

BZ  
3/26/19

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

N/A

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

Reporter's Name, Street, and Mailing Address

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.

Kennebec Savings, MHC

Legal Title of Holding Company

PO Box 50

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

Augusta

ME

04332-0050

City

State

Zip Code

150 State Street, Augusta, ME 04330

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Heather Knowles

Controller

Name

Title

207-622-5801 1185

Area Code / Phone Number / Extension

207-430-4530

Area Code / FAX Number

hknowles@kennebecsavings.bank

E-mail 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.

Andrew Silsby  
Signature of Holding Company Director and Official

3/26/19  
Date of Signature

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 4657121  
 C.I. \_\_\_\_\_

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

Kennebec Savings, Inc

Legal Title of Subsidiary Holding Company

PO Box 50

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

Augusta

ME

04332-0050

City

State

Zip Code

150 State Street, Augusta, ME 04330

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)

Legal Title of Subsidiary Holding Company

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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)

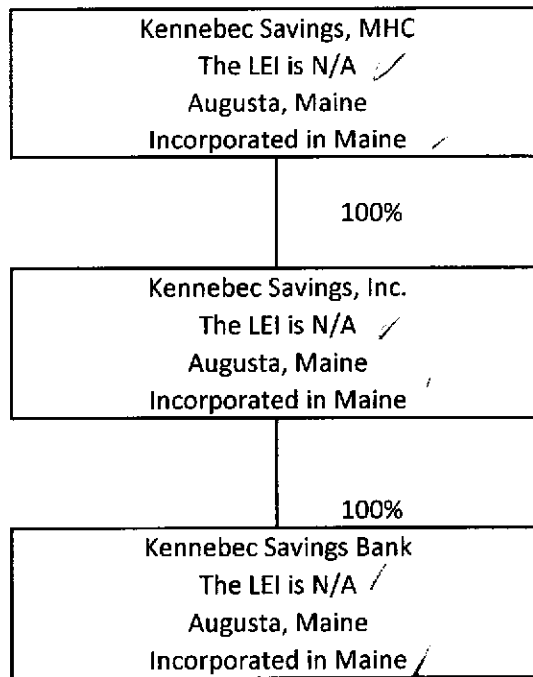
Form FR Y-6

Kennebec Savings, MHC ✓  
Augusta, Maine ✓  
Fiscal Year Ending December 31, 2018

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



**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 **12/31/2018**. 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	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK	3/20/2019	Full Service (Head Office)	583905	KENNEBEC SAVINGS BANK	150 STATE STREET	AUGUSTA	ME	04330	KENNEBEC	UNITED STATES	Not Required	Not Required	KENNEBEC SAVINGS BANK	583905	
OK	3/20/2019	Full Service	4456829	FARMINGDALE BRANCH	1 NORTHERN AVENUE	FARMINGDALE	ME	04344	KENNEBEC	UNITED STATES	Not Required	Not Required	KENNEBEC SAVINGS BANK	583905	
OK	3/20/2019	Limited Service	4456838	GRANITE HILL ESTATES BRANCH	60 BALSAM DRIVE	HALLOWELL	ME	04347	KENNEBEC	UNITED STATES	Not Required	Not Required	KENNEBEC SAVINGS BANK	583905	
OK	3/20/2019	Full Service	192875	WATERVILLE MAIN BRANCH	226 MAIN STREET	WATERVILLE	ME	04901	KENNEBEC	UNITED STATES	Not Required	Not Required	KENNEBEC SAVINGS BANK	583905	
OK	3/20/2019	Full Service	1990229	WINTHROP BRANCH	20 MAIN ST	WINTHROP	ME	04364	KENNEBEC	UNITED STATES	Not Required	Not Required	KENNEBEC SAVINGS BANK	583905	

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**Kennebec Savings, MHC**  
**8Fiscal Year Ending December 31, 2018**

**Report Item 3: Securities holders**

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

<p>Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2018</p>	<p>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 12/31/2018</p>						
<table border="0"> <tr> <td data-bbox="69 613 283 711">(1)(a) Name, City, State, Country</td> <td data-bbox="394 613 630 711">(1)(b) Country of Citizenship or Incorporation</td> <td data-bbox="688 581 970 711">(1)(c) Number and Percentage of Each Class of Voting Securities</td> </tr> </table>	(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	<table border="0"> <tr> <td data-bbox="1045 613 1255 711">(2)(a) Name, City, State, Country</td> <td data-bbox="1375 613 1610 711">(2)(b) Country of Citizenship or Incorporation</td> <td data-bbox="1669 581 1953 711">(2)(c) Number and Percentage of Each Class of Voting Securities</td> </tr> </table>	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities					
(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities					
<p>N/A</p>							

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**Kennebec Savings, Inc.**  
**Fiscal Year Ending December 31, 2018**

**Report Item 3: Securities holders**

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

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2018			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 12/31/2018		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Kennebec Savings, MHC Augusta, ME, USA	USA	100 - 100% Common Stock			

**Form FR Y-6**  
**Kennebec Savings, MHC**  
**Fiscal Year Ending December 31, 2018**

**Report Item 4: Insiders**

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(a)(b)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list of names of companies and percentage of voting securities held)
William W. Sprague, Jr. Augusta, ME USA	Real Estate Agent Sprague & Curtis Real Estate	Director & Chairman	Director & Chairman (Kennebec Savings, Inc.)	Real Estate Agent Sprague & Curtis Real Estate			
Charles W. Hays, Jr. Augusta, ME USA	President & CEO Maine General Health	Director & Vice Chairman	Director & Vice Chairman (Kennebec Savings, Inc.)	President & CEO Maine General Health			
Andrew E. Silsby Augusta, ME USA	President & Chief Executive Officer Kennebec Savings Bank	President, Clerk & Director	President, Clerk & Director (Kennebec Savings, Inc.)	President & Chief Executive Officer Kennebec Savings Bank Augusta, ME			
Debra A. Getchell Augusta, ME USA	Chief Financial Officer & Treasurer Kennebec Savings Bank	Senior Vice President & Treasurer	Senior Vice President & Treasurer (Kennebec Savings, Inc.)	SVP, Chief Financial Officer & Treasurer Kennebec Savings Bank Augusta, ME			
Craig J. Garofalo Augusta, ME USA	Chief Operations Officer Kennebec Savings Bank	Executive Vice President	Executive Vice President (Kennebec Savings, Inc.)	EVP, Chief Operations Officer Kennebec Savings Bank Augusta, ME			

**Form FR Y-6**  
**Kennebec Savings, Inc.**  
**Fiscal Year Ending December 31, 2018**

**Report Item 4: Insiders**

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(a)(b)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list of names of companies and percentage of voting securities held)
William W. Sprague, Jr. Augusta, ME USA	Real Estate Agent Sprague & Curtis Real Estate	Director & Chairman	Director & Chairman (Kennebec Savings Bank)	Real Estate Agent Sprague & Curtis Real Estate			
Charles W. Hays, Jr. Augusta, ME USA	President & CEO Maine General Health	Director & Vice Chairman	Director & Vice Chairman (Kennebec Savings Bank)	President & CEO Maine General Health			
Andrew E. Silsby Augusta, ME USA	President & Chief Executive Officer Kennebec Savings Bank	President, Clerk & Director	President, Clerk & Director (Kennebec Savings Bank)	President & Chief Executive Officer Kennebec Savings Bank Augusta, ME			
Debra A. Getchell Augusta, ME USA	Chief Financial Officer & Treasurer Kennebec Savings Bank	Senior Vice President & Treasurer	Senior Vice President & Treasurer (Kennebec Savings Bank)	SVP, Chief Financial Officer & Treasurer Kennebec Savings Bank Augusta, ME			
Craig J. Garofalo Augusta, ME USA	Chief Operations Officer Kennebec Savings Bank	Executive Vice President	Executive Vice President (Kennebec Savings Bank)	EVP & Chief Operations Officer Kennebec Savings Bank Augusta, ME			