASHINGTON	UNITED STATES	334434		9	MACHIAS SAVINGS BANK		137205	
OK		1215360		ELLSWORTH BRANCH		93 HIGH STREET	ELLSWORTH	ME	04605	HANCOCK	UNITED STATES	248713		4	MACHIAS SAVINGS BANK		137205	
OK		3775765		MILL MALL BRANCH		248 STATE STREET	ELLSWORTH	ME	04605	HANCOCK	UNITED STATES	467930		12	MACHIAS SAVINGS BANK		137205	
OK		109800		HOULTON BRANCH		128 NORTH STREET	HOULTON	ME	04730	ARROOSTOOK	UNITED STATES	248715		7	MACHIAS SAVINGS BANK		137205	
OK		2001446		LINCOLN BANKING CENTER BRANCH		15 PENOBSCOT VALLEY AVENUE	LINCOLN	ME	04857-008	PENOBSCOT	UNITED STATES	289090		17	MACHIAS SAVINGS BANK		137205	
OK		3775792		LINCOLN BRANCH		29 MAIN STREET	LINCOLN	ME	04457	PENOBSCOT	UNITED STATES	362960		10	MACHIAS SAVINGS BANK		137205	
OK		4874216		PORTLAND BRANCH		2 UNION STREET, SUITE 301	PORTLAND	ME	04101	CLIMBERLAND	UNITED STATES	Not Required		Not Required			137205	
OK		1448636		PRESQUE ISLE BANKING CENTER BRANCH		9 DYER ST	PRESQUE ISLE	ME	04769	ARROOSTOOK	UNITED STATES	46116		15	MACHIAS SAVINGS BANK		137205	
OK		521701		PRINCETON BRANCH		117 MAIN STREET	PRINCETON	ME	04668	WASHINGTON	UNITED STATES	248714		5	MACHIAS SAVINGS BANK		137205	
OK		2945709		ROCKLAND BRANCH		229 CAMDEN STREET, SUITE 32	ROCKLAND	ME	04841	SIOW	UNITED STATES	278299		13	MACHIAS SAVINGS BANK		137205	

Form FR Y-6
MACHIAS BANCORP, INC.
Fiscal Year Ending December 31, 2015

Report Item 3: Securities holders

(1) (a) (b) (c) (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	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(12)(c) Number and Percentage of Each Class of Voting Securities
(1)(b) Country of Citizenship or Incorporation Machias Bancorp, MHC Machias, ME	(1)(c) Number and Percentage of Each Class of Voting Securities 100% Common Stock	(1)(a) Country of Citizenship or Incorporation USA	None

Form FR Y-6
MACHIAS BANCORP, 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 Company	(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 companies and percentage of voting securities held)
Edward L. Hennessey, Jr. Northfield, ME, USA	N/A	Director/Chairman	Director (Machias Savings Bank) Director/Vice President (MSB Leasing, Inc.)	N/A	N/A	N/A	N/A
Lawrence L. Barker East Machias, ME, USA	N/A	President/Director	President, CEO/Director (Machias Savings Bank) Director/Vice President (MSB Leasing, Inc.)	Member of MLA LLC, Inn Machias LLC, and Machias Inn Realty LLC			
Gregory R. Coffin Marshfield, ME, USA	Retired	Director	Director (Machias Savings Bank, MSB Leasing, Inc.)	Retired Pres., Coffin Hardware, Inc. Machias, ME	N/A	N/A	N/A
Donald A. Foster Holden, ME, USA	Retired	Director	Director (Machias Savings Bank, MSB Leasing, Inc.)	President, Evergreen Solutions	N/A	N/A	N/A

Form FR Y-6
MACHIAS BANCORP, 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)(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)
Robert W. Foster Hampden, ME, USA	Petroleum Distributor	Director	Director (Machias Savings Bank, MSB Leasing, Inc.)	RH Foster Energy, President	N/A	N/A	N/A
Thomas A. Michaud Northfield, ME, USA	Self-Employed Lobster Fisherman	Director	Director (Machias Savings Bank, MSB Leasing, Inc.)	N/A	N/A	N/A	N/A
Brent K. Hartley Herman, ME, USA	CFO	Director	Director (Machias Savings Bank, MSB Leasing, Inc.)	Sargent Corporation, CFO	N/A	N/A	N/A
Donald E. Reynolds Machias, ME, USA	N/A	Executive Vice President/Director	Executive Vice President/Director (Machias Savings Bank) President/Director (MSB Leasing, Inc.)	N/A	N/A	N/A	N/A
J. Scott Whitney Jonesboro, ME, USA	N/A	Senior Vice President	Senior Vice President (Machias Bancorp, Inc., Machias Saving Bank)	N/A	N/A	N/A	N/A

Form FR Y-6
MACHIAS BANCORP, 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)(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)
LuAnn Ballesteros Glenburn, ME, USA	Director of Gov't Relations	Director	Director (Machias Savings Bank, MSB Leasing, Inc.)	Jackson Laboratory, Director of Gov't Relations	N/A	N/A	N/A
Zachary Means Bangor, ME, USA	Finance, Investments	Director	Director (Machias Savings Bank, MSB Leasing, Inc.)	Means Wealth Management, Owner, Financial Advisor	N/A	N/A	N/A

Form FR Y-6
MACHIAS BANCORP, MHC
 Fiscal Year Ending December 31, 2015

Report Item 3: Securities holders

(1) (a) (b) (c) (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	(2)(a) Name & Address (City, State, Country)
(1)(b) Country of Citizenship or Incorporation	(2)(b) Country of Citizenship or Incorporation
(1)(c) Number and Percentage of Each Class of Voting Securities	(12)(c) Number and Percentage of Each Class of Voting Securities
None	None

Form FR Y-6
MACHIAS BANCORP, 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)(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)
Edward L. Hennessey, Jr. Northfield, ME, USA	N/A	Director/Chairman	Director (Machias Bancorp, Inc., Machias Savings Bank) Director/Vice President (MSB Leasing, Inc.)	N/A	N/A	N/A	N/A
Lawrence L. Barker East Machias, ME, USA	N/A	President/Director	President/Director (Machias Bancorp Inc., Machias Savings Bank) Director/Vice President (MSB Leasing, Inc.)	Member of MLA LLC, ML Properties LLC, Inn Machias LLC, and Machias Inn Realty LLC			
Gregory R. Coffin Marshfield, ME, USA	Retired	Director	Director (Machias Bancorp, Inc., Machias Savings Bank, MSB Leasing, Inc.)	Retired Pres., Coffin Hardware, Inc. Machias, ME	N/A	N/A	N/A
Donald A. Foster Holden, ME, USA	Retired	Director	Director (Machias Bancorp, Inc., Machias Savings Bank, MSB Leasing, Inc.)	President, Evergreen Solutions	N/A	N/A	N/A

Form FR Y-6
MACHIAS BANCORP, 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 Company	(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 companies and percentage of voting securities held)
Robert W. Foster Hampden, ME, USA	Petroleum Distributor	Director	Director (Machias Bancorp, Inc., Machias Savings Bank, MSB Leasing, Inc.)	RH Foster Energy, President	N/A	N/A	N/A
Thomas A. Michaud Northfield, ME, USA	Self-employed Lobster Fisherman	Director	Director (Machias Bancorp, Inc., Machias Savings Bank, MSB Leasing, Inc.)	N/A	N/A	N/A	N/A
Brent K. Hartley Herman, ME, USA	CFO	Director	Director (Machias Bancorp, Inc., Machias Savings Bank, MSB Leasing, Inc.)	Sargent Corporation, CFO	N/A	N/A	N/A
Donald E. Reynolds Machias, ME, USA	N/A	Executive Vice President/Director	Executive Vice President/Director (Machias Bancorp, Inc., Machias Savings Bank) President/Director (MSB Leasing, Inc.)	N/A	N/A	N/A	N/A

Form FR Y-6
MACHIAS BANCORP, 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 Company	(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 companies and percentage of voting securities held)
J. Scott Whitney Jonesboro, ME, USA	N/A	Senior Vice President	Senior Vice President (Machias Bancorp, Inc., Machias Saving Bank)	N/A	N/A	N/A	N/A
LuAnn Ballesteros Glenburn, ME, USA	Director of Gov't Relations	Director	Director (Machias Bancorp, Inc., Machias Savings Bank, MSB Leasing, Inc.)	Jackson Laboratory, Director of Gov't Relations	N/A	N/A	N/A
Zachary Means Bangor, ME, USA	Finance, Investments	Director	Director (Machias Bancorp, Inc., Machias Savings Bank, MSB Leasing, Inc.)	Means Wealth Management, Owner, Financial Advisor	N/A	N/A	N/A