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 61a); 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. 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.

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

RSSID ID: 204291111
C.I.:

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)

Reporters' 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 Krumsielk
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

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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 3.25 hours per response, including time to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2015
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.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City State Zip Code</td>
<td>City State Zip Code</td>
</tr>
<tr>
<td>Physical Location (if different from mailing address)</td>
<td>Physical Location (if different from mailing address)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City State Zip Code</td>
<td>City State Zip Code</td>
</tr>
<tr>
<td>Physical Location (if different from mailing address)</td>
<td>Physical Location (if different from mailing address)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City State Zip Code</td>
<td>City State Zip Code</td>
</tr>
<tr>
<td>Physical Location (if different from mailing address)</td>
<td>Physical Location (if different from mailing address)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City State Zip Code</td>
<td>City State Zip Code</td>
</tr>
<tr>
<td>Physical Location (if different from mailing address)</td>
<td>Physical Location (if different from mailing address)</td>
</tr>
</tbody>
</table>

12/2012
Report Item

2: Organizational Chart

Northeast Bancorp
Lewiston, Maine
Incorporated in Maine

100% 

Northeast Bank
Lewiston, Maine
Incorporated in Maine

100% 100% 

Northeast Bank Insurance Group, Inc.
Lewiston, Maine
Incorporated in Maine

Portland, Inc.
Incorporated in New Jersey

Affiliated Trusts of Northeast Bancorp

NBN Capital Trust II
Lewiston, Maine
A Delaware Statutory Trust

NBN Capital Trust III
Lewiston, Maine
A Delaware Statutory Trust

NBN Capital Trust IV
Lewiston, Maine
A Delaware Statutory Trust
### 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

- **Add**: If the branch information is correct, enter **OK** in the Data Action column.
- **Close**: 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.
- **Delete**: If a branch is to be deleted, enter **Delete** in the Data Action column and the date of closure.
- **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 **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://esr2online.federalreserve.gov.

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

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>Country</th>
<th>FDIC UNIFORM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>71</td>
<td>Full Service</td>
<td>447331</td>
<td>NORTHEAST BANK</td>
<td>300 CANAL STREET</td>
<td>LEWISTON</td>
<td>ME</td>
<td>04240</td>
<td>ANDERSON</td>
<td>UNITED STATES</td>
<td>13480</td>
<td>60 NORTHEAST BANK</td>
<td>468806</td>
<td>468806</td>
<td></td>
</tr>
<tr>
<td>72</td>
<td>Full Service</td>
<td>415143</td>
<td>AUBURN BRANCH</td>
<td>232 CENTER STREET</td>
<td>AUBURN</td>
<td>ME</td>
<td>04210</td>
<td>ANDERSON</td>
<td>UNITED STATES</td>
<td>24395</td>
<td>30 NORTHEAST BANK</td>
<td>468806</td>
<td>468806</td>
<td></td>
</tr>
<tr>
<td>73</td>
<td>Full Service</td>
<td>213247</td>
<td>AUGUSTA BRANCH</td>
<td>235 WESTERN AVENUE</td>
<td>AUGUSTA</td>
<td>ME</td>
<td>04330</td>
<td>KENNEBEC</td>
<td>UNITED STATES</td>
<td>20273</td>
<td>50 NORTHEAST BANK</td>
<td>468806</td>
<td>468806</td>
<td></td>
</tr>
<tr>
<td>74</td>
<td>Full Service</td>
<td>415748</td>
<td>BETHLEHEM BRANCH</td>
<td>53 MAIN STREET</td>
<td>BETHLEHEM</td>
<td>ME</td>
<td>04227</td>
<td>CUMBERLAND</td>
<td>UNITED STATES</td>
<td>43275</td>
<td>80 NORTHEAST BANK</td>
<td>468806</td>
<td>468806</td>
<td></td>
</tr>
<tr>
<td>75</td>
<td>Full Service</td>
<td>212629</td>
<td>BRIDGEWATER BRANCH</td>
<td>136 MAIN STREET</td>
<td>BRIDGEWATER</td>
<td>ME</td>
<td>04011</td>
<td>CUMBERLAND</td>
<td>UNITED STATES</td>
<td>24940</td>
<td>100 NORTHEAST BANK</td>
<td>468806</td>
<td>468806</td>
<td></td>
</tr>
<tr>
<td>76</td>
<td>Full Service</td>
<td>468804</td>
<td>CUMBERLAND BRANCH</td>
<td>43 MAIN STREET</td>
<td>CUMBERLAND</td>
<td>ME</td>
<td>04323</td>
<td>CUMBERLAND</td>
<td>UNITED STATES</td>
<td>43230</td>
<td>120 NORTHEAST BANK</td>
<td>468806</td>
<td>468806</td>
<td></td>
</tr>
<tr>
<td>77</td>
<td>Full Service</td>
<td>443517</td>
<td>DERRY BRANCH</td>
<td>2 DEPT STREET</td>
<td>DERRY</td>
<td>ME</td>
<td>04044</td>
<td>CUMBERLAND</td>
<td>UNITED STATES</td>
<td>24953</td>
<td>140 NORTHEAST BANK</td>
<td>468806</td>
<td>468806</td>
<td></td>
</tr>
<tr>
<td>78</td>
<td>Full Service</td>
<td>415505</td>
<td>FORTWORTH BRANCH</td>
<td>27 PEARL STREET</td>
<td>FORTWORTH</td>
<td>ME</td>
<td>04352</td>
<td>CUMBERLAND</td>
<td>UNITED STATES</td>
<td>44263</td>
<td>160 NORTHEAST BANK</td>
<td>468806</td>
<td>468806</td>
<td></td>
</tr>
<tr>
<td>79</td>
<td>Full Service</td>
<td>467681</td>
<td>GARDINER BRANCH</td>
<td>299 CANAL STREET</td>
<td>GARDINER</td>
<td>ME</td>
<td>04345</td>
<td>CUMBERLAND</td>
<td>UNITED STATES</td>
<td>24934</td>
<td>180 NORTHEAST BANK</td>
<td>468806</td>
<td>468806</td>
<td></td>
</tr>
<tr>
<td>80</td>
<td>Full Service</td>
<td>467681</td>
<td>GARDINER BRANCH</td>
<td>299 CANAL STREET</td>
<td>GARDINER</td>
<td>ME</td>
<td>04345</td>
<td>CUMBERLAND</td>
<td>UNITED STATES</td>
<td>24934</td>
<td>180 NORTHEAST BANK</td>
<td>468806</td>
<td>468806</td>
<td></td>
</tr>
</tbody>
</table>
### Report Item 3: Shareholders

1(a)(b)(c) and 2(a)(b)(c)

<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Country of Citizenship or Incorporation</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Franklin Resources, Inc. San Mateo, CA</td>
<td>USA</td>
<td>459,500 - 5.68% Common Stock</td>
</tr>
<tr>
<td>Arden Capital Partners, LP New York, NY</td>
<td>USA</td>
<td>805,786 - 9.96% Common Stock</td>
</tr>
<tr>
<td>Wellington Management Company, LLP Boston, MA</td>
<td>USA</td>
<td>857,078 - 8.12% Common Stock</td>
</tr>
<tr>
<td>Magnolia Capital Partners, LLC Tulsa, OK</td>
<td>USA</td>
<td>805,786 - 9.96% Common Stock</td>
</tr>
<tr>
<td>East Rock Capital, LLC New York, NY</td>
<td>USA</td>
<td>671,936 - 8.31% Common Stock</td>
</tr>
</tbody>
</table>

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.
<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Principal Occupation of Other Person</th>
<th>Title &amp; Position with Bank or Company</th>
<th>Title &amp; Position with Other Business (include names of other businesses)</th>
<th>Percentage of Voting Shares in Bank or Company</th>
<th>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
</tr>
</thead>
</table>
| Robert Glauber
Brookline, MA | Lecturer, Harvard Kennedy School of Government | Chairman | Chairman of the Board - Northeast Bank | Lecturer, Harvard Kennedy School of Government | < 1% | None | N/A |
| Matthew Beten
Boston, MA | Global Chief Investment Officer, BlackRock | Director | Director - Northeast Bank | Managing Director, BlackRock | < 1% | None | N/A |
| David Tannen
New York, NY | Managing Director, Adon Group, LLC | Director | Director - Northeast Bank | Managing Director, Adon Group, LLC | None | None | Refer to Confidential Volume |
| Cheryl Owens
New York, NY | President, Echoing Green | Director | Director - Northeast Bank | President, Echoing Green | None | None | N/A |
| Richard Wayne
Boston, MA | N/A | President, CEO, & Director | Director - Northeast Bank | N/A | < 0.01% | None | Refer to Confidential Volume |
| Judith E. Waterford
Saco, ME | President, Maine Water Company | Director | Director - Northeast Bank | President, The Maine Water Company | < 1% | None | N/A |
| John Greaves
Northfield, MA | President, & CEO of North Country Associates | Director | Director - Northeast Bank | President, & CEO of North Country Associates | < 1% | None | Refer to Confidential Volume |
| Brian Shaughnessy
Boston, MA | N/A | Chief Financial Officer & Treasurer | Chief Financial Officer | N/A | < 1% | None | N/A |
| Brian Povich
Boston, MA | N/A | Chief Risk Officer | Chief Risk Officer | N/A | < 1% | None | N/A |