

Board of Governors of the Federal Reserve System

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Annual Report of Holding Companies—FR Y-6 FEB 1 2018

Supervision, Regulation and
 Credit Department

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):
December 31, 2017

I, Ken Wilman, Jr.
 Name of the Holding Company Director and Official
President
 Title of the Holding Company Director and Official

Month / Day / Year
N/A

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

Reporter's Name, Street, and Mailing Address

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.

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, Rochester, NH 03867
 Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:
Kevin Miller ✓ EVP & CFO ✓

[Signature]
 Signature of Holding Company Director and Official
02/12/2018
 Date of Signature

Name Title
603-332-2610 ext 124 ✓
 Area Code / Phone Number / Extension
603-332-2519
 Area Code / FAX Number
kevin.miller@profilebank.com
 E-mail Address
www.profilebank.com
 Address (URL) for the Holding Company's web page

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

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes 0

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."

For Federal Reserve Bank Use Only

RSSD ID 3846496
 C.I. _____

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, Rochester, NH 03867

Physical Location (if different from mailing address)

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City State Zip Code

Physical Location (if different from mailing address)

Profile Bancorp, MHC (04661)

Profile Bancorp Inc. (04662)

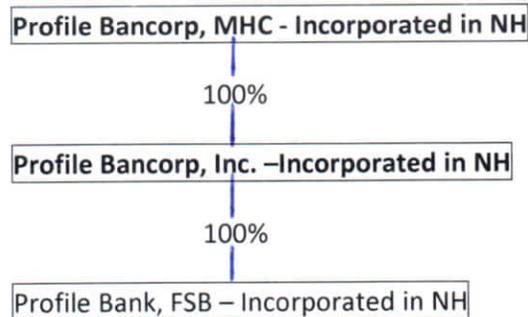
Form FR Y-6

Report Item 1.

None.

Report Item 2a.

Organizational Chart:



LEI not applicable, unless otherwise noted.

Report Item 2b.

Domestic Branch Listing:

45 Wakefield Street Rochester, NH 03867 (Strafford County)	Full-service (MO)	opened 4/25/2008
65 Meadow Street, Wakefield, NH 03872 (Carroll County)	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)

Profile Bancorp, MHC (04661)

Profile Bancorp Inc. (04662)

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Report Item 4.

Insiders for Profile Bancorp MHC, Profile Bancorp Inc., and Profile Bank.

(All listed directors are same for all three (3) companies.)

Scott Brock	Rochester, NH	Owner Brock's Plywood	Director	shares owned: n/a
Robert McCarthy	Portsmouth, NH	Retired CPA	Director	shares owned: n/a
Robert Meader	Rochester, NH	Owner Budel, Inc.	Director	shares owned: n/a
George Lazarus	Dover, NH	Owner Strafford Appliance	Chairman	shares owned: n/a
Dr. William Lowe	Nashua, NH	Retired Veterinarian	Director	shares owned: n/a
Al Miltner, Jr.	Gilford, NH	Owner Bootleggers	Director	shares owned: n/a

(Officers of Profile Bancorp MHC, Profile Bancorp Inc., and Profile Bank:)

Ken Wilman Jr.	Alton, NH	Pres/CEO/Director	Pres./CEO/Dir.	shares owned: n/a
Kevin Miller	Hebron, NH	CFO&EVP	CFO&EVP	shares owned: n/a
John Hall	Lee, NH	EVP	EVP	shares owned: n/a
Cathie Chasse	Wakefield, NH	EVP	EVP	shares owned: n/a