

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)); 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, 2018

Month / Day / Year

NA

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

Reporter's Name, Street, and Mailing Address

I, Paul Andersen

Name of the Holding Company Director and Official

Vice Chair of Board and 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.

Androscoggin Bancorp MHC

Legal Title of Holding Company

PO Box 1407

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

Lewiston ME 04243-1407

City State Zip Code

30 Lisbon St Lewiston, ME 04240

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:

Robin Robbins SVP & Treasurer

Name Title

207-376-3650

Area Code / Phone Number / Extension

207-786-4782

Area Code / FAX Number

rrobbs@androscogginbank.com

E-mail Address

www.androscogginbank.com

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

Signature of Holding Company Director and Official

Paul Andersen
03/28/2019

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 2710796
 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."

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.

Androscoggin Bancorp Inc
Legal Title of Subsidiary Holding Company

PO Box 1407
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Lewiston ME 04243-1407
City State Zip Code

30 Lisbon St Lewiston, ME 04240
Physical Location (if different from mailing address)

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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Form FR Y-6

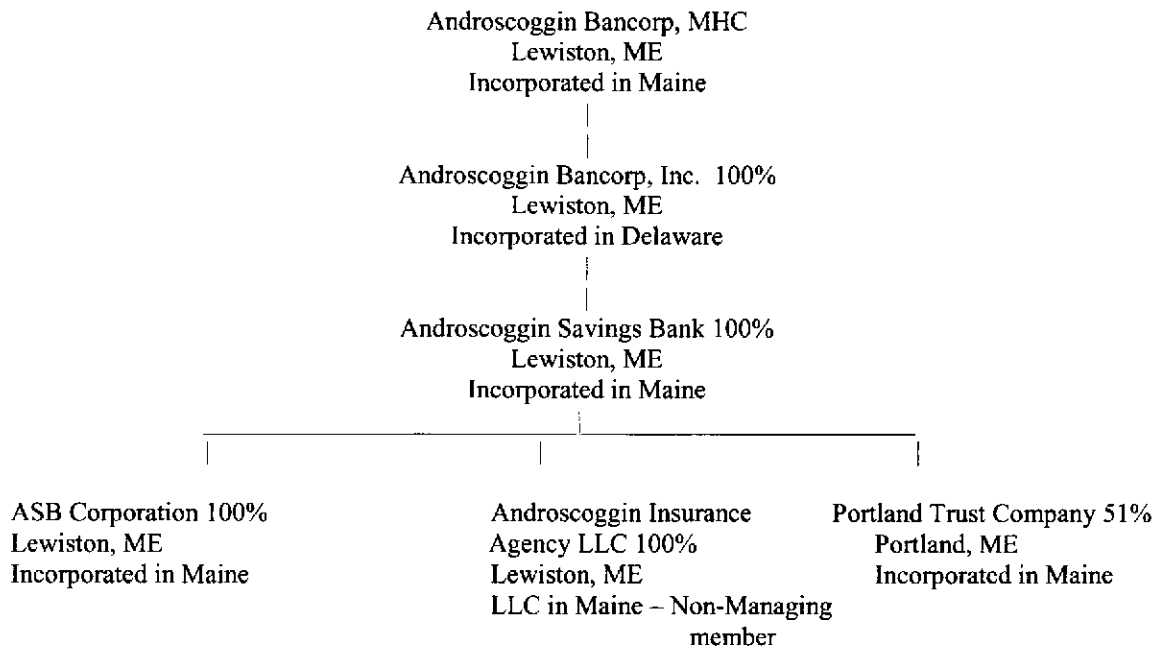
**Androscoggin Bancorp, MHC
PO Box 1407
30 Lisbon Street
Lewiston, ME 04240
Fiscal Year Ending December 31, 2018**

Report Item

1: The BHC is not required to prepare form 10K with the SEC.

The BHC does not prepare an annual report for its shareholders. A copy of the audited financial statements and a no material weakness letter will be mailed.

2a: **Organizational Chart** (Legal Entity Identifier – NA)



2b: **Domestic Branch Listing** See attached

3: **Securities holders**

Androscoggin Bancorp, MHC No shareholders

3: 1a. Androscoggin Bancorp, Inc. 100% owned by Androscoggin Bancorp, MHC
1b. Androscoggin Bancorp, MHC Lewiston, ME
1c. USA
300 shares common stock \$0.10 par value

3: Androscoggin Savings Bank 100% owned by Androscoggin Bancorp, Inc.
1a. Androscoggin Bancorp, Inc., Lewiston, ME
1b. USA
1c. 300 shares common stock \$1.00 par value

3: 2. There was no change in ownership during the year 2018.

4: **Insiders** See attached

Results: A list of branches for your depository institution: ANDROSCOGGIN SAVINGS BANK (ID_RSSD: 132107). This depository institution is held by ANDROSCOGGIN BANCORP, MHC (2710796) of LEWISTON, ME. The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

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

| Data Action | Effective Date | Branch Service Type | Branch ID_RSSD* | Popular Name | Street Address | City | State | Zip Code | County | Country |
|-------------|----------------|----------------------------|-----------------|--|------------------------------------|--------------|-------|----------|--------------|---------------|
| OK | | Full Service (Head Office) | 132107 | ANDROSCOGGIN SAVINGS BANK | 30 LISBON STREET | LEWISTON | ME | 04240 | ANDROSCOGGIN | UNITED STATES |
| OK | | Full Service | 133001 | MINOT AVENUE BRANCH | 683 MINOT AVE | AUBURN | ME | 04210 | ANDROSCOGGIN | UNITED STATES |
| OK | | Full Service | 258605 | TURNER STREET BRANCH | 649 TURNER STREET, SUITE 300 | AUBURN | ME | 04210 | ANDROSCOGGIN | UNITED STATES |
| OK | | Full Service | 3534216 | BATH ROAD BRANCH | 242 BATH ROAD | BRUNSWICK | ME | 04011 | CUMBERLAND | UNITED STATES |
| OK | | Full Service | 3534225 | MAINE STREET BRANCH | 208 1/2 MAINE STREET | BRUNSWICK | ME | 04011 | CUMBERLAND | UNITED STATES |
| OK | | Full Service | 2721792 | GRAY BRANCH | 24 PORTLAND ROAD | GRAY | ME | 04039 | CUMBERLAND | UNITED STATES |
| OK | | Full Service | 263001 | JAY BRANCH | 6 ANDROSCOGGIN LANE, JAY PLAZA JAY | JAY | ME | 04239 | FRANKLIN | UNITED STATES |
| OK | | Full Service | 350406 | SABATTUS STREET BRANCH | 505 SABATTUS STREET | LEWISTON | ME | 04240 | ANDROSCOGGIN | UNITED STATES |
| OK | | Full Service | 2527190 | MIDTOWN SHOPPING CENTER BRANCH | 580 LISBON ROAD | LISBON FALLS | ME | 04252 | ANDROSCOGGIN | UNITED STATES |
| OK | | Full Service | 4006297 | PORTLAND BANK & INVESTMENT CENTER BRANCH | 130 MIDDLE STREET | PORTLAND | ME | 04101 | CUMBERLAND | UNITED STATES |
| OK | | Full Service | 112800 | SOUTH PARIS BRANCH | 170 MAIN STREET | SOUTH PARIS | ME | 04281 | OXFORD | UNITED STATES |
| OK | | Full Service | 1841237 | TURNER BRANCH | 207 AUBURN ROAD, ROUTE 4 | TURNER | ME | 04282 | ANDROSCOGGIN | UNITED STATES |

Results: A list of branches for your depository institution: ANDROSCOGGIN SAVINGS BANK (ID_RSSD: 132107). This depository institution is held by ANDROSCOGGIN BANCORP, INC. (2710808) of LEWISTON, ME. The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

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.

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| Data Action | Effective Date | Branch Service Type | Branch ID_RSSD* | Popular Name | Street Address | City | State | Zip Code | County | Country | FDI |
|-------------|----------------|----------------------------|-----------------|--------------------------------------|--------------------------------|--------------|-------|----------|--------------|---------------|-----|
| OK | | Full Service (Head Office) | 132107 | ANDROSCOGGIN SAVINGS BANK | 30 LISBON STREET | LEWISTON | ME | 04240 | ANDROSCOGGIN | UNITED STATES | Not |
| OK | | Full Service | 133001 | MINOT AVENUE BRANCH | 683 MINOT AVE | AUBURN | ME | 04210 | ANDROSCOGGIN | UNITED STATES | Not |
| OK | | Full Service | 258605 | TURNER STREET BRANCH | 649 TURNER STREET, SUITE 300 | AUBURN | ME | 04210 | ANDROSCOGGIN | UNITED STATES | Not |
| OK | | Full Service | 3534216 | BATH ROAD BRANCH | 242 BATH ROAD | BRUNSWICK | ME | 04011 | CUMBERLAND | UNITED STATES | Not |
| OK | | Full Service | 3534225 | MAINE STREET BRANCH | 208 1/2 MAINE STREET | BRUNSWICK | ME | 04011 | CUMBERLAND | UNITED STATES | Not |
| OK | | Full Service | 2721792 | GRAY BRANCH | 24 PORTLAND ROAD | GRAY | ME | 04039 | CUMBERLAND | UNITED STATES | Not |
| OK | | Full Service | 263001 | JAY BRANCH | 6 ANDROSCOGGIN LANE, JAY PLAZA | JAY | ME | 04239 | FRANKLIN | UNITED STATES | Not |
| OK | | Full Service | 350406 | SABATTUS STREET BRANCH | 505 SABATTUS STREET | LEWISTON | ME | 04240 | ANDROSCOGGIN | UNITED STATES | Not |
| OK | | Full Service | 2527190 | MIDTOWN SHOPPING CENTER BRANCH | 580 LISBON ROAD | LISBON FALLS | ME | 04252 | ANDROSCOGGIN | UNITED STATES | Not |
| OK | | Full Service | 4006297 | PORTLAND BANK & INVESTMENT CENTER BR | 130 MIDDLE STREET | PORTLAND | ME | 04101 | CUMBERLAND | UNITED STATES | Not |
| OK | | Full Service | 112800 | SOUTH PARIS BRANCH | 170 MAIN STREET | SOUTH PARIS | ME | 04281 | OXFORD | UNITED STATES | Not |
| OK | | Full Service | 1841237 | TURNER BRANCH | 207 AUBURN ROAD, ROUTE 4 | TURNER | ME | 04282 | ANDROSCOGGIN | UNITED STATES | Not |

4. Insiders Androscoggin Bancorp MHC & Androscoggin Bancorp Inc - December 2018

| Name, City & State | Principal Occupation if other than with Bank Holding Co. | Title & Position w/Bank Holding Co. | Title & Position w/Subsidiaries | Title & Position w/Other Businesses | Percentage of Voting Shares in Bank Holding Co. | Percentage of Voting Shares in Subsidiaries | Other Companies w/25% or more of voting securities are held |
|---|--|-------------------------------------|---------------------------------|--|---|---|---|
| Paul H. Andersen New Gloucester, ME | n/a | Vice Chair of Board and CEO | Vice Chair of Board and CEO | None | None | None | None |
| Steven Bonville North Port, FL 34287 | n/a | Director | Director | None - retired | None | None | None |
| Steven A. Closson North Port, FL 34287 | n/a | Director | Director | N/A | None | None | None |
| Ike L. Goodwin Turner, ME 04282 | Well Drilling | Director | Director | President | None | None | Goodwin, Well & Water, Inc. (45%) Bear Pond Corp. (50%) |
| Pasquale F. Maiorino North Port, FL 34287 | Attorney | Director Chairman | Director Chairman | Attorney Self-Employed | None | None | None |
| Michel M. Ouellet Brunswick, ME 04011 | Construction | Director | Director | President | None | None | Ouellet Construction (100%) Coastal Realty, LLC Starfish Realty, LLC |
| Jean Maitimore Portland, ME 04103 | Holistic Health Practitioner | Director | Director | Holistic Health Practitioner (private practice) | None | None | None |
| Wendy Bean Hollis Center, ME 04042 | CPA | Director | Director | CPA | None | None | None |
| Foster A. Stewart, Jr. Portland, ME. 04101 | Attorney | Director | Director | Attorney Self-Employed | None | None | None |
| Neil Kiely Falmouth, ME 04101 | n/a | President | President | None | None | None | Maine Commercial Financing, LLC Blue Horse Properties, LLC Blue Horse Enterprise, LLC Portland Mortgage Group, LLC Willow Properties 18 Clifton, LLC Dingley CT, LLC Exchange Street Capital, LLC Farwell Ave., LLC Cumberland Cottage, LLC 337 Cumberland, LLC 240 Brown, LLC King Street, LLC IGH, LLC DBS, LLC |
| James Kacer Scarborough, ME. | n/a | n/a | Sr. Vice President CFO | None | None | None | None |