

FEB 05 2016

FR Y-6
OMB Number 7100-0297
Approval expires September 30, 2018
Page 1 of 2

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.

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, Kenneth Wilman, Jr.

Name of the Holding Company Director and Official
President

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
01/28/2016

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 3846 496
C.I. _____

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.

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

January 28, 2016

Month / Day / Year

n/a

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

Reporter's Name, Street, and Mailing Address

Profile Bancorp MHC

Legal Title of Holding Company

PO Box 1808

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

Rochester

NH

03866

City

State

Zip Code

45 Wakefield Street

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Kevin Miller

CFO & EVP

Name

Title

6033322610 124

Area Code / Phone Number / Extension

6033322519

Area Code / FAX Number

kevin.miller@profilebank.com

E-mail Address

profilebank.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

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.

Profile Bancorp Inc.

Legal Title of Subsidiary Holding Company

PO Box 1808

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

Rochester NH 03866
City State Zip Code

45 Wakefield Street

Physical Location (if different from mailing address)

n/a

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)

n/a

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)

n/a

Legal Title of Subsidiary Holding Company

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City State Zip Code

Physical Location (if different from mailing address)

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City State Zip Code

Physical Location (if different from mailing address)

n/a

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City State Zip Code

Physical Location (if different from mailing address)

n/a

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)

n/a

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)

Profile Bancorp, MHC (04661)

Profile Bancorp Inc. (04662)

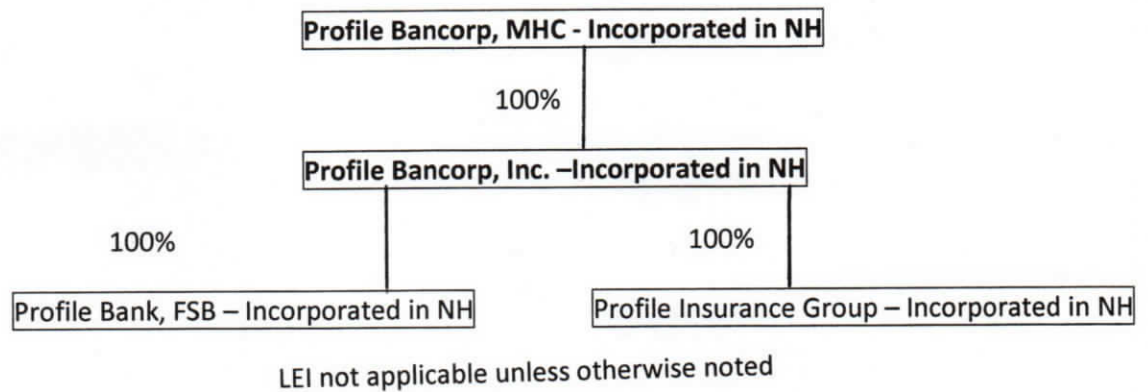
Form FR Y-6

Report Item 1.

None.

Report Item 2a.

Organizational Chart:



Report Item 2b.

Domestic Branch Listing:

Profile Bank

45 Wakefield Street Rochester, NH 03867 (Strafford County)	Full-service (MO)	opened 4/25/2008
65 Meadow Street, Wakefield, NH 03872 (Carroll County) / <i>Sanbornville</i>	Full-service branch	opened 2/2/1976
145 Main Street, Alton, NH 03809 (Belknap County)	Full-service branch	opened 3/28/2005
154 Route 108, Somersworth, NH 03878 (Strafford County)	Full-service branch	opened 9/9/2008

Report Item 3.

Profile Bancorp MHC owns 100% of the stock of the mid-tier holding company, Profile Bancorp, Inc.

(no other "securities holders" exist)

Form FR Y-6
Profile Bancorp MHC
Fiscal Year Ending December 31, 2015

Report Item 4: Insiders
(1, 2, 3a,b,c, and 4a,b,c)

(1) Name, City, State	(2) Principal Occupation (If other than w/ MHC)	(3a) Title & Position with MHC	(3b) Title & Position w/ Subsidiary	(3c) Title & Position w/ Other Businesses	(4a) Percentage of Voting Shares in MHC	(4b) Percentage of Voting Shares in Subsidiaries	(4c) List Names of Other Companies If 25% or more of voting securities are held
Scott Brock	Owner, Retail Business	Chairman Director	Chairman, Director Profile Bancorp Inc., Profile Bank, and Profile Insurance Group	Owner, Brock's Plywood	none	none	Brock Properties LLC (100%) Brock's Plywood Sales, Inc. (100%) Rochester Pinewood Development LLC (100%)
Robert McCarthy	Retired CPA	Director	Director Profile Bancorp Inc., Profile Bank, and Profile Insurance Group	n/a	none	none	none
Robert Meader	Owner, Construction Business	Director	Director Profile Bancorp Inc., Profile Bank, and Profile Insurance Group	Owner, Budel Construction Corp.	none	none	Budel Construction Corp. (50%) Mountain Leasing Co. (50%) 18 Meaderboro Road LLC (100%) Old Milton Road LLC (100%) Town Center Properties LLC (50%) 271 Walnut Street LLC (50%)
George Lazarus	Owner, Retail Business	Vice Chairman Director	Vice Chairman, Director Profile Bancorp Inc., Profile Bank, and Profile Insurance Group	Owner, Strafford Appliance	none	none	Strafford Appliance (100%)
Dr. William Lowe	Retired Veterinarian	Director	Director Profile Bancorp Inc., Profile Bank, and Profile Insurance Group	n/a	none	none	The Lowe and Morris General Partnership (50%)
Albert Miltner, Jr.	Owner, Retail Business	Director	Director Profile Bancorp Inc., Profile Bank, and Profile Insurance Group	Owner, Miltner Shoe's Inc.	none	none	Miltner Shoe's Inc. (51%) Cirque Realty, LLC (100%)
Kenneth Wilman, Jr.	n/a	President, CEO Director	President, CEO, Director Profile Bank and Profile Insurance Group	n/a	none	none	none
Kevin Miller	n/a	CFO & EVP	CFO & EVP Profile Bank and Profile Insurance Group	n/a	none	none	none
John Hall	n/a	EVP	EVP Profile Bank	n/a	none	none	none
Catherine Chasse	n/a	EVP	EVP Profile Bank	n/a	none	none	none
Gerry Gilbert	n/a	n/a	Vice President Profile Insurance Group	n/a	none	none	none