

5/2/16

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):

June 30, 2016

Month / Day / Year

549300LSZ443GPP9KV95

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

Richard Wayne

Name of the Holding Company Director and Official

President & CEO

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

Northeast Bancorp

Legal Title of Holding Company

500 Canal Street

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

Lewiston

ME

04240

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jim Krumsiek

Corporate Secretary

Name

Title

617-585-3210

Area Code / Phone Number / Extension

Area Code / FAX Number

jkrumsiek@northeastbank.com

E-mail Address

www.northeastbank.com

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

Signature of Holding Company Director and Official

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 **2329111**
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:

4.(4)(c)

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.

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)

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City State Zip Code

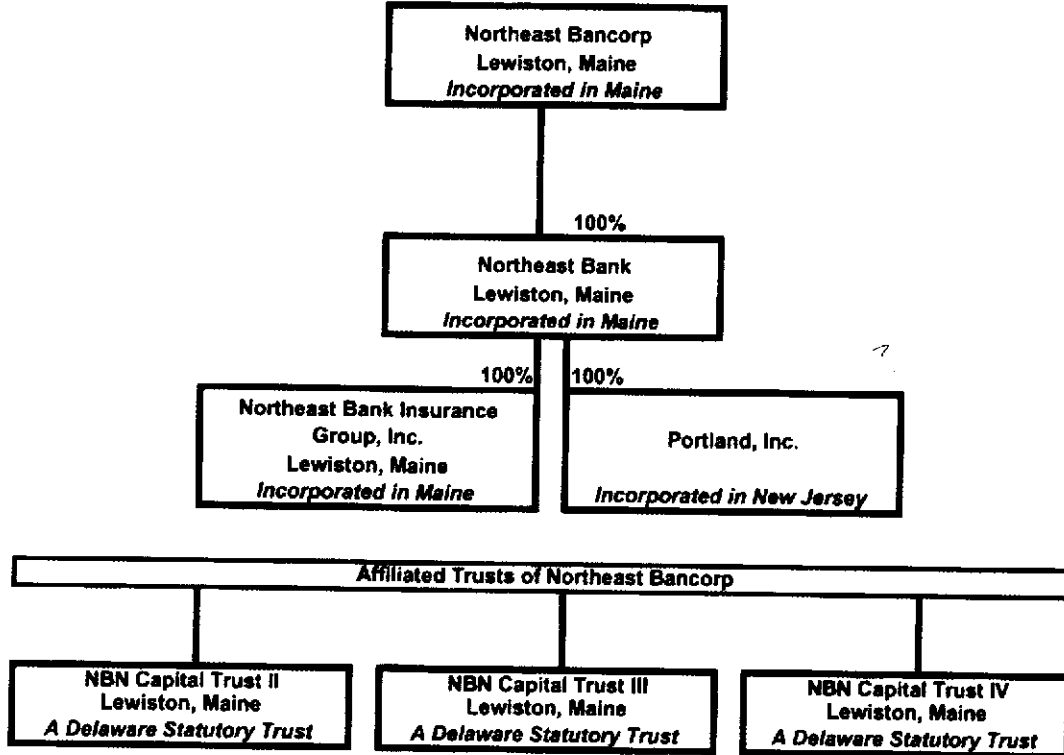
Physical Location (if different from mailing address)

Form FR Y-6

Northeast Bancorp
Lewiston, Maine 04240
Fiscal Year Ending June 30, 2016

Report Item

2: Organizational Chart



Results: A list of branches for your depository institution, **NORTHEAST BANK (ID_RSSD - 468806)**. This depository institution is held by **NORTHEAST BANKCORP (2374111) of LEWISTON, ME**. The data are as of **06/30/2016**. Data reflects information that was received and processed through **04/05/2016**.

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 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*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNIFORM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		468806	NORTHEAST BANK	500 CANAL STREET	LEWISTON	ME	04240	ANDROSSCOGIN	UNITED STATES	13489		0	NORTHEAST BANK	468806
OK		4353478	AUBURN BRANCH	232 CENTER STREET	AUBURN	ME	04210	ANDROSSCOGIN	UNITED STATES	249245	9	9	NORTHEAST BANK	468806
OK		2236241	AUGUSTA BRANCH	235 WESTERN AVENUE	AUGUSTA	ME	04330	KENNEBEC	UNITED STATES	262213	11	11	NORTHEAST BANK	468806
OK		4351740	BETHEL BRANCH	11 MAIN STREET	BETHEL	ME	04217	OXFORD	UNITED STATES	442942	14	14	NORTHEAST BANK	468806
OK		3762939	MAIN STREET BRANCH	186 MAINE STREET	BRUNSWICK	ME	04011	CUMBERLAND	UNITED STATES	42675	6	6	NORTHEAST BANK	468806
OK		387804	BUCKFIELD BRANCH	2 DEPOT STREET	BUCKFIELD	ME	04220	OXFORD	UNITED STATES	249244	5	5	NORTHEAST BANK	468806
OK		468404	HARRISON BRANCH	46 MAIN STREET	HARRISON	ME	04040	CUMBERLAND	UNITED STATES	249240	1	1	NORTHEAST BANK	468806
OK		4431572	ABLE BANKING BRANCH	500 CANAL STREET	LEWISTON	ME	04240	ANDROSSCOGIN	UNITED STATES	532113	17	17	NORTHEAST BANK	468806
OK		4070834	PORTLAND BRANCH	1399 MAINE STREET	PORTLAND	ME	04274	OXFORD	UNITED STATES	510427	16	16	NORTHEAST BANK	468806
OK		4351450	PORTLAND BRANCH	27 PEARL STREET	PORTLAND	ME	04101	CUMBERLAND	UNITED STATES	442637	13	13	NORTHEAST BANK	468806
OK		560906	OXFORD HILLS BRANCH	235 MAIN STREET	SOUTH PARIS	ME	04281	OXFORD	UNITED STATES	249241	2	2	NORTHEAST BANK	468806

Form FRY-6
Northeast Bancorp
Fiscal Year Ending June 30, 2016

Report Item 3: Shareholders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending June 30, 2016		(1)(c) Number and Percentage of Each Class of Voting Securities	Shareholders 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 June 30, 2016	
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation		(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation
Franklin Resources, Inc. San Mateo, CA	USA	459,500 - 5.68% Common Stock		
Anton Capital Partners, LP New York, NY	USA	805,708 - 9.96% Common Stock		
Wellington Management Company, LLP Boston, MA	USA	657,078 - 8.12% Common Stock		
Magnolia Capital Partners, LLC Tulsa, OK	USA	805,789 - 9.96% Common Stock		
East Rock Capital, LLC New York, NY	USA	871,939 - 8.31% Common Stock		

Form FRY-6
Northeast Bancorp
Fiscal Year Ending June 30, 2016

Report Item 8: Insiders
 (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) Last names of other companies (includes partnerships) if 25% or more of voting securities are held (Last names of companies and percentage of voting securities held)
Robert Glazier Brookline, MA	Lecturer, Harvard Kennedy School of Government	Chairman	Chairman of the Board - Northeast Bank	< 1%	None	N/A
Matthew Bolam Boston, MA	Global Chief Investment Officer, Blackrock	Director	Director - Northeast Bank	< 1%	None	N/A
David Tanner New York, NY	Managing Director, Aflon Group, LLC	Director	Director - Northeast Bank	None	None	Refer to Confidential Volume
Cheryl Dorsey New York, NY	President, Echoing Green	Director	Director - Northeast Bank	None	None	N/A
Richard Wayne Boston, MA	N/A	President, CEO, & Director	Director - Northeast Bank	4.02%	None	Refer to Confidential Volume
Judith E. Wallingford Saco, ME	President, Maine Water Company	Director	Director - Northeast Bank	< 1%	None	N/A
John Dreehs Portland, ME	President & CEO North Country Associates	Director	Director - Northeast Bank	< 1%	None	Refer to Confidential Volume
Brian Shaughnessy Boston, MA	N/A	Chief Financial Officer Treasurer	Chief Financial Officer Treasurer	< 1%	None	N/A
Brian Pfabero Boston, MA	N/A	Chief Risk Officer	Chief Risk Officer	< 1%	None	N/A