

OCT 18 2018

FR Y-6  
OMB Number 7100-0297  
Approval expires November 30, 2019  
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Board of Governors of the Federal Reserve System

Supervision, Regulation and  
Credit Department



# 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.

I, Paul J. Falvey

Name of the Holding Company Director and Official

Director, President 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.

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

RSSD ID 2545831  
C.I. \_\_\_\_\_

Date of Report (top-tier holding company's fiscal year-end):

June 30, 2018

Month / Day / Year

None

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

Reporter's Name, Street, and Mailing Address

BNH Financial

Legal Title of Holding Company

62 Pleasant Street

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

Laconia

City

NH

State

03246

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Martha A. McLeod

Name

VP - Controller

Title

603-527-7290

Area Code / Phone Number / Extension

Area Code / FAX Number

mcleod@banknh.com

E-mail Address

None

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

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."

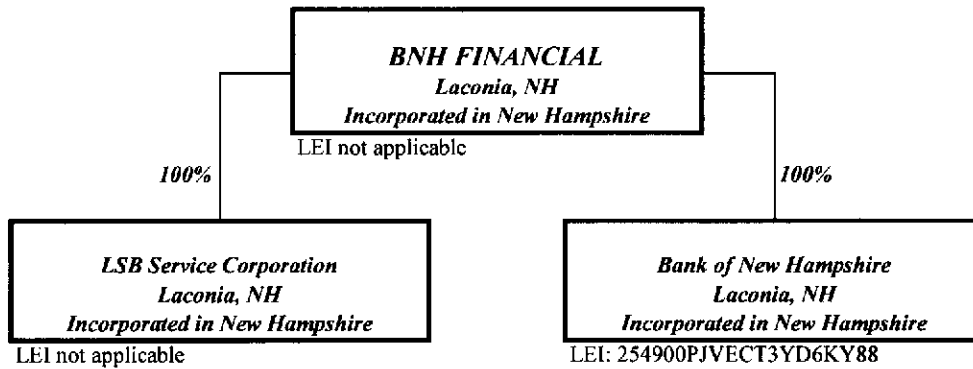
**Form FR Y-6**

**BNH Financial  
Laconia, New Hampshire  
Fiscal Year Ending June 30, 2018**

**Report Item:**

1. BNH Financial is not registered with the Securities and Exchange Commission and is not required to prepare and file Form 10-K. The holding company is a mutual holding company, and consequently does not publish an annual report for shareholders.

**2 a. Organizational Chart**



- 2 b. Domestic branch listing provided to Federal Reserve Bank enclosed
3. BNH Financial is a mutual holding company, and therefore does not have any securities holders.
4. Listing of insiders enclosed

**Results:** A list of branches for your depository institution: **BANK OF NEW HAMPSHIRE (ID: RSSD: 265407)**  
 This depository institution is held by **BANK FINANCIAL (2545831) of LACONIA, NH**  
 The data are as of **03/30/2018**. Data reflects information that was received and processed through **10/03/2018**.

**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 opened 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	FDIC UNINUM*	Office Number*	Head Office ID	RSSD*	Comments
Full Service		Full Service (Head Office)	265407		BANK OF NEW HAMPSHIRE	62 PLEASANT STREET	LACONIA	NH	03246	BELKNAP	UNITED STATES	Not Required	Not Required		265407	
Full Service		Full Service	586803		ANTRIM BRANCH	77 MAIN STREET	ANTRIM	NH	03440	HILLSBOROUGH	UNITED STATES	Not Required	Not Required		265407	
Full Service		Full Service	3447370		BEDFORD BRANCH	256 WALLACE ROAD	BEDFORD	NH	03110	HILLSBOROUGH	UNITED STATES	Not Required	Not Required		265407	
Full Service		Full Service	2883618		CAMPTON BRANCH	21 TOWER ROAD	CAMPTON	NH	03223	GRAFTON	UNITED STATES	Not Required	Not Required		265407	
Full Service		Full Service	51404		CLAREMONT BRANCH	14 SULLIVAN STREET	CLAREMONT	NH	03743	SULLIVAN	UNITED STATES	Not Required	Not Required		265407	
Full Service		Full Service	3447389		CONCORD HEIGHTS BRANCH	11 TRIANGLE PARK DRIVE	CONCORD	NH	03301	MERRIMACK	UNITED STATES	Not Required	Not Required		265407	
Full Service		Full Service	2735454		CONCORD NORTH MAIN BRANCH	167 NORTH MAIN STREET	CONCORD	NH	03301	MERRIMACK	UNITED STATES	Not Required	Not Required		265407	
Full Service		Full Service	150709		CONWAY BRANCH	23 MAIN STREET	CONWAY	NH	03818	CARROLL	UNITED STATES	Not Required	Not Required		265407	
Full Service		Full Service	3353583		DOVER BRANCH	845 CENTRAL AVENUE	DOVER	NH	03820	STRAFFORD	UNITED STATES	Not Required	Not Required		265407	
Full Service		Full Service	2226130		GILFORD LAKESHORE BRANCH	1441 LAKESHORE ROAD	GILFORD	NH	03249	BELKNAP	UNITED STATES	Not Required	Not Required		265407	
Full Service		Full Service	251008		GILFORD VILLAGE OFFICE	ONE COUNTRY CLUB ROAD	GILFORD	NH	03249	BELKNAP	UNITED STATES	Not Required	Not Required		265407	
Full Service		Full Service	431305		GORHAM BRANCH	583 MAIN STREET	GORHAM	NH	03581	COOS	UNITED STATES	Not Required	Not Required		265407	
Full Service		Full Service	1400728		HILLSBOROUGH BRANCH	325 WEST MAIN STREET	HILLSBOROUGH	NH	03244	HILLSBOROUGH	UNITED STATES	Not Required	Not Required		265407	
Full Service		Full Service	565901		LINCOLN BRANCH	76 MAIN STREET, RTE 112	LINCOLN	NH	03251	GRAFTON	UNITED STATES	Not Required	Not Required		265407	
Full Service		Full Service	146805		LITTLETON BRANCH	125 MAIN STREET	LITTLETON	NH	03561	GRAFTON	UNITED STATES	Not Required	Not Required		265407	
Full Service		Full Service	4373047		MANCHESTER BRANCH	705 HOOKSETT ROAD	MANCHESTER	NH	03104	HILLSBOROUGH	UNITED STATES	Not Required	Not Required		265407	
Full Service		Full Service	2447878		MDULTONBOROUGH BRANCH	960 WHITTIER HIGHWAY	MDULTONBOROUGH	NH	03254	CARROLL	UNITED STATES	Not Required	Not Required		265407	
Full Service		Full Service	83003		OSSIPEE BRANCH	300 ROUTE 16B	OSSIPEE	NH	03864	CARROLL	UNITED STATES	Not Required	Not Required		265407	
Full Service		Full Service	319506		PLYMOUTH BRANCH	6 RIVERSIDE LANDING	PLYMOUTH	NH	03264	GRAFTON	UNITED STATES	Not Required	Not Required		265407	
Full Service		Full Service	1216059		PLYMOUTH MAIN STREET OFFICE	28 SOUTH MAIN STREET	PLYMOUTH	NH	03264	GRAFTON	UNITED STATES	Not Required	Not Required		265407	
Full Service		Full Service	5010862		PORTSMOUTH OFFICE	11 PORTWALK PLACE	PORTSMOUTH	NH	03801	ROCKINGHAM	UNITED STATES	Not Required	Not Required		265407	
Full Service		Full Service	4368959		ROCHESTER BANKING OFFICE	301 NORTH MAIN STREET	ROCHESTER	NH	03867	STRAFFORD	UNITED STATES	Not Required	Not Required		265407	
Full Service		Full Service	537403		WHITEFIELD BRANCH	22 KING'S SQUARE	WHITEFIELD	NH	03598	COOS	UNITED STATES	Not Required	Not Required		265407	
Full Service		Full Service	126405		WOODDSVILLE BRANCH	55 CENTRAL STREET	WOODDSVILLE	NH	03785	GRAFTON	UNITED STATES	Not Required	Not Required		265407	
Add	03/05/2018	Trust	Not Required		WEALTH MANAGEMENT	3 EAGLE SQUARE	CONCORD	NH	03301	MERRIMACK	UNITED STATES	Not Required	Not Required		265407	

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June 30, 2018

**Report Item 4: Directors and Officers**

(1) Names and Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title and Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Robert E. Benoit Exeter, NH, USA	Consultant; Retired Auditor/Manager, Shatswell, MacLeod & Company, P.C.	Trustee	Director, Bank of New Hampshire	Consultant; Retired Auditor/Manager, Shatswell, MacLeod & Company, P.C.	None	None	N/A
Richard W. Burpee, Jr. Concord, NH, USA	President, Redwing Property Maintenance, LLC	Trustee	Director, Bank of New Hampshire	President, Redwing Property Maintenance, LLC	None	None	Redwing Property Maintenance, LLC 100%
Bruce D. Clow Laconia, NH, USA	Past President & CEO, Bank of New Hampshire	Chairman & Trustee	Chairman & Director, Bank of New Hampshire	Past President & CEO, Bank of New Hampshire	None	None	N/A
Gregory M. Dickinson Gilford, NH, USA	Retired President & CEO, Village Bank & Trust	Trustee	Director, Bank of New Hampshire	Retired President & CEO, Village Bank & Trust	None	None	N/A
Paul J. Falvey Laconia, NH, USA	President & CEO Bank of New Hampshire	Trustee, President & CEO	Director, Bank of New Hampshire	President & CEO Bank of New Hampshire	None	None	N/A
Gregory A. Goddard Gilford, NH, USA	General Manager, Gunstock Mountain Resort	Trustee	Director, Bank of New Hampshire	General Manager, Gunstock Mountain Resort	None	None	N/A
Michael J. Long Plymouth, NH, USA	Former President, Community Guaranty Savings Bank	Trustee	Director, Bank of New Hampshire	Former President, Community Guaranty Savings Bank	None	None	Wolfsburg Farm, I.L.C 50%
Kenneth L. Robinson, Jr. Canterbury, NH, USA	Retired General Counsel, Northeast Delta Dental	Trustee	Director, Bank of New Hampshire	Retired General Counsel, Northeast Delta Dental	None	None	N/A

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**June 30, 2018**

**Report Item 4: Directors and Officers**

(1) Names and Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title and Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Ronald J. Sibley Plymouth, NH, USA	Retired President & CEO, Community Guaranty Savings Bank	Trustee	Director, Bank of New Hampshire	Retired President & CEO, Community Guaranty Savings Bank	None	None	N/A
Suzanne L. Stiles Laconia, NH, USA	Retired Senior Vice President, Administrative & Facilities Services, LRGHealthcare	Trustee	Director, Bank of New Hampshire	Retired Senior Vice President, Administrative & Facilities Services, LRGHealthcare	None	None	N/A
Russell W. Thibeault Laconia, NH, USA	President, Applied Economic Research, Inc.	Trustee	Director, Bank of New Hampshire	President, Applied Economic Research, Inc.	None	None	Applied Economic Research, Inc. 100%
Marc L. Rayburn Gilford, NH, USA	Senior Vice President, Chief Accounting Officer, Treasurer & Controller, Bank of New Hampshire	Senior Vice President/ Treasurer /Controller	Senior Vice President, Chief Accounting Officer, Treasurer & Controller, Bank of New Hampshire; Senior Vice President, Treasurer & Controller, LSB Service Corp.	N/A	None	None	N/A