

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):

February 10, 2020

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

I, **Ken Wilman, Jr**

Profile Bancorp. MHC

Legal Title of Holding Company

45 Wakefield Street

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

Rochester

NH

03867

City

State

Zip Code

Name of the Holding Company Director and Official

President

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Kevin Miller

EVP & CFO

Name

Title

6033308424

Area Code / Phone Number / Extension

6033322915

Area Code / FAX Number

kevin.miller@profilebank.com

E-mail Address

Profilebank.com

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

Signature of Holding Company Director and Official

02/10/2020

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 _____

C.I. _____

Is confidential treatment requested for any portion of this report submission?

0=No

1=Yes

0

(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.

Profile Bancorp, Inc.
Legal Title of Subsidiary Holding Company

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

Rochester NH 03867
City State Zip Code

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

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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)

Profile Bancorp, MHC (04661)

Profile Bancorp Inc. (04662)

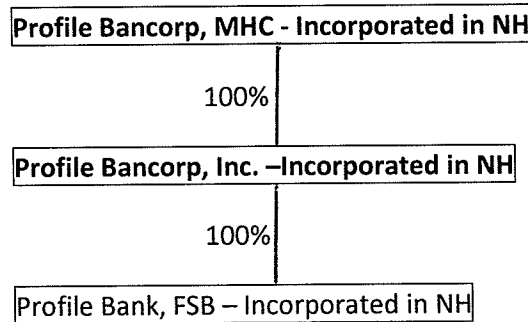
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Report Item 1.

None.

Report Item 2a.

Organizational Chart:



LEI not applicable, unless otherwise noted.

Report Item 2b.

Domestic Branch Listing:

| | | |
|--|---------------------|------------------|
| 45 Wakefield Street Rochester, NH 03867 (Strafford County) | Full-service (MO) | opened 4/25/2008 |
| 65 Meadow Street, Wakefield, NH 03872 (Carroll County) | Full-service branch | opened 2/2/1976 |
| 145 Main Street, Alton, NH 03809 (Belknap County) | Full-service branch | opened 3/28/2005 |
| 154 Route 108, Somersworth, NH 03878 (Strafford County) | Full-service branch | opened 9/9/2008 |

Report Item 3.

Profile Bancorp MHC owns 100% of the stock of the mid-tier holding company, Profile Bancorp, Inc.

(no other "securities holders" exist)

Profile Bancorp, MHC (04661)

Profile Bancorp Inc. (04662)

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Report Item 4.

Insiders for Profile Bancorp MHC, Profile Bancorp Inc., and Profile Bank.

(All listed directors are same for all three (3) companies.)

| | | | | |
|------------------|----------------|---------------------------|----------|-------------------|
| Scott Brock | Rochester, NH | Owner Brock's Plywood | Director | shares owned: n/a |
| Robert McCarthy | Portsmouth, NH | Retired CPA | Director | shares owned: n/a |
| Robert Meader | Rochester, NH | Owner Budel, Inc. | Director | shares owned: n/a |
| George Lazarus | Dover, NH | Owner Strafford Appliance | Chairman | shares owned: n/a |
| Dr. William Lowe | Nashua, NH | Retired Veterinarian | Director | shares owned: n/a |
| Al Miltner, Jr. | Gilford, NH | Owner Bootleggers | Director | shares owned: n/a |

(Officers of Profile Bancorp MHC, Profile Bancorp Inc., and Profile Bank:)

| | | | | |
|----------------|---------------|-------------------|----------------|-------------------|
| Ken Wilman Jr. | Alton, NH | Pres/CEO/Director | Pres./CEO/Dir. | shares owned: n/a |
| Kevin Miller | Hebron, NH | CFO&EVP | CFO&EVP | shares owned: n/a |
| John Hall | Lee, NH | EVP | EVP | shares owned: n/a |
| Cathie Chasse | Wakefield, NH | EVP | EVP | shares owned: n/a |