

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):

**June 30, 2018**

Month / Day / Year

**549300LSZ443GPP9KV95**

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

Reporter's Name, Street, and Mailing Address

I, **Richard Wayne**

Name of the Holding Company Director and Official

**President & 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.

**Northeast Bancorp**

Legal Title of Holding Company

**500 Canal Street**

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

**Lewiston**

**ME**

**04240**

City

State

Zip Code

*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.*

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

**Jim Krumsiek**

**Corporate Secretary**

Name

Title

**617-585-3210**

Area Code / Phone Number / Extension

Area Code / FAX Number

**jkcrumsiek@northeastbank.com**

E-mail Address

**www.northeastbank.com**

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

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 **2324111**  
 C.I. \_\_\_\_\_

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

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.*

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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City State Zip Code

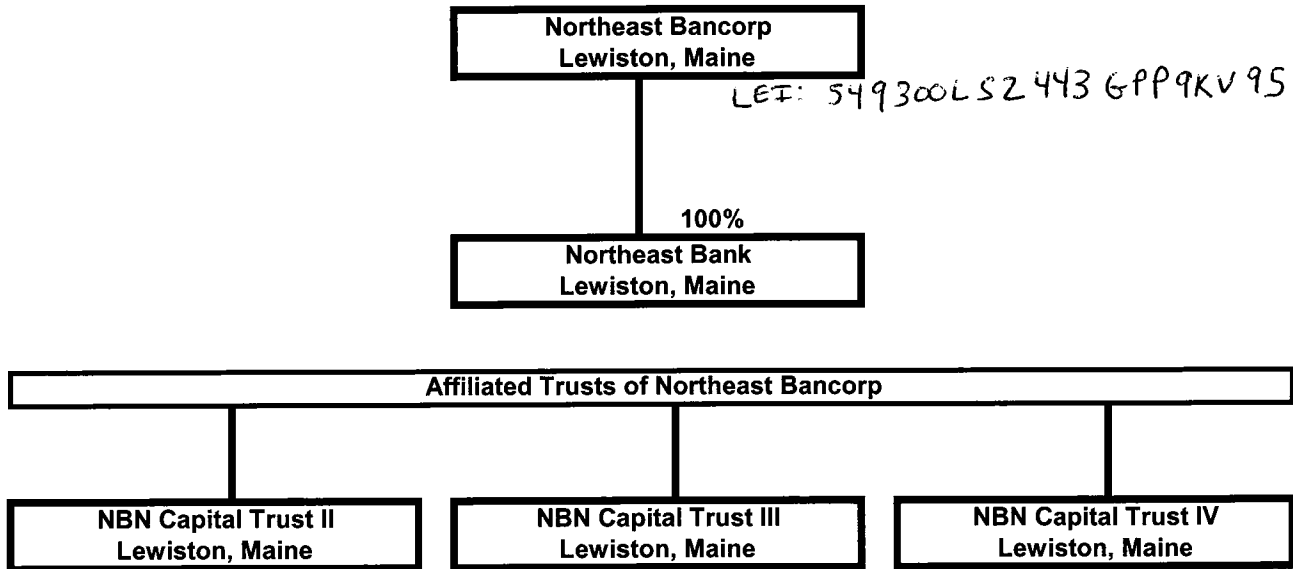
Physical Location (if different from mailing address)

Form FR Y-6

Northeast Bancorp  
Lewiston, Maine 04240  
Fiscal Year Ending June 30, 2018

Report Item

2: Organizational Chart



Note:  
NoLEI unless otherwise noted

**Results:** A list of branches for your depository institution: **NORTHEAST BANK (ID\_RSSD: 468806)**.  
 This depository institution is held by **NORTHEAST BANCORP (2324111)** of **LEWISTON, ME**.  
 The data are as of **03/31/2018**. Data reflects information that was received and processed through **04/04/2018**.

**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 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)	468806	NORTHEAST BANK	500 CANAL STREET	LEWISTON	ME	04240	ANDROSCOGGIN	UNITED STATES	Not Required	Not Required	NORTHEAST BANK	468806	
OK		Full Service	4353478	AUBURN BRANCH	232 CENTER STREET	AUBURN	ME	04210	ANDROSCOGGIN	UNITED STATES	Not Required	Not Required	NORTHEAST BANK	468806	
OK		Full Service	2236241	AUGUSTA BRANCH	235 WESTERN AVENUE	AUGUSTA	ME	04330	KENNEBEC	UNITED STATES	Not Required	Not Required	NORTHEAST BANK	468806	
OK		Full Service	4353740	BETHEL BRANCH	11 MAIN STREET	BETHEL	ME	04217	OXFORD	UNITED STATES	Not Required	Not Required	NORTHEAST BANK	468806	
OK		Full Service	3262939	MAIN STREET BRANCH	186 MAINE STREET	BRUNSWICK	ME	04011	CUMBERLAND	UNITED STATES	Not Required	Not Required	NORTHEAST BANK	468806	
OK		Full Service	387804	BUCKFIELD BRANCH	2 DEPOT STREET	BUCKFIELD	ME	04220	OXFORD	UNITED STATES	Not Required	Not Required	NORTHEAST BANK	468806	
OK		Full Service	468404	HARRISON BRANCH	46 MAIN STREET	HARRISON	ME	04040	CUMBERLAND	UNITED STATES	Not Required	Not Required	NORTHEAST BANK	468806	
OK		Electronic Banking	4431572	ABLE BANKING BRANCH	500 CANAL STREET	LEWISTON	ME	04240	ANDROSCOGGIN	UNITED STATES	Not Required	Not Required	NORTHEAST BANK	468806	
OK		Full Service	4076834	POLAND BRANCH	1399 MAINE STREET	POLAND	ME	04274	OXFORD	UNITED STATES	Not Required	Not Required	NORTHEAST BANK	468806	
OK		Full Service	4353450	PORTLAND BRANCH	27 PEARL STREET	PORTLAND	ME	04101	CUMBERLAND	UNITED STATES	Not Required	Not Required	NORTHEAST BANK	468806	
OK		Full Service	560906	OXFORD HILLS BRANCH	235 MAIN STREET	SOUTH PARIS	ME	04281	OXFORD	UNITED STATES	Not Required	Not Required	NORTHEAST BANK	468806	

**Form FRY-6**  
**Northeast Bancorp**  
**Fiscal Year Ending June 30, 2018**

**Report Item 3: Shareholders**  
(1)(a)(b)( c) and (2)(a)(b)( c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending June 30, 2018			Shareholders 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 June 30, 2018		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)( c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)( c) Number and Percentage of Each Class of Voting Securities
Arlon Capital Partners, LP New York, NY	USA	747,708 - 9.28% Common Stock	Franklin Resources, Inc. San Mateo, CA	USA	459,500 - 5.86% Common Stock
			Wellington Management Company, LLP Boston, MA	USA	492,071 - 6.28% Common Stock

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**Northeast Bancorp**  
**Fiscal Year Ending June 30, 2018**

**Report Item 4: Insiders**  
(1), (2), (3)(a)(b)( c), and (4)(a)(b)( c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	Title & Position with Other Business (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 Glauber Brookline, MA	Lecturer, Harvard Kennedy School School of Government	Chairman	Chairman of the Board - Northeast Bank	Lecturer, Harvard Kennedy School School of Government	1.01%	None	N/A
Matthew Botein Brookline, MA	Managing Partner, Gallatin Point Capital LLC	Director	Director - Northeast Bank	Managing Partner, Gallatin Point Capital LLC	< 1%	None	N/A
David Tanner New York, NY	Managing Director, Three Mile Capital LLC	Director	Director - Northeast Bank	Managing Director, Three Mile Capital LLC	< 1%	None	Refer to Confidential Volume
Cheryl Dorsey Washington, DC	President, Echoing Green	Director	Director - Northeast Bank	President, Echoing Green	0%	None	N/A
Richard Wayne Boston, MA	N/A	President, CEO, & Director	Director - Northeast Bank	N/A	8.53%	None	Refer to Confidential Volume
Judith E. Wallingford Harpwell, ME	Retired President, The Maine Water Company	Director	Director - Northeast Bank	Retired President, The Maine Water Company	< 1%	None	N/A
John Orestis Falmouth, ME	President & CEO, North Country Associates	Director	Director - Northeast Bank	President & CEO, North Country Associates	< 1%	None	Refer to Confidential Volume
Jean-Pierre Lapointe Boston, MA	N/A	Chief Financial Officer Treasurer	Chief Financial Officer Treasurer	N/A	< 1%	None	N/A
Brian Pinheiro Boston, MA	N/A	Chief Risk Officer	Chief Risk Officer	N/A	< 1%	None	N/A