

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.

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, Donald E Reynolds

Name of the Holding Company Director and Official

Executive Vice President, Director

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

03/22/2019

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 2728577
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, 2018

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Machias Bancorp, MHC

Legal Title of Holding Company

PO Box 318

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

Machias ME 04654
City State Zip Code

4 Center Street, Machias ME 04654

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Tara Bartko VP, Controller

Name Title

207-255-9211

Area Code / Phone Number / Extension

207-255-6049

Area Code / FAX Number

tbartko@machiassavings.com

E-mail Address

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

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 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.

Machias Bancorp, Inc

Legal Title of Subsidiary Holding Company

PO Box 318

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

Machias ME 04654

City State Zip Code

4 Center Street, Machias ME 04654

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

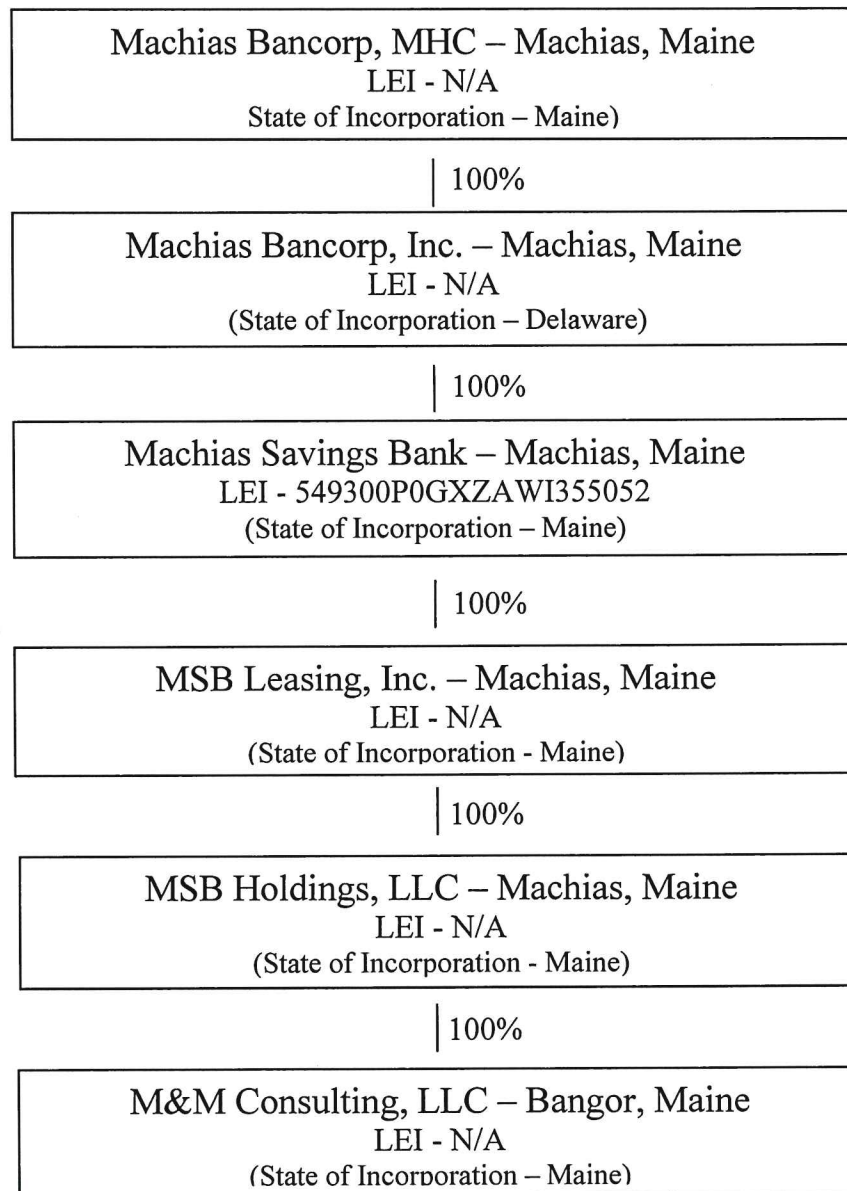
City State Zip Code

Physical Location (if different from mailing address)

Form FR Y-6
Machias Bancorp, MHC
Machias, Maine
For the Year Ending December 31, 2018

Report Items 2a and 2b

2a: Organizational Chart



2b: Domestic branch listing report attached.

Results: A list of branches for your depository institution: **MACHIAS SAVINGS BANK (ID_RSSD: 137205)**.
This depository institution is held by **MACHIAS BANCORP, MHC (2728577)** of **MACHIAS, 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		Full Service (Head Office)	137205	MACHIAS SAVINGS BANK	4 CENTER STREET	MACHIAS	ME	04654	WASHINGTON	UNITED STATES	Not Required	Not Required	MACHIAS SAVINGS BANK	137205	
OK		Full Service	3775774	BANGOR BRANCH	1126 HAMMOND STREET	BANGOR	ME	04401	PENOBSCOT	UNITED STATES	Not Required	Not Required	MACHIAS SAVINGS BANK	137205	
OK		Full Service	400301	BAR HARBOR BRANCH	96 COTTAGE STREET	BAR HARBOR	ME	04609	HANCOCK	UNITED STATES	Not Required	Not Required	MACHIAS SAVINGS BANK	137205	
OK		Full Service	4413701	BREWER BRANCH	581 WILSON STREET	BREWER	ME	04412	PENOBSCOT	UNITED STATES	Not Required	Not Required	MACHIAS SAVINGS BANK	137205	
OK		Full Service	263403	CALAIS BRANCH	210 NORTH STREET	CALAIS	ME	04619	WASHINGTON	UNITED STATES	Not Required	Not Required	MACHIAS SAVINGS BANK	137205	
OK		Full Service	1453498	CARIBOU BANKING CENTER BRANCH	142 BENNETT DRIVE	CARIBOU	ME	04736	AROOSTOOK	UNITED STATES	Not Required	Not Required	MACHIAS SAVINGS BANK	137205	
OK		Full Service	355102	COLUMBIA BRANCH	357 US HIGHWAY 1	COLUMBIA	ME	04623-9703	WASHINGTON	UNITED STATES	Not Required	Not Required	MACHIAS SAVINGS BANK	137205	
OK		Full Service	3775813	DANFORTH BRANCH	38 DEPOT STREET	DANFORTH	ME	04424	WASHINGTON	UNITED STATES	Not Required	Not Required	MACHIAS SAVINGS BANK	137205	
OK		Full Service	1215360	ELLSWORTH BRANCH	93 HIGH STREET	ELLSWORTH	ME	04605	HANCOCK	UNITED STATES	Not Required	Not Required	MACHIAS SAVINGS BANK	137205	
OK		Full Service	3775765	MILL MALL BRANCH	248 STATE STREET	ELLSWORTH	ME	04605	HANCOCK	UNITED STATES	Not Required	Not Required	MACHIAS SAVINGS BANK	137205	
OK		Full Service	109800	HOULTON BRANCH	138 NORTH STREET	HOULTON	ME	04730	AROOSTOOK	UNITED STATES	Not Required	Not Required	MACHIAS SAVINGS BANK	137205	
OK		Full Service	2001346	LINCOLN BANKING CENTER BRANCH	6 PENOBSCOT VALLEY AVENUE	LINCOLN	ME	04457-0069	PENOBSCOT	UNITED STATES	Not Required	Not Required	MACHIAS SAVINGS BANK	137205	
CHANGE	2/27/2017	Full Service	5110548	PORTLAND MIDDLE STREET BRANCH	193 MIDDLE STREET	PORTLAND	ME	04101	CUMBERLAND	UNITED STATES	Not Required	Not Required	MACHIAS SAVINGS BANK	137205	County entered wrong
CLOSE	9/30/2018	Full Service	4878216	PORTLAND UNION STREET BRANCH	2 UNION STREET, SUITE 301	PORTLAND	ME	04101	CUMBERLAND	UNITED STATES	Not Required	Not Required	MACHIAS SAVINGS BANK	137205	Branch closed
OK		Full Service	1448636	PRESQUE ISLE BANKING CENTER BRANCH	9 DYER ST	PRESQUE ISLE	ME	04769	AROOSTOOK	UNITED STATES	Not Required	Not Required	MACHIAS SAVINGS BANK	137205	
OK		Full Service	521701	PRINCETON BRANCH	127 MAIN STREET	PRINCETON	ME	04668	WASHINGTON	UNITED STATES	Not Required	Not Required	MACHIAS SAVINGS BANK	137205	
OK		Full Service	2943709	ROCKLAND BRANCH	3 GLEN STREET	ROCKLAND	ME	04841	KNOX	UNITED STATES	Not Required	Not Required	MACHIAS SAVINGS BANK	137205	

Form FR Y-6
MACHIAS BANCORP, MHC
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
None			None		

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MACHIAS BANCORP, 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
Machias Bancorp, MHC Machias, ME	USA	100% Common Stock	None		

Form FR Y-6
MACHIAS BANCORP, 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)(c) List names of other companies (include partnerships) if 25% more of voting securities are held (C names of companies and percentage of voting securities held
Edward L. Hennessey, Jr. Northfield, ME, USA	N/A	Director/Chairman	Director (Machias Bancorp, Inc., Machias Savings Bank) Director/Vice President (MSB Leasing, Inc., MSB Holdings, LLC)	N/A	N/A	N/A	N/A
Lawrence L. Barker East Machias, ME, USA	N/A	President/Director	President/Director (Machias Bancorp Inc., Machias Savings Bank) Director/Vice President (MSB Leasing, Inc., MSB Holdings, LLC)	Member of MLA LLC, Inn Machias LLC, and Machias Inn Realty LLC	N/A	N/A	N/A
Robert W. Foster Hampden, ME, USA	Petroleum Distributor	Director	Director (Machias Bancorp, Inc., Machias Savings Bank, MSB Leasing, Inc., MSB Holdings, LLC)	RH Foster Energy, President	N/A	N/A	N/A

Form FR Y-6
MACHIAS BANCORP, 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)(c) List names of other companies (include: partnerships) if 25% more of voting securities are held (l names of companies and percentage of voting securities hel
Brent K. Hartley Herman, ME, USA	Financial Management Consultant	Director	Director (Machias Bancorp, Inc., Machias Savings Bank, MSB Leasing, Inc., MSB Holdings, LLC)	Owner, Brent Hartley	N/A	N/A	N/A
Donald E. Reynolds Machias, ME, USA	N/A	Executive Vice President/Director	Executive Vice President/Director (Machias Bancorp, Inc., Machias Savings Bank) President/Director (MSB Leasing, Inc., MSB Holdings, LLC)	N/A	N/A	N/A	N/A
LuAnn Ballesteros Glenburn, ME, USA	Vice President, External and Government Affairs	Director	Director (Machias Bancorp, Inc., Machias Savings Bank, MSB Leasing, Inc., MSB Holdings, LLC)	Jackson Laboratory, Vice President, External and Government Affairs	N/A	N/A	N/A
Zachary Means Bangor, ME, USA	Finance, Investments	Director	Director (Machias Bancorp, Inc., Machias Savings Bank, MSB Leasing, Inc., MSB Holdings, LLC)	Means Wealth Management, Owner, Financial Advisor	N/A	N/A	N/A

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MACHIAS BANCORP, 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)(c) List names of other companies (include: partnerships) if 25% more of voting securities are held (i names of companies and percentage of voting securities held
Telford Allen, III Bangor, ME, USA	Aircraft Leasing and Real Estate Investment	Director	Director (Machias Bancorp, Inc., Machias Savings Bank, MSB Leasing, Inc., MSB Holdings, LLC)	Owner/President of SST Aero Services/S3B Leasing, Inc., Owner of The Point Group LLC, Owner of Mooshead Aero Marine, and Owner/President of T&T Capital Inc.	N/A	N/A	N/A

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MACHIAS BANCORP, 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)(c) List names of other companies (include: partnerships) if 25% more of voting securities are held (l names of companies and percentage of voting securities hel
Edward L. Hennessey, Jr. Northfield, ME, USA	N/A	Director/Chairman	Director (Machias Savings Bank) Director/Vice President (MSB Leasing, Inc., MSB Holdings, LLC)	N/A	N/A	N/A	N/A
Lawrence L. Barker East Machias, ME, USA	N/A	President/Director	President, CEO/Director (Machias Savings Bank) Director/Vice President (MSB Leasing, Inc., MSB Holdings, LLC)	Member of MLA LLC, Inn Machias LLC, and Machias Inn Realty LLC	N/A	N/A	N/A
Robert W. Foster Hampden, ME, USA	Petroleum Distributor	Director	Director (Machias Savings Bank, MSB Leasing, Inc., MSB Holdings, LLC)	RH Foster Energy, President	N/A	N/A	N/A

Form FR Y-6
MACHIAS BANCORP, INC.
Fiscal Year Ending December 31, 2018

Report Item 4: Insiders

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

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Brent K. Hartley Herman, ME, USA	Financial Management Consultant	Director	Director (Machias Savings Bank, MSB Leasing, Inc., MSB Holdings, LLC)	Owner, Brent Hartley	N/A	N/A	N/A
Donald E. Reynolds Machias, ME, USA	N/A	Executive Vice President/Director	Executive Vice President/Director (Machias Savings Bank) President/Director (MSB Leasing, Inc., MSB Holdings, LLC)	N/A	N/A	N/A	N/A
LuAnn Ballesteros Glenburn, ME, USA	Vice President, External and Government Affairs	Director	Director (Machias Savings Bank, MSB Leasing, Inc., MSB Holdings, LLC)	Jackson Laboratory, Vice President, External and Government Affairs	N/A	N/A	N/A
Zachary Means Bangor, ME, USA	Finance, Investments	Director	Director (Machias Bancorp, Inc., Machias Savings Bank, MSB Leasing, Inc., MSB Holdings, LLC)	Means Wealth Management, Owner, Financial Advisor	N/A	N/A	N/A

Form FR Y-6
MACHIAS BANCORP, INC.
Fiscal Year Ending December 31, 2018

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Telford Allen, III Bangor, ME, USA	Aircraft Leasing and Real Estate Investment	Director	Director (Machias Savings Bank, MSB Leasing, Inc., MSB Holdings, LLC)	Owner/President of SST Aero Services/S3B Leasing, Inc., Owner of The Point Group LLC, Owner of Mooshead Aero Marine, and Owner/President of T&T Capital Inc.	N/A	N/A	N/A