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. §§ 3108(a) and 3108(b)); 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. §§ 5301, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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. 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.

I, Andrew Silsby
Name of the Holding Company Director and Official
Director and Clerk
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 pertinent to that individual.

Silsby
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

FRSSD ID

C.I.

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.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2017
Month / Day / Year

Reporters/Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters Name, Street, and Mailing Address

Kennebec Savings, MHC
Legal Title of Holding Company

PO Box 50
(Mailing Address of the Holding Company) Street / P.O. Box
PO Box 50
City State Zip Code
150 State Street, Augusta, ME 04330

Physical Location (different from mailing address)

Person to whom questions about this report should be directed:
Heather Knowles
Name
Controller
Title

Area Code / Phone Number / Extension

Area Code / FAX Number

E-mail Address

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

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

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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.68 hours per response, including time to gather and maintain data in the required form and 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 estimate or any other aspect of this collection of information, 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.

03/2016
Report Item

1: The mutual holding company prepares an annual report for its members and is not registered with the SEC. As specified by the responsible Reserve Bank, 1 copy is enclosed.

2a: Organizational Chart

```
Kennebec Savings, MHC
The LEI is N/A
Augusta, Maine
Incorporated in Maine

100%

Kennebec Savings, Inc.
The LEI is N/A
Augusta, Maine
Incorporated in Maine

100%

Kennebec Savings Bank
The LEI is N/A
Augusta, Maine
Incorporated in Maine
```
## Results
A list of branches for your depository institution: KENNEBEC SAVINGS BANK (ID_RSSD: 583905)

This depository institution is held by KENNEBEC SAVINGS, MHC (4657121) of AUGUSTA, ME.

The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

### Recconciliation 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.

### Data Action, Effective Date, Branch Service Type, Branch ID_RSSD, Popular Name, Street Address, City, State, Zip Code, County, Country, FDIC UNINUM, Office Number, Head Office, Head Office ID_RSSD, Comments

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>3/1/2018</td>
<td>Full Service (Head Office)</td>
<td>583905</td>
<td>KENNEBEC SAVINGS BANK</td>
<td>150 STATE STREET</td>
<td>AUGUSTA</td>
<td>ME</td>
<td>04330</td>
<td>KENNEBEC</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>KENNEBEC SAVINGS BANK</td>
<td>583905</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>3/1/2018</td>
<td>Full Service</td>
<td>4456883</td>
<td>FARMINGDALE BRANCH</td>
<td>5 NORTHERN AVENUE</td>
<td>FARMINGDALE</td>
<td>ME</td>
<td>04344</td>
<td>KENNEBEC</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>KENNEBEC SAVINGS BANK</td>
<td>583905</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>3/1/2018</td>
<td>Limited Service</td>
<td>4456888</td>
<td>GRANITE HILL ESTATES BRANCH</td>
<td>50 SALSAM DRIVE</td>
<td>HALLOWELL</td>
<td>ME</td>
<td>04347</td>
<td>KENNEBEC</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>KENNEBEC SAVINGS BANK</td>
<td>583905</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>3/20/2018</td>
<td>Full Service</td>
<td>1902702</td>
<td>WATERVILLE MAIN BRANCH</td>
<td>226 MAIN STREET</td>
<td>WATERVILLE</td>
<td>ME</td>
<td>04953</td>
<td>KENNEBEC</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>KENNEBEC SAVINGS BANK</td>
<td>583905</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>3/20/2018</td>
<td>Full Service</td>
<td>1902703</td>
<td>WINTHROP BRANCH</td>
<td>20 MAIN ST</td>
<td>WINTHROP</td>
<td>ME</td>
<td>04364</td>
<td>KENNEBEC</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>KENNEBEC SAVINGS BANK</td>
<td>583905</td>
<td></td>
</tr>
</tbody>
</table>
Report Item 3: Securities holders
(1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2017</th>
<th>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 12/31/2017</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)(a) Name, City, State, Country</td>
<td>(1)(b) Country of Citizenship or Incorporation</td>
</tr>
<tr>
<td>(2)(a) Name, City, State, Country</td>
<td>(2)(b) Country of Citizenship or Incorporation</td>
</tr>
</tbody>
</table>

N/A
Report Item 3: Securities holders (1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>(2)(a) Name, City, State, Country</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kennebec Savings, MHC</td>
<td>USA</td>
<td>100 - 100% Common Stock</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Augusta, ME, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Name</td>
<td>City, State, Country</td>
<td>Occupation if other than with Holding Company</td>
<td>(2) Principal</td>
<td>(3)(a) Title &amp; Position with Holding Company</td>
<td>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</td>
</tr>
<tr>
<td>-----------------------------</td>
<td>----------------------</td>
<td>-----------------------------------------------</td>
<td>---------------</td>
<td>-----------------------------------------------</td>
<td>--------------------------------------------------------------------------</td>
</tr>
<tr>
<td>William W. Sprague, Jr.</td>
<td>Augusta, ME USA</td>
<td>Real Estate Agent</td>
<td>Director &amp; Chairman</td>
<td>Sprague &amp; Curtis Real Estate</td>
<td>Director &amp; Chairman (Kennebec Savings, Inc.)</td>
</tr>
<tr>
<td>Charles W. Hays, Jr.</td>
<td>Augusta, ME USA</td>
<td>President &amp; CEO Maine General Health</td>
<td>Director &amp; Chairman</td>
<td>President &amp; CEO Maine General Health</td>
<td>Director &amp; Chairman (Kennebec Savings, Inc.)</td>
</tr>
<tr>
<td>Andrew E. Stilby</td>
<td>Augusta, ME USA</td>
<td>President &amp; Chief Executive Officer</td>
<td>President, Clerk &amp; Director</td>
<td>President, Clerk &amp; Director Kennebec Savings Bank</td>
<td>President, Clerk &amp; Director Kennebec Savings Bank</td>
</tr>
<tr>
<td>Debra A. Getchell</td>
<td>Augusta, ME USA</td>
<td>Chief Financial Officer &amp; Treasurer</td>
<td>Senior Vice President &amp; Treasurer</td>
<td>Chief Financial Officer &amp; Treasurer Kennebec Savings Bank</td>
<td>Senior Vice President &amp; Treasurer Kennebec Savings Bank</td>
</tr>
<tr>
<td>Craig J. Garofalo</td>
<td>Augusta, ME USA</td>
<td>Chief Operations Officer</td>
<td>Executive Vice President</td>
<td>Chief Operations Officer Kennebec Savings Bank</td>
<td>Executive Vice President Kennebec Savings Bank</td>
</tr>
<tr>
<td>(1)</td>
<td>(2)</td>
<td>(3)(a)</td>
<td>(3)(b)</td>
<td>(4)(a)</td>
<td>(4)(b)</td>
</tr>
<tr>
<td>---</td>
<td>---</td>
<td>---</td>
<td>---</td>
<td>---</td>
<td>---</td>
</tr>
<tr>
<td>Name, City, State, Country</td>
<td>Principal Occupation if other than with Holding Company</td>
<td>Title &amp; Position with Holding Company</td>
<td>Title &amp; Position with Subsidiaries (include names of subsidiaries)</td>
<td>Title &amp; Position with other Businesses (include names of other businesses)</td>
<td>Percentage of Voting Shares in Holding Company</td>
</tr>
<tr>
<td>William W. Sprague, Jr. Augusta, ME USA</td>
<td>Real Estate Agent Sprague &amp; Curtis Real Estate</td>
<td>Director &amp; Chairman</td>
<td>Director &amp; Chairman (Kennebec Savings Bank)</td>
<td>Real Estate Agent Sprague &amp; Curtis Real Estate</td>
<td></td>
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<td>Charles W. Hays, Jr. Augusta, ME USA</td>
<td>President &amp; CEO Maine General Health</td>
<td>Director &amp; Vice Chairman</td>
<td>Director &amp; Vice Chairman (Kennebec Savings Bank)</td>
<td>President &amp; CEO Maine General Health</td>
<td></td>
</tr>
<tr>
<td>Andrew E. Silsby Augusta, ME USA</td>
<td>President &amp; Chief Executive Officer Kennebec Savings Bank</td>
<td>President, Clerk &amp; Director</td>
<td>President, Clerk &amp; Director (Kennebec Savings Bank)</td>
<td>President &amp; Chief Executive Officer Kennebec Savings Bank Augusta, ME</td>
<td></td>
</tr>
<tr>
<td>Debra A. Gatchell Augusta, ME USA</td>
<td>Chief Financial Officer &amp; Treasurer Kennebec Savings Bank</td>
<td>Senior Vice President &amp; Treasurer</td>
<td>Senior Vice President &amp; Treasurer (Kennebec Savings Bank)</td>
<td>EVP, Chief Financial Officer &amp; Treasurer Kennebec Savings Bank Augusta, ME</td>
<td></td>
</tr>
<tr>
<td>Craig J. Garofalo Augusta, ME USA</td>
<td>Chief Operations Officer Kennebec Savings Bank</td>
<td>Executive Vice President</td>
<td>Executive Vice President (Kennebec Savings Bank)</td>
<td>EVP &amp; Chief Operations Officer Kennebec Savings Bank Augusta, ME</td>
<td></td>
</tr>
</tbody>
</table>