#### **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, Timothy J. Thompson,

Name of the Holding Company Director and Official

President, CEO, & 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.

	details in the report concerning that individual.
	Temothy Moment
	Signature of Holding Company Director and Official
	03/18/2020
	Date of Signature
	For holding companies <u>not</u> 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
Ì	is not prepared

is not prepared	
For Federal Reserve Bank Use Only	
RSSD ID	

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.

OMB control number. Date of Report (top-tier holding company's fiscal year-end): **December 31, 2019** Month / Day / Year NIA Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code) Reporter's Name, Street, and Mailing Address FSB Bancorp, MHC Legal Title of Holding Company P.O. Box 825 (Mailing Address of the Holding Company) Street / P.O. Box Farmington ME 04938 State Zip Code 197-209 Main Street Physical Location (if different from mailing address) Person to whom questions about this report should be directed: Pamala J. Dixon SVP & CFO 207-779-9287 Area Code / Phone Number / Extension 207-779-1225 Area Code / FAX Number p.dixon@franklinsavings.com E-mail Address Address (URL) for the Holding Company's web page 0=No Is confidential treatment requested for any portion of 0 this report submission?..... 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 .....

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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

## 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.

FSB Bancorp, Inc										
Legal Title of Subsidiary I	Holding Company		Legal Title of Subsidiar	Legal Title of Subsidiary Holding Company						
P.O. Box 825										
	ubsidiary Holding Company	) Street / P.O. Box	(Mailing Address of the	Subsidiary Holding Company)	Street / P.O. Box					
Farmington	ME	04938								
City	State	Zip Code	City	State	Zip Code					
197-209 Main Str	eet, Farmington, Mi	- 04938								
	rent from mailing address)	2 0 1000	Physical Location (if dif	fferent from mailing address)						
Legal Title of Subsidiary I	Holding Company		Legal Title of Subsidiar	y Holding Company						
(Mailing Address of the S	ubsidiary Holding Company	) Street / P.O. Box	(Mailing Address of the	Subsidiary Holding Company)	Street / P.O. Box					
City	State	Zip Code	City	State	Zip Code					
Physical Location (if diffe	rent from mailing address)	<del>.</del>	Physical Location (if dit	fferent from mailing address)						
Legal Title of Subsidiary I	Holding Company	4 with the same	Legal Title of Subsidiar	ry Holding Company						
(Mailing Address of the S	ubsidiary Holding Company	) Street / P.O. Box	(Mailing Address of the	e Subsidiary Holding Company)	Street / P.O. Box					
City	State	Zip Code	City	State	Zip Code					
Physical Location (if diffe	rent from mailing address)		Physical Location (if di	ifferent from mailing address)						
			Local Title of Cubaidia	. Haldian Company						
Legal Title of Subsidiary	noding Company		Legal Title of Subsidiar	y Holding Company						
(Mailing Address of the S	Subsidiary Holding Company	) Street / P.O. Box	(Mailing Address of the	e Subsidiary Holding Company)	Street / P.O. Box					
City	State	Zip Code	City	State	Zip Code					
Physical Location (if diffe	rent from mailing address)		Physical Location (if di	ifferent from mailing address)						

# FSB Bancorp, MHC Farmington, Maine Fiscal Year Ending December 31, 2019

#### Report Item:

#### 1. Annual Report to Shareholders

E-mailed as separate attachment.

#### 2.a Organizational Chart

Note: The LEI is N/A

FSB Bancorp, MHC (mutual holding company)
Farmington, ME
Incorporated in Maine

100% of FSB Bancorp, Inc's Common Stock

FSB Bancorp, INC (stock holding company)
Farmington, ME
Incorporated in Deleware

100% of Franklin Savings Bank's Common Stock

Franklin Savings Bank (stock bank)
Farmington, ME
Incorporated in Maine

#### 2.b. Domestic Branch Listing

Sumbitted via e-mail on 03/18/2020

#### 3. Securities Holders

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

There are no public shareholders. All stock is owned by the holding companies (see organizational chart above).

#### 4. Insiders

See Attached

**Results:** A list of branches for your depository institution: FRANKLIN SAVINGS BANK (ID\_RSSD: 228000).

This depository institution is held by FSB BANCORP, MHC (2596758) of FARMINGTON, ME.

The data are as of 12/31/2019. Data reflects information that was received and processed through 03/05/2020.

#### **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.

<b>Data Action</b>	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
ОК	Full Service (Head Office)	228000	FRANKLIN SAVINGS BANK	197 MAIN STREET	FARMINGTON	ME	04938	FRANKLIN	UNITED STATES	Not Required	Not Required	FRANKLIN SAVINGS BANK	228000	
ОК	Full Service	5120305	ELLSWORTH BRANCH	130 OAK STREET	ELLSWORTH	ME	04605	HANCOCK	UNITED STATES	Not Required	Not Required	FRANKLIN SAVINGS BANK	228000	
ОК	Full Service	2310570	MT. BLUE HIGH SCHOOL BRANCH	129 SEAMON ROAD	FARMINGTON	ME	04938	FRANKLIN	UNITED STATES	Not Required	Not Required	FRANKLIN SAVINGS BANK	228000	
ОК	Full Service	231804	JAY BRANCH	7 MAIN STREET, CHISHOLM VILLAGE	JAY	ME	04239	FRANKLIN	UNITED STATES	Not Required	Not Required	FRANKLIN SAVINGS BANK	228000	
OK	Full Service	231402	RANGELEY BRANCH	2573 MAIN STREET	RANGELEY	ME	04970	FRANKLIN	UNITED STATES	Not Required	Not Required	FRANKLIN SAVINGS BANK	228000	
OK	Full Service	227900	RUMFORD OFFICE	155 CONGRESS STREET	RUMFORD	ME	04276	OXFORD	UNITED STATES	Not Required	Not Required	FRANKLIN SAVINGS BANK	228000	
ОК	Full Service	230209	SKOWHEGAN BRANCH	194 MADISON AVENUE	SKOWHEGAN	ME	04976	SOMERSET	UNITED STATES	Not Required	Not Required	FRANKLIN SAVINGS BANK	228000	
ОК	Full Service	233901	WILTON BRANCH	603 MAIN STREET	WILTON	ME	04294	FRANKLIN	UNITED STATES	Not Required	Not Required	FRANKLIN SAVINGS BANK	228000	_

Results: A list of branches for your depository institution: FRANKLIN SAVINGS BANK (ID\_RSSD: 228000).

This depository institution is held by FSB BANCORP, INC. (2596767) of FARMINGTON, ME.

The data are as of 12/31/2019. Data reflects information that was received and processed through 03/05/2020.

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\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

<b>Data Action</b>	Effective Date Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	<b>Zip Code</b>	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK	Full Service (Head Office)	228000	FRANKLIN SAVINGS BANK	197 MAIN STREET	FARMINGTON	ME	04938	FRANKLIN	UNITED STATES	Not Required	Not Required	FRANKLIN SAVINGS BANK	228000	
OK	Full Service	5120305	ELLSWORTH BRANCH	130 OAK STREET	ELLSWORTH	ME	04605	HANCOCK	UNITED STATES	Not Required	Not Required	FRANKLIN SAVINGS BANK	228000	
OK	Full Service	2310570	MT. BLUE HIGH SCHOOL BRANCH	129 SEAMON ROAD	FARMINGTON	ME	04938	FRANKLIN	UNITED STATES	Not Required	Not Required	FRANKLIN SAVINGS BANK	228000	
OK	Full Service	231804	JAY BRANCH	7 MAIN STREET, CHISHOLM VILLAGE	JAY	ME	04239	FRANKLIN	UNITED STATES	Not Required	Not Required	FRANKLIN SAVINGS BANK	228000	
OK	Full Service	231402	RANGELEY BRANCH	2573 MAIN STREET	RANGELEY	ME	04970	FRANKLIN	UNITED STATES	Not Required	Not Required	FRANKLIN SAVINGS BANK	228000	
OK	Full Service	227900	RUMFORD OFFICE	155 CONGRESS STREET	RUMFORD	ME	04276	OXFORD	UNITED STATES	Not Required	Not Required	FRANKLIN SAVINGS BANK	228000	
OK	Full Service	230209	SKOWHEGAN BRANCH	194 MADISON AVENUE	SKOWHEGAN	ME	04976	SOMERSET	UNITED STATES	Not Required	Not Required	FRANKLIN SAVINGS BANK	228000	
ОК	Full Service	233901	. WILTON BRANCH	603 MAIN STREET	WILTON	ME	04294	FRANKLIN	UNITED STATES	Not Required	Not Required	FRANKLIN SAVINGS BANK	228000	

### FSB Bancorp, INC Farmington, Maine Fiscal Year Ending December 31, 2019

#### 3. Securities Holders

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

There are no public shareholders. All stock is owned by the holding companies (see organizational chart below).

FSB Bancorp, MHC (mutual holding company)
Farmington, ME
Incorporated in Maine

100% of FSB Bancorp, Inc's Common Stock

FSB Bancorp, INC (stock holding company)
Farmington, ME
Incorporated in Deleware

100% of Franklin Savings Bank's Common Stock

Franklin Savings Bank (stock bank)
Farmington, ME
Incorporated in Maine

## FSB Bancorp, MHC Farmington, Maine December 31, 2019

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 Co	(3)(a)  Title & Position with Bank Holding Company	(3)(b)  Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of other Other Businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held
Timothy J. Thompson Farmington, ME USA	N/A	President & Chief Executive Officer, Director	President & Chief Executive Officer, Director (FSB Bancorp, tNC) (Franklin Savings Bank)	N/A	None	None	N/A
Shelley Deane Farmington, ME USA	N/A		Executive Vice President Human Resources & Administration (Franklin Savings Bank)	N/A	None	None	N/A
Pamala J. Dixon Vienna, ME 04360	N/A	SVP, CFO & Clerk	VP, Treasurer & Clerk (Franklin Savings Bank)	N/A	None	None	N/A
Gary M. Downs Farmington, ME USA	Retired President of Franklin Savings Bank	Director & Chairperson		N/A	None	None	N/A
Peter L. Judkins Farmington, ME USA	Retired President of Franklin Savings Bank		Director (FSB Bancorp, INC) (Franklin Savings Bank)	N/A	None	None	N/A
Mary Ellen Carpenter Skowhegan, ME USA	Former Hair Salon Owner	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	N/A	None	None	N/A
Richard M. Walker Farmington, ME USA	Accountant	Director & Vice Chairperson	Director & Chairperson (FSB Bancorp, INC) (Franklin Savings Bank)	Owner Richard M. Walker, Accountant Rangeley, ME	None	None	N/A
James M. Witt, IV Farmington, ME USA	Registered Pharmacist	Director	Director (FSB Bancorp, INC)	Staff Pharmacist Variety Drug & Mt. Blue Drug	None	None	N/A

## FSB Bancorp, MHC Farmington, Maine December 31, 2019

## 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 Co	(3)(a)  Title & Position with Bank Holding Company	(3)(b)  Title & Position with Subsidiaries (Include names of subsidiaries) (Franklin Savings Bank)	(3)(c) Title & Position with Other Businesses (Include names of other Other Businesses) Skowhegan, ME & Farmington,	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held
Robert L. Berry III Jay, ME USA	Business Owner Surveying Company	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	President Main-Land Development Livermore Falls, ME	None	None	N/A
Richard H. Smith New Sharon, ME USA	Forestry Manager	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	Forestry Manager Timber Resource Group LLC Farmington, ME	None	None	N/A
Bradford S. Adley Rumford, ME USA	Automobile Sales & Service Owner	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	Owner Adley Auto Sales/Service Inc Rumford, ME	None	None	N/A

#### FSB Bancorp, INC Farmington, Maine December 31, 2019

#### Report Item 4: Insiders

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

(1) (2) (3)(a)(b)(c) and 4(a)(b)(c) (4)(c)											
(1)	(2) Principal	(3)(a)	(3)(b)	(3)(c) Title & Position	(4)(a) Percentage	(4)(b) Percentage	List names of other companies				
Names &	Occupation	Title & Position	Title & Position	with Other	of Voting	of Voting	(includes partnerships)				
Address	if other than	with Bank	with Subsidiaries	Businesses (Include	Shares in	Shares in	if 25% or more of				
(City, State,	with Bank	Holding	(Include names of	names of other	Bank Holding	Subsidiaries	voting securities				
Country)	Holding Co	Company	subsidiaries)	Other Businesses)	Company		are held				
Timothy J. Thompson	N/A	President & Chief	President & Chief	N/A	None	None	N/A				
Farmington, ME USA	. 47.	Executive Officer,	Executive Officer, Director		110110		. 47.				
		Director	(FSB Bancorp, INC)								
			(Franklin Savings Bank)								
			, a 31 a ,								
Challey Dagne	N/A		Executive Vice President	N/A	None	None	N/A				
Shelley Deane Farmington, ME USA	IN/A		Human Resources & Administration	N/A	None	None	N/A				
Familigion, ME 03A			(Franklin Savings Bank)								
			(Frankiin Gavings Bank)								
Pamala J. Dixon	N/A	SVP, CFO & Clerk	VP, Treasurer & Clerk	N/A	None	None	N/A				
Vienna, ME 04360	IN/A	SVF, CI O & Clerk	(Franklin Savings Bank)	IV/A	None	None	IV/A				
,			,								
Gary M. Downs	Retired President of	Director & Chairperson		N/A	None	None	N/A				
Farmington, ME USA	Franklin Savings Bank										
Peter L. Judkins	Retired President of		Director	N/A	None	None	N/A				
Farmington, ME USA	Franklin Savings Bank		(FSB Bancorp, INC)								
			(Franklin Savings Bank)								
Mary Ellen Carpenter	Former Hair Salon	Director	Director	N/A	None	None	N/A				
Skowhegan, ME USA	Owner		(FSB Bancorp, INC)								
			(Franklin Savings Bank)								
Richard M. Walker	Accountant	Director & Vice Chairperson	Director & Chairperson	Owner	None	None	N/A				
Farmington, ME USA	Accountant	Director & vice originates	(FSB Bancorp, INC)	Richard M. Walker,	None	None	19/73				
r armington, ME CON			(Franklin Savings Bank)	Accountant							
			( ) 22	Rangeley, ME							
1 14 14/2 11/2	Budden 1	Physics	D'ante	O " Di	N	Maria	N/A				
James M. Witt, IV Farmington, ME USA	Registered Pharmacist	Director	Director (FSB Bancorp, INC)	Staff Pharmacist Variety Drug & Mt. Blue Drug	None	None	N/A				
i anningion, IVIE USA	riidiiiidust		(1 OD DAIROIP, INC)	variety Drug & IVIT. Dide Drug			Lower Tie				

Lower Tier Item 4

FSB Bancorp, INC Farmington, Maine December 31, 2019

#### 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 Co	(3)(a)  Title & Position with Bank Holding Company	(3)(b)  Title & Position with Subsidiaries (Include names of subsidiaries)  (Franklin Savings Bank)	(3)(c) Title & Position with Other Businesses (Include names of other Other Businesses) Skowhegan, ME & Farmington,	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held
Robert L. Berry III Jay, ME USA	Business Owner Surveying Company	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	President Main-Land Development Livermore Falls, ME	None	None	N/A
Richard H. Smith New Sharon, ME USA	Forestry Manager	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	Forestry Manager Timber Resource Group LLC Farmington, ME	None	None	N/A
Bradford S. Adley Rumford, ME USA	Automobile Sales & Service Owner	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	Owner Adley Auto Sales/Service Inc Rumford, ME	None	None	N/A