

APR 01 2019

Handwritten initials and date: JF 4/1/19

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, William J. Woodward

Name of the Holding Company Director and Official

CEO, President and Chairman of the Board

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.

William J. Woodward

Signature of Holding Company Director and Official

3/29/19

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 2582827
 C.I. _____

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

December 31, 2018

Month / Day / Year

5493006VN282B4KCIN50

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

Reporter's Name, Street, and Mailing Address

Northway Financial, Inc.

Legal Title of Holding Company

PO Box 9

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

Berlin NH 03570

City State Zip Code

3424 White Mountain Highway, North Conway, NH 03860

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Deborah Hodgdon Accountant

Name Title

603-342-1080

Area Code / Phone Number / Extension

603-326-7335

Area Code / FAX Number

dhodgdon@northwaybank.com

E-mail Address

northwaybank.com

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.

N/A

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)

N/A

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City State Zip Code

Physical Location (if different from mailing address)

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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

Northway Financial, Inc.
North Conway, New Hampshire
Fiscal Year Ending December 31, 2018

Report Item 1:
Annual Report

Will be mailed under separate cover.

Form FR Y-6

Northway Financial, Inc.
LEI 5493006VN282B4KCIN50
North Conway, New Hampshire
Fiscal Year Ending December 31, 2018

Report Item 2a
Organization Chart

Northway Financial, Inc.
LEI 5493006VN282B4KCIN50 ✓
3424 White Mountain Highway
North Conway New Hampshire 03860
Incorporated: New Hampshire
(Parent)

Northway Bank
LEI 549300MKT4KNKP08CQ45 ✓
9 Main Street
Berlin New Hampshire 03570
Incorporated: New Hampshire
(Northway Financial, Inc. owns 100% of voting stock)

Northway Capital Trust III
LEI N/A
9 Main Street
Berlin New Hampshire 03570
Incorporated: Delaware
(Northway Financial, Inc. owns 100% of voting stock)

Northway Capital Trust IV
LEI N/A
9 Main Street
Berlin New Hampshire 03570
Incorporated: Delaware
(Northway Financial, Inc. owns 100% of voting stock)

Results: A list of branches for your holding company: NORTHWAY FINANCIAL, INC. (2582827) of NORTH CONWAY, NH.
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)	30502	NORTHWAY BANK	9 MAIN STREET	BERLIN	NH	03570	COOS	UNITED STATES	Not Required	Not Required	NORTHWAY BANK	30502	
OK		Full Service	207407	CAMPTON BRANCH	414 NH ROUTE 49, PO BOX 325	CAMPTON	NH	03223	GRAFTON	UNITED STATES	Not Required	Not Required	NORTHWAY BANK	30502	
OK		Full Service	4258966	CONCORD BRANCH	66 NORTH MAIN STREET	CONCORD	NH	03301	MERRIMACK	UNITED STATES	Not Required	Not Required	NORTHWAY BANK	30502	
OK		Full Service	2683416	CONWAY BRANCH	34 WEST MAIN STREET	CONWAY	NH	03818	CARROLL	UNITED STATES	Not Required	Not Required	NORTHWAY BANK	30502	
OK		Full Service	1359974	GORHAM BRANCH	260 MAIN STREET	GORHAM	NH	03581	COOS	UNITED STATES	Not Required	Not Required	NORTHWAY BANK	30502	
OK		Full Service	437608	DOWNTOWN LACONIA BRANCH	400 SOUTH MAIN STREET	LACONIA	NH	03246	BELKNAP	UNITED STATES	Not Required	Not Required	NORTHWAY BANK	30502	
OK		Full Service	4496290	MANCHESTER BRANCH	29 CILLEY ROAD	MANCHESTER	NH	03103	HILLSBOROUGH	UNITED STATES	Not Required	Not Required	NORTHWAY BANK	30502	
OK		Full Service	4269104	MEREDITH BRANCH	42 UPPER LADD HILL RD	MEREDITH	NH	03253	BELKNAP	UNITED STATES	Not Required	Not Required	NORTHWAY BANK	30502	
OK		Full Service	29207	CONWAY SETTLERS CROSSING BRANCH	1500 WHITE MOUNTAIN HIGHWAY	NORTH CONWAY	NH	03860	CARROLL	UNITED STATES	Not Required	Not Required	NORTHWAY BANK	30502	
OK		Full Service	2226185	NORTH CONWAY BRANCH INTERVALE	3424 WHITE MOUNTAIN HIGHWAY	NORTH CONWAY	NH	03860	CARROLL	UNITED STATES	Not Required	Not Required	NORTHWAY BANK	30502	
OK		Full Service	79109	PITTSFIELD BRANCH	55 MAIN STREET	PITTSFIELD	NH	03263	MERRIMACK	UNITED STATES	Not Required	Not Required	NORTHWAY BANK	30502	
OK		Full Service	403900	DOWNTOWN PLYMOUTH BRANCH	1-3 HIGHLAND STREET	PLYMOUTH	NH	03264	GRAFTON	UNITED STATES	Not Required	Not Required	NORTHWAY BANK	30502	
OK		Full Service	526706	WEST PLYMOUTH BRANCH	287 HIGHLAND STREET	PLYMOUTH	NH	03264	GRAFTON	UNITED STATES	Not Required	Not Required	NORTHWAY BANK	30502	
OK		Full Service	4564135	PORTSMOUTH BRANCH	750 LAFAYETTE ROAD, SUITE 101	PORTSMOUTH	NH	03801	ROCKINGHAM	UNITED STATES	Not Required	Not Required	NORTHWAY BANK	30502	
OK		Full Service	2632290	TILTON BRANCH	5 MARKET STREET	TILTON	NH	03276	BELKNAP	UNITED STATES	Not Required	Not Required	NORTHWAY BANK	30502	
OK		Full Service	339906	WEST OSSISPEE BRANCH	2385 WHITE MOUNTAIN HIGHWAY	WEST OSSISPEE	NH	03890	CARROLL	UNITED STATES	Not Required	Not Required	NORTHWAY BANK	30502	

Form FR Y-6

Northway Financial, Inc.
North Conway, New Hampshire
Fiscal Year Ending December 31, 2018

Report Item 3
Shareholders

- (1)
 - 1(a) William J. Woodward
Berlin NH 03570
 - (b) US Citizen
 - (c) Owns 200,316 shares, or 7.28%, of common stock

- (2) Based on information available to us, the Company is not aware of any additional security holders that owned or controlled 5% or more of any class of voting securities in the bank holding company during the fiscal year.

Form FR Y-6

Northway Financial, Inc.
North Conway, New Hampshire
Fiscal Year Ending December 31, 2018

Report Item 4
Insiders

(1)	(2)	(3)a	(3)b	(3)c	(4)a	(4)b	(4)c
Name & Address (City State County)	Principal Occupation if other than with holding company organization	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of voting shares in Bank Holding Company	Percentage of voting shares in Subsidiaries (include names of subsidiaries)	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)
William J. Woodwell Berlin NH 03570 USA	N/A	President, Chief Executive Officer and Chairman of the Board	President, Chief Executive Officer and Chairman of the Board (Northway Bank)	President, Vallancourt & Woodward, Inc.	7.28%	N/A	Vallancourt & Woodward, Inc. (60%)
Fletcher W. Adams Plymouth NH 03264 USA	N/A	Vice Chairman of the Board	Director (Northway Bank)	Director, CYCA	4.51%	N/A	N/A
Stephen G. Baucher Milford NH 03055 USA	Technology Firm	Director	Director (Northway Bank)	Chief Executive Officer and Chairman of the Board, Armat Technology Corp., Director, Kimball Physica, Inc.	**	N/A	Tucker Brook LLC (35%)
Peter Clarke Newmarket NH 03857 USA	Financial Services Firm	Director	Director (Northway Bank)	Chief Operating Officer, The Bakwin & Clarke Companies consisting of Bakwin & Clarke, L.P., Bakwin & Clarke Retirement Plan Services, Inc., Bakwin & Clarke Corporate Finance, Inc. & Bakwin & Clarke Advisory Services, Inc. Director, Bakwin & Clarke Corporate Finance Inc., Manager, South River Capital Advisors L.L.C.	**	N/A	South River Capital Advisors, LLC (50%)
Larry K. Haines Weare, NH 03281 USA	Automotive Reinsurance	Director	Director (Northway Bank)	President, Chief Executive Officer, Director and Owner of Grappone II Reinsurance Limited Director, Grappone Lumber Company Director, Bow Business Development Corporation, Director, PSU, College of Business Adv. Ed.	**	N/A	Grappone II Reinsurance Limited (100%)
Barry J. Kelley Berlin NH 03570 USA	Lumber Company	Director	Director (Northway Bank)	President and Owner, White Mountain Lumber Co.	4.75%	N/A	White Mountain Lumber, Inc. (60%)
Ronald G. Labron Sanborn NH 03584 USA	Hotel/Restaurant	Director	Director (Northway Bank)	President and General Manager, Town & Country Motor Inn, Director, Androsauggin Valley Hospital.	**	N/A	N/A
Brian L. Ward, Esq. Lifton NH 03561 USA	Attorney	Director	Director (Northway Bank)	Attorney, Brian L. Ward	**	N/A	Law Office of Brian L. Ward (100%)

Form FR Y-6

Northway Financial, Inc.
North Conway, New Hampshire
Fiscal Year Ending December 31, 2018

Report Form 4
Insiders

(1)	(2)	(3)a	(3)b	(3)c	(4)a	(4)b	(4)c
Name & Address (City State County)	Principal Occupation if other than with holding company organization	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of voting shares in Bank Holding Company	Percentage of voting shares in Subsidiaries (include names of subsidiaries)	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)
Michael Costello Gorham, NH 03601 USA	N/A	N/A	Senior Vice President, Chief Administrative Officer (Northway Bank)	N/A	**	N/A	N/A
Paula F. Caughey Berlin, NH 03570 USA	N/A	N/A	Senior Vice President, Risk Management Officer (Northway Bank)	N/A	**	N/A	N/A
Jo Ann R. Church Greenland, NH 03540 USA	N/A	N/A	Senior Vice President, Senior Credit Officer (Northway Bank)	N/A	**	N/A	N/A
Thomas Kasala Dover, NH 03820 USA	N/A	N/A	Senior Vice President, Chief Credit Officer (Northway Bank)	N/A	**	N/A	N/A
Gary J. Laursch Portsmouth, NH 03801 USA	N/A	Senior Vice President, Chief Financial Officer	Senior Vice President, Chief Financial Officer (Northway Bank)	N/A	**	N/A	N/A
Barry J. Leonard Meriden, NH 03253 USA	N/A	N/A	Senior Vice President, Chief Commercial Banking Officer (Northway Bank)	Director, BECC	**	N/A	N/A
Gregory F. Nolin Berlin, NH 03570 USA	N/A	N/A	Senior Vice President, Human Resources Manager (Northway Bank)	Director, NH Bankers	**	N/A	N/A
Arthur S. Thimann Greenland, NH 03540 USA	N/A	N/A	Senior Vice President, Chief Banking Officer (Northway Bank)	N/A	**	N/A	N/A
Tyler White Intervale, NH 03246 USA	N/A	N/A	Senior Vice President, Senior Technology Officer	N/A	**	N/A	N/A

**Owns less than one percent of Voting Shares in Bank Holding Company.