

MAR 30 2017

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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

12/31/2016

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

9 Main Street P.O. Box 9

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

Newport

City

NH

State

03773

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Martha McLeod

Name

VP - Finance

Title

603-865-6087

Area Code / Phone Number / Extension

603-863-9857

Area Code / FAX Number

mmcleod@lakesunbank.com

E-mail Address

www.lakesunapeebankgroup.com

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

1. 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

3/29/2017

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.

Is confidential treatment requested for any portion of this report submission?..... No Yes

In accordance with the General Instructions for this report (check only one),

1 a letter justifying this request is being provided along with the report

2 a letter justifying this request has been provided separately.....

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

JMF sl 1/17

Item 1 – Annual Report to Shareholders

Lake Sunapee Bank Group is registered with the SEC however, LSBG was acquired by Bar Harbor Bankshares as of 1/13/2017 and no annual report to shareholders was required. 115385

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

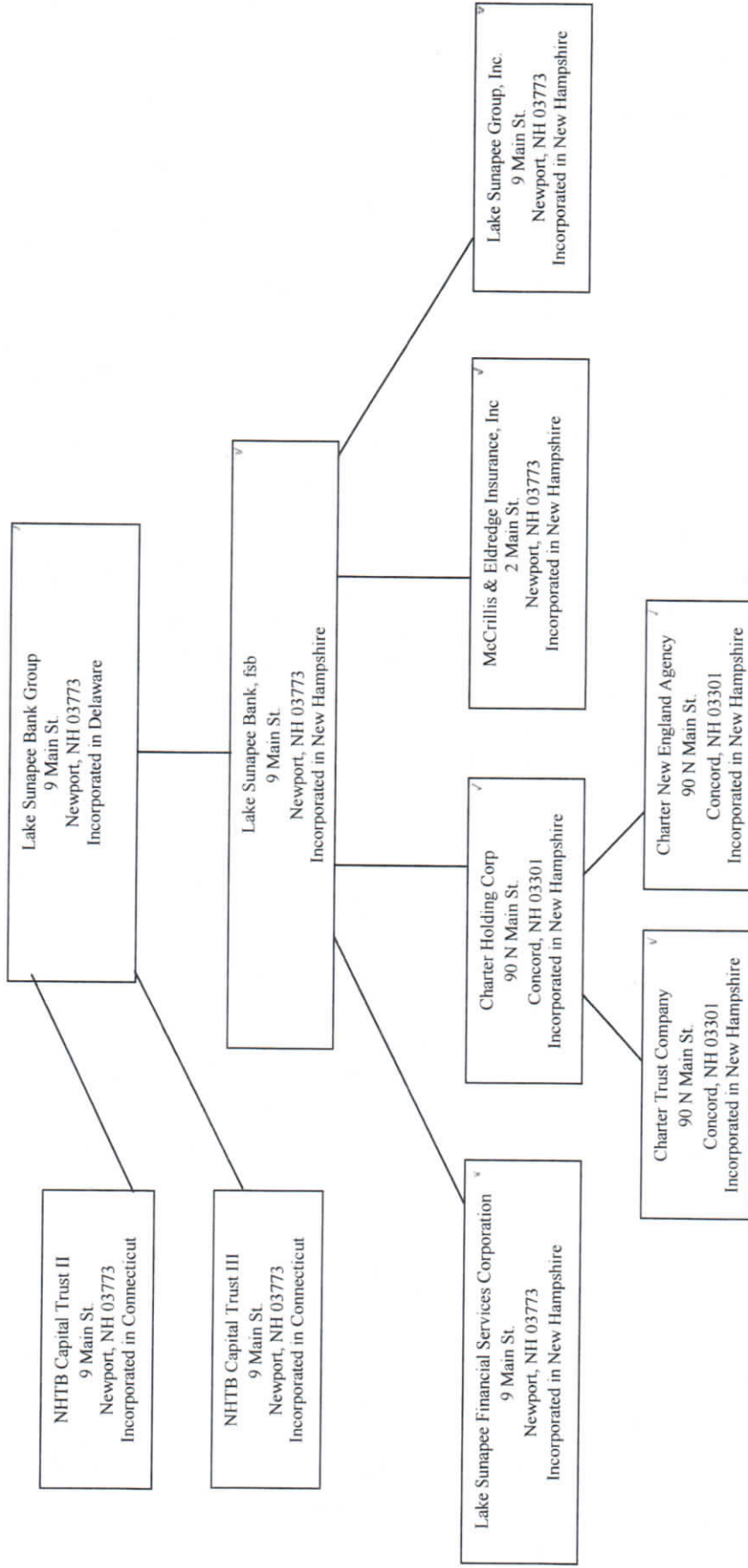
Lake Sunapee Bank Group

LEI: N/A

2a. Corporate Organizational Chart

Note: All Subsidiaries are 100% owned

LEI not applicable



Results: A list of branches for your depository institution: LAKE SUNAPEE BANK, FSB (ID_RSDD: 91101). This depository institution is held by LAKE SUNAPEE BANK GROUP (1575750) of NEWPORT, NH. The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

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_RSDD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch ID_RSDD*	Branch Name	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSDD*	Comments
		31101	LAKE SUNAPEE BANK, FSB		9 MAIN STREET, BOX 29	NEWPORT	NH	03773	SULLIVAN	UNITED STATES	44787	0	LAKE SUNAPEE BANK, FSB	91101	
		4150248	ANDOVER BRANCH		7 LAWRENCE ST	ANDOVER	NH	03216	MERRIMACK	UNITED STATES	495808	131	LAKE SUNAPEE BANK, FSB	91101	
		383102	BRADFORD BRANCH		315 EAST MAIN STREET	BRADFORD	NH	03221	MERRIMACK	UNITED STATES	243550	103	LAKE SUNAPEE BANK, FSB	91101	
		4150220	CLAREMONT BRANCH		345 WASHINGTON STREET	CLAREMONT	NH	03743	SULLIVAN	UNITED STATES	495811	134	LAKE SUNAPEE BANK, FSB	91101	
		4974967	CONCORD LOGDON ROAD BRANCH		8 LOGDON ROAD	CONCORD	NH	03301	MERRIMACK	UNITED STATES	Not Required	Not Required	LAKE SUNAPEE BANK, FSB	91101	
		4150426	ENFIELD BRANCH		468 US ROUTE 3	ENFIELD	NH	03748	GRAFTON	UNITED STATES	495810	133	LAKE SUNAPEE BANK, FSB	91101	
		338302	GRANTHAM BRANCH		165 ROUTE 10 N	GRANTHAM	NH	03753	SULLIVAN	UNITED STATES	243552	104	LAKE SUNAPEE BANK, FSB	91101	
		3959628	HANOVER BRANCH		68 SOUTH MAIN STREET	HANOVER	NH	03755	GRAFTON	UNITED STATES	495813	136	LAKE SUNAPEE BANK, FSB	91101	
		4150239	HILLSBORO BRANCH		15 ANTRIM RD	HILLSBOROUGH	NH	03244	HILLSBOROUGH	UNITED STATES	286311	109	LAKE SUNAPEE BANK, FSB	91101	
		1845123	HANDOVER STREET BRANCH		106 HANOVER STREET	LEBANON	NH	03766	GRAFTON	UNITED STATES	46927	111	LAKE SUNAPEE BANK, FSB	91101	
		4150444	LEBANON HEATER ROAD BRANCH		200 HEATER ROAD	LEBANON	NH	03766	GRAFTON	UNITED STATES	286308	106	LAKE SUNAPEE BANK, FSB	91101	
		3549715	MILFORD BRANCH		32 ELM STREET	MILFORD	NH	03055	HILLSBOROUGH	UNITED STATES	495812	135	LAKE SUNAPEE BANK, FSB	91101	
		4613444	DANIEL WEBSTER HIGHWAY BRANCH		115 DANIEL WEBSTER HIGHWAY	NASHUA	NH	03060	HILLSBOROUGH	UNITED STATES	495812	135	LAKE SUNAPEE BANK, FSB	91101	
		3637993	NASHUA BRANCH		188 MAIN STREET	NASHUA	NH	03060	HILLSBOROUGH	UNITED STATES	495812	135	LAKE SUNAPEE BANK, FSB	91101	
		4150378	NEW LONDON MAIN STREET BRANCH		321 MAIN STREET	NEW LONDON	NH	03257	MERRIMACK	UNITED STATES	11796	102	LAKE SUNAPEE BANK, FSB	91101	
		4150387	NEW LONDON NEWPORT ROAD BRANCH		116 NEWPORT ROAD	NEW LONDON	NH	03257	MERRIMACK	UNITED STATES	286307	103	LAKE SUNAPEE BANK, FSB	91101	
		4150529	NEWBURY BRANCH		976 ROUTE 103	NEWBURY	NH	03255	MERRIMACK	UNITED STATES	243012	115	LAKE SUNAPEE BANK, FSB	91101	
		4503200	GUILD DRIVE UP BRANCH		300 SUNAPEE STREET	NEWBURY	NH	03255	MERRIMACK	UNITED STATES	Not Required	Not Required	LAKE SUNAPEE BANK, FSB	91101	
		4150181	PETERBOROUGH BRANCH		2 MAIN STREET	PETERBOROUGH	NH	03773	SULLIVAN	UNITED STATES	495809	132	LAKE SUNAPEE BANK, FSB	91101	
		4176695	WEST LEBANON BRANCH		83 MAIN STREET	SUNAPEE	NH	03458	HILLSBOROUGH	UNITED STATES	243549	101	LAKE SUNAPEE BANK, FSB	91101	
		2346951	FRANKLIN STREET BRANDON BRANCH		1340 FRANKLIN STR	BRANDON	NH	03784	GRAFTON	UNITED STATES	286312	110	LAKE SUNAPEE BANK, FSB	91101	
		261904	PARK STREET BRANDON BRANCH		2 PARK STREET	BRANDON	NH	05733	RUTLAND	UNITED STATES	495814	137	LAKE SUNAPEE BANK, FSB	91101	
		2245805	PITTSFORD BRANCH		ROUTE 7 & DEPOT HILL ROAD, ROUTE 7	PITTSFORD	VT	05763	RUTLAND	UNITED STATES	4230	121	LAKE SUNAPEE BANK, FSB	91101	
		3488391	QUECHEE BRANCH		6931 US RT	QUECHEE	VT	05059	WINDSOR	UNITED STATES	209135	123	LAKE SUNAPEE BANK, FSB	91101	
		2618977	JUSTIN MORGAN PLAZA BRANCH		189 VT ROUTE 12 SOUTH	RANDOLPH	VT	05060	ORANGE	UNITED STATES	453594	146	LAKE SUNAPEE BANK, FSB	91101	
		521608	RANDOLPH MAIN OFFICE		21 N MAIN STREET	RANDOLPH	VT	05060	ORANGE	UNITED STATES	209252	143	LAKE SUNAPEE BANK, FSB	91101	
		288004	ROCHESTER BRANCH		85 NORTH MAIN STREET	ROCHESTER	VT	05767	WINDSOR	UNITED STATES	209247	140	LAKE SUNAPEE BANK, FSB	91101	
		399601	BETHEL BRANCH		1583 VT HIGHWAY 107	ROYALTON	VT	05032	WINDSOR	UNITED STATES	209250	142	LAKE SUNAPEE BANK, FSB	91101	
		3449561	WOODSTOCK AVENUE BRANCH		100 WOODSTOCK AVENUE	RUTLAND	VT	05701	RUTLAND	UNITED STATES	451977	129	LAKE SUNAPEE BANK, FSB	91101	
		582207	SOUTH ROYALTON BRANCH		484 MAIN STREET	SOUTH ROYALTON	VT	05068	WINDSOR	UNITED STATES	430005	141	LAKE SUNAPEE BANK, FSB	91101	
		3291779	WEST RUTLAND BRANCH		484 MAIN STREET	WEST RUTLAND	VT	05777	RUTLAND	UNITED STATES	209248	145	LAKE SUNAPEE BANK, FSB	91101	
		289609	WILLIAMSTOWN OFFICE		20 METHUEN ST	WILLIAMSTOWN	VT	05679	ORANGE	UNITED STATES	451431	145	LAKE SUNAPEE BANK, FSB	91101	
		1413139	FIRST COMMUNITY MAIN OFFICE		ONE BOND STREET	WOODSTOCK	VT	05691	WINDSOR	UNITED STATES	45590	126	LAKE SUNAPEE BANK, FSB	91101	
		3621853	WEST WOODSTOCK DRIVE UP BRANCH		906 W WOODSTOCK RD	WOODSTOCK	VT	05691	WINDSOR	UNITED STATES	364160	127	LAKE SUNAPEE BANK, FSB	91101	

Lake Sunapee Bank Group
12/31/2016
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)(i) 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	0.596%	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 Rivier University and Hesser College.	0.909%	N/A	N/A
John P. Stable II, Nashua, NH, USA	Stable 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	0.079%	N/A	N/A
Stephen R. Theroux, New London, NH, USA	N/A	Vice Chairman, President and Chief Executive Officer			1.500%	N/A	N/A
Joseph B. Wiley, Etna, NH, USA	N/A	Director	Director- Lake Sunapee Bank, fsb	N/A	1.186%	N/A	N/A
Leonard R. Cashman, Grandham, NH, USA	N/A	Director	Director- Lake Sunapee Bank, fsb	N/A	0.475%	N/A	N/A
Stephen W. Ensign, New London, NH, USA	N/A	Director, Executive Chairman	Director, Executive Chairman- Lake Sunapee Bank, fsb; Director - Charter Trust Company	Director- Concord General Group	1.887%	N/A	N/A
Catherine A. Freney, Newbury, NH, USA	Adjunct Professor at Vermont Law School	Director	Director- Lake Sunapee Bank, fsb	Director and Nominating Committee member - private organization	0.058%	N/A	N/A
William C. Horn, New London, NH, USA	N/A	Director	Director- Lake Sunapee Bank, fsb; Director - Charter Trust Company		0.200%	N/A	N/A
Jack H. Nelson, Hamover, NH, USA	N/A	Director	Director- Lake Sunapee Bank, fsb	N/A	0.204%	N/A	N/A
Steven H. Diniack, Randolph, VT USA	N/A	Director	Director- Lake Sunapee Bank, fsb	N/A	0.070%	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	0.107%	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	0.250%	N/A	N/A