

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) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)); section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)); sections 102 (a)(1), 165, and 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (12 U.S.C. §§ 5311(a)(1), 5365, and 1850a(c)(1)); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3108(a)). 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, 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.*

Timothy J. Thompson  
 Signature of Holding Company Director and Official

03/30/2023  
 Date of Signature

For Federal Reserve Bank Use Only

RSSD ID \_\_\_\_\_  
 C.I. \_\_\_\_\_

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

December 31, 2022

Month / Day / Year

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

City 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

Name Title

207-779-9287

Area Code / Phone Number / Extension

207-779-1225

Area Code / FAX Number

p.dixon@franklinsavings.com

E-mail Address

www.franklinsavings.bank

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

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

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."

**Report Item 1: Annual Report to Shareholders**

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

## Checklist

The checklist below is provided to assist the holding company in filing all the necessary responses and verifying changes from the prior year to the various report items. The completed checklist should be submitted with the report. Please see section A of the General Instructions for additional guidance.

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### Verification of Changes

**All Reporters must respond to the following questions by checking the Yes or No box below, as appropriate.**

Did the holding company have changes to any reportable FR Y-6 items (2a, 2b, 3, or 4) from the prior year?

- Yes     No

If checked Yes, complete the remaining checklist for Report Items 2a, 2b, 3, and 4. For each Report Item, indicate whether there are changes from the prior year by checking Yes or No below. See section A of the General Instructions for additional information.

**Report Item 2a: Organization Chart**

- Yes     No

If checked Yes, the Reporter must submit the organization chart as specified in Report Item 2.a instructions.

**Report Item 2b: Domestic Branch Listing**

- Yes     No

If checked Yes, the Reporter must submit the domestic branch listing as specified in Report Item 2.b instructions.

**Report Item 3: Securities Holders**

- Yes     No

If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

**Report Item 4: Insiders**

- Yes     No

If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.

## 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 Holding Company

**P.O. Box 825**  
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

**Farmington**                      **ME**                                            **04938**  
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

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

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

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

Physical Location (if different from mailing address)

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Legal Title of Subsidiary Holding Company

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

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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

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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

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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)

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FSB Bancorp, MHC  
Farmington, Maine  
December 31, 2022

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, INC) (Franklin Savings Bank)	N/A	None	None	N/A
Pamala J. Dixon Vienna, ME 04360	N/A	SVP, CFO & Clerk	SVP, CFO & Clerk (Franklin Savings Bank)	N/A	None	None	N/A
Peter L. Judkins Farmington, ME USA	Retired President of Franklin Savings Bank	Director & Chairperson	Director & Chairperson (FSB Bancorp, INC) (Franklin Savings Bank)	N/A	None	None	N/A
James M. Witt, IV Farmington, ME USA	Registered Pharmacist	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	Staff Pharmacist Variety Drug & Mt. Blue Drug Skowhegan, ME & Farmington, ME	None	None	N/A
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
Matthew P. Dubois Skowhegan, ME USA	Business Owner Bakery	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	Owner The Bankery Skowhegan, ME	None	None	N/A
James L. Eastlack Rangely, ME USA	Business Owner Real Estate Company	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	Owner Morton & Furbish Real Estate Rangely, ME	None	None	N/A

**FORM FR Y-6**

**FSB Bancorp, INC  
Farmington, Maine  
December 31, 2022**

**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, INC) (Franklin Savings Bank)	N/A	None	None	N/A
Pamala J. Dixon Vienna, ME 04360	N/A	SVP, CFO & Clerk	SVP, CFO & Clerk (Franklin Savings Bank)	N/A	None	None	N/A
Peter L. Judkins Farmington, ME USA	Retired President of Franklin Savings Bank	Director & Chairperson	Director & Chairperson (FSB Bancorp, INC) (Franklin Savings Bank)	N/A	None	None	N/A
James M. Witt, IV Farmington, ME USA	Registered Pharmacist	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	Staff Pharmacist Variety Drug & Mt. Blue Drug Skowhegan, ME & Farmington, ME	None	None	N/A
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
Matthew P. Dubois Skowhegan, ME USA	Business Owner Bakery	Director	Director (FSB Bancorp, INC) (Franklin Savings Bank)	Owner The Bakery Skowhegan, ME	None	None	N/A
James L. Eastlack Rangeley, ME USA	Business Owner Real Estate Company	Director	Director (FSB Bancorp, INC)	Owner Morton & Furbish Real Estate	None	None	N/A

Lower Tier Item 4