BAR HARBOR BANKSHARES
Form 10-Q
November 05, 2014
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

þ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2014

OR

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: **01-13349**

BAR HARBOR BANKSHARES

(Exact name of registrant as specified in its charter)

Maine	**01-0393663**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
PO Box 400 **82 Main Street, Bar Harbor, ME**	**04609-0400**
(Address of principal executive offices)	(Zip Code)

(207) 288-3314

(Registrant's telephone number, including area code)

Inapplicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES **þ** NO ¨

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). YES **þ** NO ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer , accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act: Large accelerated filer ¨ Accelerated filer **þ** Non-accelerated filer (do not check if a smaller reporting company) ¨ Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): YES: ¨ NO: **þ**

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date:

Class of Common Stock	Number of Shares Outstanding November 3, 2014
$2.00 Par Value	**5,938,767**

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PART I. FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

BAR HARBOR BANKSHARES AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

SEPTEMBER 30, 2014 AND DECEMBER 31, 2013

(Dollars in thousands, except share and per share data)

(*unaudited*)

	September 30, 2014	December 31, 2013
Assets		
Cash and cash equivalents	$ 12,906	$ 9,200
Securities available for sale, at fair value (amortized cost of $460,832 and $461,635, respectively)	466,934	450,170
Federal Home Loan Bank stock	21,354	18,370
Loans	897,945	852,857
Allowance for loan losses	(8,635)	(8,475)
Loans, net of allowance for loan losses	889,310	844,382
Premises and equipment, net	20,258	20,145
Goodwill	4,935	4,935
Bank owned life insurance	8,075	7,879
Other assets	15,354	18,812
TOTAL ASSETS	$1,439,126	$1,373,893
Liabilities		
Deposits:		
Demand and other non-interest bearing deposits	$ 81,059	$ 72,259
NOW accounts	149,764	135,246
Savings and money market deposits	265,013	232,558
Time deposits	391,280	395,588
Total deposits	887,116	835,651
Short-term borrowings	305,122	312,945
Long-term advances from Federal Home Loan Bank	93,500	91,500
Junior subordinated debentures	5,000	5,000
Other liabilities	7,034	7,418
TOTAL LIABILITIES	$1,297,772	$1,252,514
Shareholders' equity		
	13,577	9,051

Capital stock, par value $2.00; authorized 15,000,000 and 10,000,000 shares;		
issued 6,788,407 and 4,525,635 shares at September 30, 2014 and		
December 31, 2013, respectively		
Surplus	20,769	25,085
Retained earnings	111,442	103,907
Accumulated other comprehensive (loss) income:		
Prior service cost and unamortized net actuarial losses on employee benefit		
plans, net of tax of ($185) and ($192), at September 30, 2014 and		
December 31, 2013, respectively	(359)	(373)
Net unrealized appreciation (depreciation) on securities available for sale, net		
of tax of $1,819 and ($4,150), at September 30, 2014 and December 31,		
2013, respectively	3,533	(8,055)
Portion of OTTI attributable to non-credit gains, net of tax of $255 and $252,		
at September 30, 2014 and December 31, 2013, respectively	495	488
Net unrealized appreciation on derivative instruments, net of tax of $83 and		
$0, at September 30, 2014 and December 31, 2013, respectively	159	---
Total accumulated other comprehensive income (loss)	3,828	(7,940)
Less: cost of 852,831 and 879,840 shares of treasury stock at September 30, 2014		
and December 31, 2013, respectively	(8,262)	(8,724)
TOTAL SHAREHOLDERS' EQUITY	141,354	121,379
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$1,439,126	$1,373,893

All share and per share amounts have been adjusted to reflect the effect of the 3-for-2 stock split (dividend) during May 2014.

The accompanying notes are an integral part of these unaudited consolidated interim financial statements.

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BAR HARBOR BANKSHARES AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2014 AND 2013

(Dollars in thousands, except per share data)

(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	**2013**	**2014**	**2013**
Interest and dividend income:				
Interest and fees on loans	$10,016	$ 9,404	$28,285	$27,991
Interest on securities	3,719	3,412	11,704	9,630
Dividend on FHLB stock	71	18	209	52
Total interest and dividend income	13,806	12,834	40,198	37,673
Interest expense:				
Deposits	1,477	1,626	4,376	4,997
Short-term borrowings	197	127	477	359
Long-term debt	755	1,112	2,545	3,576
Total interest expense	2,429	2,865	7,398	8,932
Net interest income	11,377	9,969	32,800	28,741
Provision for loan losses	491	170	1,376	928
Net interest income after provision for loan losses	10,886	9,799	31,424	27,813
Non-interest income:				
Trust and other financial services	954	900	3,028	2,657
Service charges on deposit accounts	335	346	894	962
Credit and debit card service charges and fees	436	440	1,156	1,172
Net securities gains (losses)	(81)	138	666	659
Total other-than-temporary impairment ("OTTI") losses	---	(73)	---	(241)
Non-credit portion of OTTI losses (before taxes) (1)	---	---	---	53
Net OTTI losses recognized in earnings	---	(73)	---	(188)
Other operating income	172	174	481	487
Total non-interest income	1,816	1,925	6,225	5,749
Non-interest expense:				
Salaries and employee benefits	4,249	4,025	12,448	11,328
Occupancy expense	508	482	1,616	1,459
Furniture and equipment expense	569	506	1,606	1,487

Credit and debit card expenses	111	98	308	286
FDIC insurance assessments	165	175	530	516
Other operating expense	1,610	1,549	4,911	4,661
Total non-interest expense	7,212	6,835	21,419	19,737
Income before income taxes	5,490	4,889	16,230	13,825
Income taxes	1,623	1,356	4,719	3,906
Net income	$ 3,867	$ 3,533	$11,511	$ 9,919
Per Common Share Data:				
Basic earnings per share	$ 0.65	$ 0.60	$ 1.94	$ 1.68
Diluted earnings per share	$ 0.65	$ 0.59	$ 1.93	$ 1.67

All share and per share amounts have been adjusted to reflect the effect of the 3-for-2 stock split (dividend) during May 2014.

(1) Included in other comprehensive loss, net of tax

The accompanying notes are an integral part of these unaudited consolidated interim financial statements.

BAR HARBOR BANKSHARES AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2014 AND 2013

(Dollars in thousands)

(unaudited)

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013
Net income	$ 3,867	$ 3,533
Other comprehensive income:		
Net unrealized appreciation on securities available for sale, net of tax of $247 and $196, respectively	488	380
Less reclassification adjustment for net losses (gains) related to securities available for sale included in net income net of tax of $28 and $47, respectively	53	(91)
Add other-than-temporary impairment adjustment, net of tax of $0 and $25, Respectively	---	48
Net unrealized appreciation on interest rate derivatives, net of tax of $58 and $0, respectively	110	---
Actuarial gain on supplemental executive retirement plan, net of related tax of $3 and $4, respectively	5	8
Total other comprehensive income	656	345
Total comprehensive income	$ 4,523	$ 3,878

	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
Net income	$11,511	$ 9,919
Other comprehensive income:		
Net unrealized appreciation (depreciation) on securities available for sale, net of tax	12,035	(11,237)

of $6,195 and ($5,790), respectively		
Less reclassification adjustment for net gains related to securities available for sale included in net income, net of tax of $226 and $224, respectively	(440)	(435)
Add other-than-temporary impairment adjustment, net of tax of $0 and $82, Respectively	---	159
Less non-credit portion of other-than-temporary impairment losses, net of tax of $0 and $18, respectively	---	(35)
Net unrealized appreciation on interest rate derivatives, net of tax of $83 and $0, respectively	159	---
Net amortization of prior service cost and actuarial gain on supplemental executive retirement plan, net of related tax of $0 and ($56), respectively	---	(109)
Actuarial gain on supplemental executive retirement plan, net of related tax of $7 and $15, respectively	14	28
Total other comprehensive income (loss)	11,768	(11,629)
Total comprehensive income (loss)	$23,279	$(1,710)

The accompanying notes are an integral part of these unaudited consolidated interim financial statements.

BAR HARBOR BANKSHARES AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2014 AND 2013

(Dollars in thousands, except share and per share data)

(unaudited)

	Capital Stock	Surplus	Retained Earnings	Accumulated Other Comprehensive income (loss)	Treasury Stock	Total Shareholders' Equity
Balance December 31, 2012	$ 9,051	$24,905	$ 95,688	$ 7,697	$(9,295)	$128,046
Net income	---	---	9,919	---	---	9,919
Total other comprehensive loss	---	---	---	(11,629)	---	(11,629)
Dividend declared:						
Common stock ($0.620 per share)	---	---	(3,655)	---	---	(3,655)
Purchase of treasury stock (1,050 shares)	---	---	---	---	(24)	(24)
Stock options exercised (22,528 shares),						
including related tax effects	---	108	(44)	---	450	514
Recognition of stock based compensation						
expense	---	223	10	---	---	233
Restricted stock grants (5,055 shares)	---	(121)	17	---	103	(1)
Balance September 30, 2013	$ 9,051	$25,115	$101,935	$(3,932)	$(8,766)	$123,403
Balance December 31, 2013	$ 9,051	$25,085	$103,907	$(7,940)	$(8,724)	$121,379
Net income	---	---	11,511	---	---	11,511
Total other comprehensive income	---	---	---	11,768	---	11,768
Dividend declared:						
Common stock ($0.670 per share)	---	---	(3,967)	---	---	(3,967)

Purchase of treasury stock (327 shares)	---	---	---	---	(8)	(8)
Stock options exercised (24,456 shares), including related tax effects	---	27	(9)	---	417	435
Three-for-two stock split	4,526	(4,526)		---		---
Recognition of stock based compensation expense	---	167	---	---	---	167
Restricted stock grants (2,878 shares)	---	16	---	---	53	69
Balance September 30, 2014	$13,577	$20,769	$111,442	$ 3,828	$(8,262)	$141,354

All share and per share amounts have been adjusted to reflect the effect of the 3-for-2 stock split (dividend) during May 2014.

The accompanying notes are an integral part of these unaudited consolidated interim financial statements.

BAR HARBOR BANKSHARES AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2014 AND 2013

(Dollars in thousands)

(unaudited)

	2014	**2013**
Cash flows from operating activities:		
Net income	$ 11,511	$ 9,919
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of premises and equipment	1,212	1,084
Amortization of core deposit intangible	69	69
Provision for loan losses	1,376	928
Net securities gains	(666)	(659)
Other-than-temporary impairment	---	188
Net amortization of bond premiums and discounts	2,208	4,205
Recognition of stock based expense	167	233
Gains on sale of other real estate owned	---	(53)
Net change in other assets	(2,416)	733
Net change in other liabilities	(384)	(300)
Net cash provided by operating activities	$ 13,077	$ 16,347
Cash flows from investing activities:		
Purchases of securities available for sale	(78,433)	(155,548)
Proceeds from maturities, calls and principal paydowns of mortgage-backed securities	51,132	77,283
Proceeds from sales of securities available for sale	26,563	12,717
Net decrease in Federal Home Loan Bank stock	(2,984)	(142)
Net loans made to customers	(46,624)	(31,314)
Proceeds from sale of other real estate owned	129	1,065
Capital expenditures	(1,325)	(1,706)
Net cash used in investing activities	(51,542)	(97,645)
Cash flows from financing activities:		
Net increase in deposits	51,465	88,831
Net decrease in securities sold under repurchase agreements and fed funds purchased	(1,133)	(812)
Proceeds from Federal Home Loan Bank advances	36,800	27,900
Repayments of Federal Home Loan Bank advances	(41,490)	(34,641)
Purchases of Treasury Stock	(8)	(24)
Proceeds from stock option exercises, including excess tax benefits	435	513
Restricted stock grant	69	---
Payments of dividends	(3,967)	(3,655)

Net cash provided by financing activities	$ 42,171	$ 78,112
Net increase (decrease) in cash and cash equivalents	3,706	(3,186)
Cash and cash equivalents at beginning of period	9,200	14,992
Cash and cash equivalents at end of period	$ 12,906	$ 11,806
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	$ 7,444	$ 9,077
Income taxes	4,756	3,047
Schedule of noncash investing activities:		
Transfers from loans to other real estate owned	$ 320	$ 261

The accompanying notes are an integral part of these unaudited consolidated interim financial statements.

BAR HARBOR BANKSHARES AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

SEPTEMBER 30, 2014

(Dollars in thousands, except share and per share data)

(*unaudited*)

Note 1: Basis of Presentation

The accompanying consolidated interim financial statements are unaudited. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All inter-company transactions have been eliminated in consolidation. Amounts in the prior period financial statements are reclassified whenever necessary to conform to current period presentation. The net income reported for the three and nine months ended September 30, 2014, is not necessarily indicative of the results that may be expected for the year ending December 31, 2014, or any other interim periods.

The consolidated balance sheet at December 31, 2013, has been derived from audited consolidated financial statements at that date. The accompanying unaudited interim consolidated financial statements have been prepared in accordance with United States (U.S.) generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X (17 CFR Part 210). Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. For further information, please refer to the consolidated financial statements included in the Company s Annual Report on Form 10-K for the year ended December 31, 2013, and notes thereto.

Note 2: Management s Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Material estimates that are particularly susceptible to significant change in the near-term relate to the determination of the allowance for loan losses, other-than-temporary impairments on securities, income tax estimates, and the valuation of intangible assets.

Allowance for Loan Losses: The allowance for loan losses (the allowance) is a significant accounting estimate used in the preparation of the Company s consolidated financial statements. The allowance is available to absorb losses on loans and is maintained at a level that, in management s judgment, is appropriate for the amount of risk inherent in the loan portfolio, given past and present conditions. The allowance is increased by provisions charged to operating expense and by recoveries on loans previously charged-off, and is decreased by loans charged-off as uncollectible.

Arriving at an appropriate level of allowance involves a high degree of judgment. The determination of the adequacy of the allowance and provisioning for estimated losses is evaluated regularly based on review of loans, with particular emphasis on non-performing or other loans that management believes warrant special consideration. The ongoing evaluation process includes a formal analysis, which considers among other factors: the character and size of the loan portfolio, business and economic conditions, real estate market conditions, collateral values, changes in product offerings or loan terms, changes in underwriting and/or collection policies, loan growth, previous charge-off experience, delinquency trends, non-performing loan trends, the performance of individual loans in relation to contract terms, and estimated fair values of collateral.

The allowance consists of allowances established for specific loans including impaired loans; allowances for pools of loans based on historical charge-offs by loan types; and supplemental allowances that adjust historical loss experience to reflect current economic conditions, industry specific risks, and other observable data.

While management uses available information to recognize losses on loans, changing economic conditions and the economic prospects of the borrowers may necessitate future additions or reductions to the allowance. In addition, various regulatory agencies, as an integral part of their examination process, periodically review the allowance, which also may necessitate future additions or reductions to the allowance, based on information available to them at the time of their examination.

***Other-Than-Temporary Impairments on Investment Securities*:** One of the significant estimates relating to securities is the evaluation of other-than-temporary impairment (OTTI). If a decline in the fair value of a security is judged to be other-than-temporary, and management does not intend to sell the security and believes it is more-likely-than-not the Company will not be required to sell the security prior to recovery of cost or amortized cost, the portion of the total impairment attributable to the credit loss is recognized in earnings, and the remaining difference between the security s amortized cost basis and its fair value is included in other comprehensive income.

For impaired available for sale debt securities that management intends to sell, or where management believes it is more-likely-than-not that the Company will be required to sell, an OTTI charge is recognized in earnings equal to the difference between fair value and cost or amortized cost basis of the security. The fair value of the OTTI security becomes its new cost basis.

The evaluation of securities for impairments is a quantitative and qualitative process, which is subject to risks and uncertainties and is intended to determine whether declines in the fair value of securities should be recognized in current period earnings. The risks and uncertainties include changes in general economic conditions, the issuer s financial condition and/or future prospects, the effects of changes in interest rates or credit spreads and the expected recovery period of unrealized losses. The Company has a security monitoring process that identifies securities that, due to certain characteristics, as described below, are subjected to an enhanced analysis on a quarterly basis.

Securities that are in an unrealized loss position are reviewed at least quarterly to determine if an OTTI is present based on certain quantitative and qualitative factors and measures. The primary factors considered in evaluating whether a decline in value of securities is other-than-temporary include: (a) the cause of the impairment; (b) the financial condition, credit rating and future prospects of the issuer; (c) whether the debtor is current on contractually obligated interest and principal payments; (d) the volatility of the securities fair value; (e) performance indicators of the underlying assets in the security including default rates, delinquency rates, percentage of non-performing assets, loan to collateral value ratios, conditional payment rates, third party guarantees, current levels of subordination, vintage, and geographic concentration and; (f) any other information and observable data considered relevant in determining whether an OTTI has occurred, including the expectation of the receipt of all principal and interest due.

In addition, for securitized financial assets with contractual cash flows, such as private label mortgage-backed securities (MBS), the Company periodically updates its best estimate of cash flows over the life of the security. The Company s best estimate of cash flows is based upon assumptions consistent with the current economic environment, similar to those the Company believes market participants would use. If the fair value of a securitized financial asset is less than its cost or amortized cost and there has been an adverse change in timing or amount of anticipated future cash flows since the last revised estimate to the extent that the Company does not expect to receive the entire amount of future contractual principal and interest, an OTTI charge is recognized in earnings representing the estimated credit loss if management does not intend to sell the security and believes it is more-likely-than-not the Company will not be required to sell the security prior to recovery of cost or amortized cost. Estimating future cash flows is a

quantitative and qualitative process that incorporates information received from third party sources along with certain assumptions and judgments regarding the future performance of the underlying collateral. In addition, projections of expected future cash flows may change based upon new information regarding the performance of the underlying collateral.

Income Taxes: The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. If current available information indicates that it is more-likely-than-not that deferred tax assets will not be realized, a valuation allowance is established. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Significant management judgment is required in determining income tax expense and deferred tax assets and liabilities. As of September 30, 2014, and December 31, 2013, there was no valuation allowance for deferred tax assets. Deferred tax assets are included in other assets on the consolidated balance sheet.

Goodwill and Identifiable Intangible Assets: In connection with acquisitions, the Company generally records as assets on its consolidated financial statements both goodwill and identifiable intangible assets, such as core deposit intangibles.

The Company evaluates whether the carrying value of its goodwill has become impaired, in which case the value is reduced through a charge to its earnings. Goodwill is evaluated for impairment at least annually, or upon a triggering event using certain fair value techniques. Goodwill impairment testing is performed at the segment (or reporting unit) level. Goodwill is assigned to reporting units at the date the goodwill is initially recorded. Once goodwill has been assigned to the reporting units, it no longer retains its association with a particular acquisition, and all of the activities within a reporting unit, whether acquired or organically grown, are available to support the value of the goodwill.

Goodwill represents the excess of the purchase price over the fair value of net assets acquired in accordance with the purchase method of accounting for business combinations. Goodwill is not amortized but, instead, is subject to impairment tests on at least an annual basis or more frequently if an event occurs or circumstances change that reduce the fair value of a reporting unit below its carrying amount. The Company completes its annual goodwill impairment test as of December 31 of each year. The impairment testing process is conducted by assigning assets and goodwill to each reporting unit. Currently, the Company s goodwill is evaluated at the entity level as there is only one reporting unit. The Company first assesses certain qualitative factors to determine if it is more likely than not that the fair value of the reporting unit is less than its carrying value. If it is more likely than not that the fair value of the reporting unit is less than the carrying value, then the fair value of each reporting unit is compared to the recorded book value step one. If the fair value of the reporting unit exceeds its carrying value, goodwill is not considered impaired and step two is not considered necessary. If the carrying value of a reporting unit exceeds its fair value, the impairment test continues (step two) by comparing the carrying value of the reporting unit s goodwill to the implied fair value of goodwill. The implied fair value is computed by adjusting all assets and liabilities of the reporting unit to current fair value with the offset adjustment to goodwill. The adjusted goodwill balance is the implied fair value of the goodwill. An impairment charge is recognized if the carrying fair value of goodwill exceeds the implied fair value of goodwill. At December 31, 2013, there was no indication of impairment that led the Company to believe it needed to perform a

two-step test.

Any changes in the estimates used by the Company to determine the carrying value of its goodwill, or which otherwise adversely affect their value or estimated lives, would adversely affect the Company s consolidated results of operations.

Note 3: Three-for-two Common Stock Split

On April 22, 2014, the Company s Board of Directors declared a three-for-two split of its common stock, payable as a large stock dividend, which was paid on May 19, 2014 (the payment date) to all stockholders of record at the close of business on May 5, 2014. As of April 22, 2014, the Company had approximately 3,944,290 shares of common stock outstanding. After the stock split as a large stock dividend, the number of shares of Company common stock outstanding increased to approximately 5,916,435. All previously reported share and per share data included in public filings subsequent to the payment date has been adjusted to reflect the retroactive effect of this three-for-two stock split.

Note 4: Earnings Per Share

Basic earnings per share excludes dilution and is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the Company, such as the Company s dilutive stock options.

The following is a reconciliation of basic and diluted earnings per share for the three and nine months ended September 30, 2014, and 2013:

	Three Months Ended September 30,		**Nine Months Ended September 30,**	
	2014	**2013**	**2014**	**2013**
Net income	$ 3,867	$ 3,533	$ 11,511	$ 9,919
Weighted average common shares outstanding				
Basic	5,931,342	5,904,193	5,921,427	5,894,789
Effect of dilutive employee stock options	52,581	35,712	44,147	29,056
Diluted	5,983,923	5,939,905	5,965,574	5,923,845
Anti-dilutive options excluded from earnings per share calculation	41,256	60,315	85,431	72,954
Per Common Share Data:				
Basic earnings per share	$ 0.65	$ 0.60	$ 1.94	$ 1.68
Diluted earnings per share	$ 0.65	$ 0.59	$ 1.93	$ 1.67

All share and per share amounts have been adjusted to reflect the effect of the 3-for-2 stock split (dividend) during May 2014.

Note 5: Securities Available For Sale

The following tables summarize the securities available for sale portfolio as of September 30, 2014, and December 31, 2013:

September 30, 2014		**Gross**	**Gross**	
	Amortized	**Unrealized**	**Unrealized**	**Estimated**
Available for Sale:	**Cost**	**Gains**	**Losses**	**Fair Value**
Mortgage-backed securities:				
US Government-sponsored enterprises	$280,238	$5,578	$3,807	$282,009
US Government agency	84,628	1,252	982	84,898
Private label	3,943	832	5	4,770
Obligations of states and political subdivisions thereof	92,023	3,717	483	95,257
Total	$460,832	$11,379	$5,277	$466,934

December 31, 2013		**Gross**	**Gross**	
	Amortized	**Unrealized**	**Unrealized**	**Estimated**
Available for Sale:	**Cost**	**Gains**	**Losses**	**Fair Value**
Mortgage-backed securities:				
US Government-sponsored enterprises	$277,838	$4,386	$ 8,592	$273,632
US Government agency	83,153	833	2,457	81,529
Private label	5,423	825	78	6,170
Obligations of states and political subdivisions thereof	95,221	1,121	7,503	88,839
Total	$461,635	$7,165	$18,630	$450,170

Securities Maturity Distribution: The following table summarizes the maturity distribution of the amortized cost and estimated fair value of securities available for sale as of September 30, 2014. Actual maturities may differ from the final maturities noted below because issuers may have the right to prepay or call certain securities. In the case of MBS, actual maturities may also differ from expected maturities due to the amortizing nature of the underlying mortgage collateral, and the fact that borrowers have the right to prepay.

Securities Available for Sale	Amortized Cost	Estimated Fair Value
Due after one year through five years	$ 5,276	$ 5,355
Due after five years through ten years	14,170	14,648
Due after ten years	441,386	446,931
Total	$460,832	$466,934

Securities Impairment: As a part of the Company s ongoing security monitoring process, the Company identifies securities in an unrealized loss position that could potentially be other-than-temporarily impaired (OTTI). For the nine months ended September 30, 2014, the Company did not have any OTTI losses recognized in earnings (before taxes), compared with $188 for the same period in 2013.

Upon initial impairment of a security, total OTTI losses represent the excess of the amortized cost over the fair value. For subsequent impairments of the same security, total OTTI losses represent additional credit losses and or declines in fair value subsequent to the previously recorded OTTI losses, if applicable. Unrealized OTTI losses recognized in accumulated other comprehensive income (OCI) represent the non-credit component of OTTI losses on debt securities. Net impairment losses recognized in earnings represent the credit component of OTTI losses on debt securities.

As of September 30, 2014, the Company held twelve private label MBS (debt securities) with a total amortized cost (i.e. carrying value) of $1,767 for which OTTI losses have previously been recognized in pre-tax earnings dating back to the fourth quarter of 2008. For all twelve of these securities, the Company previously recognized credit losses in excess of the unrealized losses in accumulated OCI, creating an unrealized gain of $495, net of tax, as included in accumulated OCI as of September 30, 2014. As of September 30, 2014, the total net unrealized gains included in accumulated OCI for securities held where OTTI has been historically recognized in pre-tax earnings amounted to $495, net of tax, compared with net unrealized gains of $488, net of tax, at December 31, 2013.

The OTTI losses previously recognized in earnings represented management s best estimate of credit losses inherent in the securities based on discounted, bond-specific future cash flow projections using assumptions about cash flows associated with the pools of mortgage loans underlying each security. In estimating those cash flows the Company takes a variety of factors into consideration including, but not limited to, loan level credit characteristics, current delinquency and non-performing loan rates, current levels of subordination and credit support, recent default rates and future constant default rate estimates, original and current loan to collateral value ratios, recent collateral loss severities and future collateral loss severity estimates, recent and historical conditional prepayment rates and future conditional prepayment rate assumptions, and other estimates of future collateral performance.

Despite elevated levels of delinquencies, defaults and losses in the underlying residential mortgage loan collateral, given credit enhancements resulting from the structures of the individual securities, the Company currently expects that as of September 30, 2014 it will recover the amortized cost basis of its private label MBS as depicted in the table below and has therefore concluded that such securities were not OTTI as of that date. Nevertheless, given recent market conditions, it is possible that adverse changes in repayment performance and fair value could occur in future periods that would change the Company s current best estimates.

The following table displays the beginning balance of OTTI related to historical credit losses on debt securities held by the Company at the beginning of the current reporting period, as well as changes in credit losses recognized in pre-tax earnings for the three and nine months ending September 30, 2014, and 2013.

	2014	2013
Estimated credit losses as of June 30,	$3,413	$3,790
Additions for credit losses for securities on which OTTI has been previously recognized	---	73
Additions for credit losses for securities on which OTTI has not been previously recognized	---	---
Reductions for securities paid off during the period	---	---
Estimated credit losses as of September 30,	$3,413	$3,863

	2014	2013
Estimated credit losses as of prior year-end,	$3,923	$4,366
Additions for credit losses for securities on which OTTI has been previously recognized	---	188
Additions for credit losses for securities on which OTTI has not been previously recognized	---	---
Reductions for securities paid off during the period	510	691
Estimated credit losses as of September 30,	$3,413	$3,863

As of September 30, 2014, based on a review of the remaining securities in the securities portfolio, the Company concluded that it expects to recover its amortized cost basis for such securities. This conclusion was based on the issuers continued satisfaction of the securities obligations in accordance with their contractual terms and the expectation that they will continue to do so through the maturity of the security, the expectation that the Company will receive the entire amount of future contractual cash flows, as well as the evaluation of the fundamentals of the issuers financial condition and other objective evidence. Accordingly, the Company concluded that any declines in the values of those securities were temporary and that any additional OTTI charges were not appropriate at September 30, 2014. As of that date, the Company did not intend to sell nor anticipated that it would more-likely-than-not be required to sell any of its impaired securities, that is, where fair value is less than the cost basis of the security.

The following table summarizes the fair value of securities with continuous unrealized losses for less than 12 months and those that have been in a continuous unrealized loss position for 12 months or longer as of September 30, 2014 and December 31, 2013. All securities referenced are debt securities.

	Less than 12 months			**12 months or longer**			**Total**		
September 30, 2014	**Estimated Fair Value**	**Number of Investments**	**Unrealized Losses**	**Estimated Fair Value**	**Number of Investments**	**Unrealized Losses**	**Estimated Fair Value**	**Number of Investments**	**Unrealized Losses**
Description of Securities:									
Mortgage-backed securities:									
US Government-sponsored enterprises	$41,276	47	$ 811	$ 64,852	74	$2,996	$106,128	121	$ 3,807
US Government agency	23,356	37	256	19,316	23	726	42,672	60	982
Private label	3	1	---	152	4	5	155	5	5
Obligations of states and political subdivisions thereof	1,927	4	11	23,142	50	472	25,069	54	483
Total	$66,562	89	$1,078	$107,462	151	$4,199	$174,024	240	$ 5,277

	Less than 12 months			**12 months or longer**			**Total**		
December 31, 2013	**Estimated Fair Value**	**Number of Investments**	**Unrealized Losses**	**Estimated Fair Value**	**Number of Investments**	**Unrealized Losses**	**Estimated Fair Value**	**Number of Investments**	**Unrealized Losses**
Description of Securities:									
Mortgage-backed securities:									
US Government-	$111,169	140	$ 4,801	$40,563	40	$3,791	$151,732	180	$ 8,592

Sponsored enterprises									
US Government agency	36,356	47	1,982	9,156	12	475	45,512	59	2,457
Private label	826	12	61	449	7	17	1,275	19	78
Obligations of states and political subdivisions thereof	61,174	135	5,601	8,464	30	1,902	69,638	165	7,503
Total	$209,525	334	$12,445	$58,632	89	$6,185	$268,157	423	$18,630

For securities with unrealized losses, the following information was considered in determining that the impairments were not other-than-temporary:

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Mortgage-backed securities issued by U.S. Government-sponsored enterprises: As of September 30, 2014, the total unrealized losses on these securities amounted to $3,807, compared with $8,592 at December 31, 2013. All of these securities were credit rated AA+ by the major credit rating agencies. Company management believes these securities have minimal credit risk, as these Government-sponsored enterprises play a vital role in the nation s financial markets. Management s analysis indicates that the unrealized losses at September 30, 2014 were attributed to changes in current market yields and pricing spreads for similar securities since the date the underlying securities were purchased, and does not consider these securities to be OTTI at September 30, 2014.

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Mortgage-backed securities issued by U.S. Government agencies: As of September 30, 2014, the total unrealized losses on these securities amounted to $982, compared with $2,457 at December 31, 2013. All of these securities were credit rated AA+ by the major credit rating agencies. Management s analysis indicates that these securities bear little or no credit risk because they are backed by the full faith and credit of the United States. The Company attributes the unrealized losses at September 30, 2014 to changes in current market yields and pricing spreads for similar securities since the date the underlying securities were purchased, and does not consider these securities to be OTTI at September 30, 2014.

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Private label mortgage-backed securities: As of September 30, 2014, the total unrealized losses on the Bank s private label MBS amounted to $5, compared with $78 at December 31, 2013. The Company attributes the unrealized losses at September 30, 2014 to the current illiquid market for non-agency MBS, a still recovering housing market, risk-related market pricing discounts for non-agency MBS and credit rating downgrades on certain private label MBS owned by the Company. Based upon the foregoing considerations and the expectation that the Company will receive all of the future contractual cash flows related to amortized cost on these securities, the Company does not consider there to be any additional OTTI with respect to these securities at September 30, 2014.

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Obligations of states of the U.S. and political subdivisions thereof: As of September 30, 2014, the total unrealized losses on the Bank s municipal securities amounted to $483, compared with $7,503 at December 31, 2013. The Bank s municipal securities primarily consist of general obligation bonds and to a lesser extent, revenue bonds. General obligation bonds carry less risk, as they are supported by the full faith, credit and taxing authority of the issuing government and in the cases of school districts, are additionally supported by state aid. Revenue bonds are generally backed by municipal revenue streams generated through user fees or lease payments associated with specific municipal projects that have been financed.

Municipal bonds are frequently supported with insurance, which guarantees that in the event the issuer experiences financial problems, the insurer will step in and assume payment of both principal and interest. Historically, insurance support has strengthened an issuer s underlying credit rating to AAA or AA status. Starting in 2008 and continuing through 2014, many of the insurance companies providing municipal bond insurance experienced financial difficulties and, accordingly, were downgraded by at least one of the major credit rating agencies. Consequently, a portion of the Bank s municipal bond portfolio was downgraded by at least one of the major credit rating agencies. Notwithstanding the credit rating downgrades, at September 30, 2014, the Bank s municipal bond portfolio did not contain any below investment grade securities as reported by major credit rating agencies. In addition, at September 30, 2014, all municipal bond issuers were current on contractually obligated interest and principal payments.

The Company attributes the unrealized losses at September 30, 2014 to changes in current market yields and pricing spreads for similar securities since the date the underlying securities were purchased and, to a lesser extent, changes in credit ratings on certain securities. The Company also attributes the unrealized losses to ongoing media attention and market concerns about the prolonged recovery from the national economic recession and the impact it might have on the future financial stability of municipalities throughout the country. Accordingly, the Company does not consider these municipal securities to be other-than-temporarily impaired at September 30, 2014.

At September 30, 2014, the Company had no intent to sell nor believed it is more-likely-than-not that it would be required to sell any of its impaired securities as identified and discussed immediately above, and therefore did not consider these securities to be other than temporarily impaired as of that date.

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Securities Gains and Losses: The following table summarizes realized gains and losses and OTTI losses on securities available for sale for the three and nine months ended September 30, 2014 and 2013.

	Proceeds from Sale of Securities Available for Sale	Realized Gains	Realized Losses	Other Than Temporary Impairment Losses	Net
Three months ended September 30,					
2014	$ 4,342	$ 27	$108	$ ---	$ (81)
2013	$ 3,088	$138	$ ---	$ 73	$ 65
Nine months ended September 30,					
2014	$26,563	$809	$143	$ ---	$666
2013	$12,717	$667	$ 8	$188	$471

Note 6: Loans and Allowance for Loan Losses

Loans are carried at the principal amounts outstanding adjusted by partial charge-offs and net deferred loan origination costs or fees.

Interest on loans is accrued and credited to income based on the principal amount of loans outstanding. Residential real estate and home equity loans are generally placed on non-accrual status when reaching 90 days past due, or in process of foreclosure, or sooner if judged appropriate by management. Consumer loans are generally placed on non-accrual status when reaching 90 days or more past due, or sooner if judged appropriate by management. Secured consumer loans are written down to realizable value and unsecured consumer loans are charged-off upon reaching 120 days past due. Commercial real estate loans and commercial business loans that are 90 days or more past due are generally placed on non-accrual status, unless secured by sufficient cash or other assets immediately convertible to cash, and the loan is in the process of collection. Commercial real estate and commercial business loans may be placed on non-accrual status prior to the 90 days delinquency date if considered appropriate by management. When a loan has been placed on non-accrual status, previously accrued and uncollected interest is reversed against interest on loans. A loan can be returned to accrual status when principal is reasonably assured and the loan has performed for a period of time, generally six months.

Commercial real estate and commercial business loans are considered impaired when it becomes probable the Bank will not be able to collect all amounts due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status and collateral value. In considering

loans for evaluation of impairment, management generally excludes smaller balance, homogeneous loans, residential mortgage loans, home equity loans, and all consumer loans, unless such loans were restructured in a troubled debt restructuring. These loans are collectively evaluated for risk of loss.

Loan origination, commitment fees and direct loan origination costs are deferred, and the net amount is amortized as an adjustment of the related loans yield, using the level yield method over the estimated lives of the related loans.

The Company s lending activities are principally conducted in downeast, midcoast and central Maine. The following table summarizes the composition of the loan portfolio as of September 30, 2014, and December 31, 2013:

LOAN PORTFOLIO SUMMARY

	September 30, 2014	**December 31, 2013**
Commercial real estate mortgages	$329,263	$336,542
Commercial and industrial	76,152	73,972
Commercial construction and land development	23,828	18,129
Agricultural and other loans to farmers	28,649	26,929
Total commercial loans	457,892	455,572
Residential real estate mortgages	359,494	317,115
Home equity loans	51,693	49,565
O Other consumer loans	12,239	14,523
Total consumer loans	423,426	381,203
Tax exempt loans	16,729	16,355
Net deferred loan costs and fees	(102)	(273)
Total loans	897,945	852,857
Allowance for loan losses	(8,635)	(8,475)
Total loans net of allowance for loan losses	$889,310	$844,382

Loan Origination/Risk Management: The Bank has certain lending policies and procedures in place that are designed to maximize loan income within an acceptable level of risk. The Bank s board of directors reviews and approves these policies and procedures on a regular basis. A reporting system supplements the review process by providing management and the board with frequent reports related to loan production, loan quality, concentrations of credit, loan delinquencies and non-performing loans and potential problem loans. The Bank seeks to diversify the loan portfolio as a means of managing risk associated with fluctuations in economic conditions.

Commercial Real Estate Mortgages: The Bank s commercial real estate mortgage loans are collateralized by liens on real estate, typically have variable interest rates and amortize over a 15 to 20 year period. These loans are underwritten primarily as cash flow loans and secondarily as loans secured by real estate. Payments on loans secured by such properties are largely dependent on the successful operation of the property securing the loan or the business conducted on the property securing the loan. Accordingly, repayment of these loans may be subject to adverse economic conditions to a greater extent than other types of loans. The Bank seeks to minimize these risks in a variety of ways, including giving careful consideration to the property s operating history, future operating projections, current and projected occupancy, location and physical condition in connection with underwriting these loans. The underwriting analysis also includes credit verification, analysis of global cash flows, appraisals and a review of the financial condition of the borrower. Reflecting the Bank s business region, at September 30, 2014, approximately

32.5% of the commercial real estate mortgage portfolio was represented by loans to the lodging industry. The Bank underwrites lodging industry loans as operating businesses, lending primarily to seasonal establishments with stabilized cash flows.

Commercial and Industrial Loans: Commercial and industrial loans are underwritten after evaluating and understanding the borrower s ability to operate profitably, and prudently expand its business. Commercial and industrial loans are primarily made in the Bank s market areas and are underwritten on the basis of the borrower s ability to service the debt from income. As a general practice, the Bank takes as collateral a lien on any available real estate, equipment or other assets owned by the borrower and obtains a personal guaranty of the borrower(s) or principal(s). Working capital loans are primarily collateralized by short-term assets whereas term loans are primarily collateralized by long-term assets. The risk in commercial and industrial loans is principally due to the type of collateral securing these loans. The increased risk also derives from the expectation that commercial and industrial loans generally will be serviced principally from the operations of the business, and, if not successful, these loans are primarily secured by tangible, non-real estate collateral.

Construction and Land Development Loans: The Bank makes loans to finance the construction of residential and, to a lesser extent, non-residential properties. Construction loans generally are collateralized by first liens on real estate. The Bank conducts periodic inspections, either directly or through an agent, prior to approval of periodic draws on these loans. Underwriting guidelines similar to those described immediately above are also used in the Bank s construction lending activities. Construction loans involve additional risks attributable to the fact that loan funds are advanced against a project under construction and the project is of uncertain value prior to its completion. Because of uncertainties inherent in estimating construction costs, the market value of the completed project and the effects of governmental regulation on real property, it can be difficult to accurately evaluate the total funds required to complete a project and the related loan to value ratio. As a result of these uncertainties, construction lending often involves the disbursement of substantial funds with repayment dependent, in part, on the success of the ultimate project rather than the ability of a borrower or guarantor to repay the loan. In many cases the success of the project can also depend upon the financial support/strength of the sponsorship. If the Bank is forced to foreclose on a project prior to completion, there is no assurance that the Bank will be able to recover the entire unpaid portion of the loan. In addition, the Bank may be required to fund additional amounts to complete a project and may have to hold the property for an indeterminate period of time. While the Bank has underwriting procedures designed to identify what it believes to be acceptable levels of risks in construction lending, no assurance can be given that these procedures will prevent losses from the risks described above.

Residential Real Estate Mortgages: The Bank originates first-lien, adjustable-rate and fixed-rate, one-to-four-family residential real estate loans for the construction, purchase or refinancing of residential property. These loans are principally collateralized by owner-occupied properties, and to a lesser extent second homes and vacation properties, and are amortized over 10 to 30 years. From time to time the Bank will sell longer-term, low rate, residential mortgage loans to the Federal Home Loan Mortgage Corporation (FHLMC) with servicing rights retained. This practice allows the Bank to better manage interest rate risk and liquidity risk. In an effort to manage risk of loss and strengthen secondary market liquidity opportunities, management typically uses secondary market underwriting, appraisal, and servicing guidelines for all loans, including those held in its portfolio. Loans on one-to-four-family residential real estate are mostly originated in amounts of no more than 80% of appraised value or have private mortgage insurance. Mortgage title insurance and hazard insurance are required. Construction loans have a unique risk, because they are secured by an incomplete dwelling. This risk is reduced through more stringent underwriting standards, including regular inspections throughout the construction period.

Home Equity Loans: The Bank originates home equity lines of credit and second mortgage loans (loans which are secured by a junior lien position on one-to-four-family residential real estate). These loans carry a higher risk than first mortgage residential loans as they are in a second position relating to collateral. Risk is reduced through underwriting criteria, which include credit verification, appraisals and evaluations, a review of the borrower's financial condition, and personal cash flows. A security interest, with title insurance when necessary, is taken in the underlying real estate.

Non-performing Loans: the following table sets forth information regarding non-accruing loans and accruing loans 90 days or more overdue at September 30, 2014, and December 31, 2013.

TOTAL NON-PERFORMING LOANS

	September 30, 2014	**December 31, 2013**
Commercial real estate mortgages	$1,053	$2,046
Commercial and industrial loans	604	793
Commercial construction and land development	1,328	1,913
Agricultural and other loans to farmers	56	56
Total commercial loans	3,041	4,808
Residential real estate mortgages	2,545	3,227
Home equity loans	622	745
Other consumer loans	20	60
Total consumer loans	3,187	4,032
Total non-accrual loans	6,228	8,840
Accruing loans contractually past due 90 days or more	87	---
Total non-performing loans	$6,315	$8,840

Troubled Debt Restructures: A Troubled Debt Restructure (TDR) results from a modification to a loan to a borrower who is experiencing financial difficulty in which the Bank grants a concession to the debtor that it would not otherwise consider but for the debtor s financial difficulties. Financial difficulty arises when a debtor is bankrupt or contractually past due, or is likely to become so, based upon its ability to pay. A concession represents an accommodation not generally available to other customers, which may include a below-market interest rate, deferment of principal payments, extension of maturity dates, etc. Such accommodations extended to customers who are not experiencing financial difficulty do not result in TDR classification.

Summary information pertaining to the TDRs that occurred during the three and nine months ended September 30, 2014 and 2013 follows:

	For the Three Months Ended September 30, 2014			For the Nine Months Ended September 30, 2014		
	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Agricultural and other loans to farmers	1	$100	$ 99	1	$100	$ 99
Total commercial loans	1	100	99	1	100	99
Total	1	$100	$ 99	1	$100	$ 99

	For the Three Months Ended September 30, 2013			For the Nine Months Ended September 30, 2013		
	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial and industrial loans	0	$ ---	$ ---	1	$ 50	$ 47
Total commercial loans	0			1	50	47
Residential real estate mortgages	1	166	166	1	166	166
Home equity loans	0	---	---	1	16	21
Other consumer loans	0	---	---	1	14	13
Total consumer loans	1	166	166	3	196	200
Total	1	$166	$166	4	$246	$247

The following table shows the Bank s post-modification balance of TDRs listed by type of modification for the three and nine months ended September 30, 2014 and 2013:

	September 30, 2014		**September 30, 2013**	
	Three Months Ended	**Nine Months Ended**	**Three Months Ended**	**Nine Months Ended**
Extended maturity and adjusted interest rate	$99	$99	$---	$ 81
Court ordered concession	---	---	166	166
Total	$99	$99	$166	$247

As of September 30, 2014, the Bank had six real estate secured loans, six commercial and industrial loans, one agricultural loan, and one other consumer loan, to nine relationships totaling $1,488 that were classified as TDRs. At September 30, 2014, seven of these TDRs totaling $383 were classified as non-accrual, and none were past due 30 days or more and still accruing.

As of December 31, 2013, the Bank had six real estate secured, six commercial and industrial loans and one other consumer loan, to eight relationships totaling $1,454 that were classified as TDRs. At December 31, 2013, seven TDR s totaling $416 were past due or classified as non-performing.

During the nine months ended September 30, 2014 and 2013, there were no defaults on loans that had been modified as TDRs within the previous twelve months. A default for purposes of this disclosure is a TDR in which the borrower is 90 days or more past due or results in foreclosure and repossession of the applicable collateral.

Past Due Loans: Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due. The following tables set forth information regarding past due loans at September 30, 2014, and December 31, 2013. Amounts shown exclude deferred loan origination fees and costs.

September 30, 2014	30-59 Days Past Due	60-89 Days Past Due	90 Days or Greater	Total Past Due	Current	Total Loans	Non-Accrual	>90 Days Past Due and Accruing
Commercial real estate mortgages	$ 401	$1,611	$ 328	$ 2,340	$326,923	$329,263	$1,053	$---
Commercial and industrial	133	10	372	515	75,637	76,152	604	---
Commercial construction and land development	---	---	1,328	1,328	22,500	23,828	1,328	---
Agricultural and other loans to farmers	39	58	---	97	28,552	28,649	56	---
Residential real estate mortgages	472	3,753	847	5,072	354,422	359,494	2,545	87
Home equity	907	---	242	1,149	50,544	51,693	622	---
Other consumer loans	114	---	8	122	12,117	12,239	20	---
Tax exempt	---	---	---	---	16,729	16,729	---	---
Total	$2,066	$5,432	$3,125	$10,623	$887,424	$898,047	$6,228	$87

December 31, 2013	30-59 Days Past Due	60-89 Days Past Due	90 Days or Greater	Total Past Due	Current	Total Loans	Non-Accrual	>90 Days Past Due and Accruing
Commercial real estate mortgages	$ 786	$ 361	$ 698	$ 1,845	$334,697	$336,542	$2,046	$---
Commercial and industrial	29	20	456	505	73,467	73,972	793	---

Commercial construction and land development	---	---	1,845	1,845	16,284	18,129	1,913	---
Agricultural and other loans to farmers	22	---	---	22	26,907	26,929	56	---
Residential real estate mortgages	2,170	1,864	1,649	5,683	311,432	317,115	3,227	---
Home equity	67	---	---	67	49,498	49,565	745	---
Other consumer loans	57	80	41	178	14,345	14,523	60	---
Tax exempt	---	---	---	---	16,355	16,355	---	---
Total	$3,131	$2,325	$4,689	$10,145	$842,985	$853,130	$8,840	$---

Impaired Loans: Impaired loans are all commercial loans for which the Company believes it is probable that it will be unable to collect all amounts due according to the contractual terms of the loan agreement, as well as all loans modified into a TDR, if any. Allowances for losses on impaired loans are determined by the lower of the present value of the expected cash flows related to the loan, using the original contractual interest rate, and its recorded value, or in the case of collateral dependent loans, the lower of the fair value of the collateral, less costs to dispose, and the recorded amount of the loans. When foreclosure is probable, impairment is measured based on the fair value of the collateral less cost to sell.

Details of impaired loans as of September 30, 2014 and December 31, 2013 follows:

	September 30, 2014			December 31, 2013		
		Unpaid			Unpaid	
	Recorded Investment	Principal Balance	Related Allowance	Recorded Investment	Principal Balance	Related Allowance
With no related allowance:						
Commercial real estate mortgages	$1,560	$1,634	$ ---	$1,949	$2,103	$---
Commercial and industrial	326	506	---	660	770	---
Commercial construction and land development	1,328	3,253	---	68	68	---
Agricultural and other loans to farmers	155	155	---	56	56	---
Residential real estate loans	438	438	---	442	442	---
Home equity loans	19	19	---	21	21	---
Other consumer	11	11	---	13	13	---
Subtotal	$3,837	$6,016	$ ---	$3,209	$3,473	$---
With an allowance:						
Commercial real estate mortgages	$ 229	$ 229	$ 68	$ 854	$ 854	$100
Commercial and industrial	290	290	237	150	150	150
Commercial construction and land development	---	---	---	1,845	3,770	20
Agricultural and other loans to farmers	---	---	---	---	---	---
Residential real estate loans	---	---	---	---	---	---
Home equity loans	---	---	---	---	---	---
Other consumer	---	---	---	---	---	---
Subtotal	$ 519	519	$305	$2,849	$4,774	$270
Total	$4,356	$6,535	$305	$6,058	$8,247	$270

Details of impaired loans for the three and nine months ended September 30, 2014 and 2013 follows:

September 30, 2014				September 30, 2013			
Three Months Ended		Nine Months Ended		Three Months Ended		Nine Months Ended	
Average Recorded	Interest	Average Recorded	Interest	Average Recorded	Interest	Average Recorded	Interest

	Investment	Recorded	Investment	Recorded	Investment	Recorded	Investment	Recorded
With no related allowance:								
Commercial real estate mortgages	$1,763	$11	$1,877	$43	$2,441	$17	$2,465	$49
Commercial and industrial	512	1	663	3	596	2	703	4
Commercial construction and land development	1,328	---	1,576	---	---	---	---	---
Agricultural and other loans to farmers	143	---	89	2	119	---	340	---
Residential real estate mortgages	468	3	470	10	457	---	350	---
Home equity loans	20	1	20	1	21	---	20	1
Other consumer	11	---	12	---	13	---	14	1
Subtotal	$4,245	$16	$4,707	$59	$3,647	$19	$3,892	$55
With an allowance:								
Commercial real estate mortgages	$ 229	$---	$ 498	$---	$ ---	$---	$ ---	$---
Commercial and industrial	404	---	403	---	---	---	---	---
Commercial construction and land development	---	---	---	---	1,965	---	2,075	---
Agricultural and other loans to farmers	---	---	---	---	---	---	---	---
Residential real estate mortgages	---	---	---	---	---	---	---	---
Home equity loans	---	---	---	---	---	---	---	---
Other consumer	---	---	---	---	---	---	---	---

Subtotal	633	---	901		1,965		2,075	---
Total	$4,878	$16	$5,608	$59	$ 5,612	$19	$5,967	$55

Credit Quality Indicators/Classified Loans: In monitoring the credit quality of the portfolio, management applies a credit quality indicator to all categories of commercial loans. These credit quality indicators range from one through nine, with a higher number correlating to increasing risk of loss. These ratings are used as inputs to the calculation of the allowance for loan losses. Loans rated one through five are consistent with the regulators Pass ratings, and are generally allocated a lesser percentage allocation in the allowance for loan losses than loans rated from six through nine.

Consistent with regulatory guidelines, the Bank provides for the classification of loans which are considered to be of lesser quality as substandard, doubtful, or loss. The Bank considers a loan substandard if it is inadequately protected by the current net worth and paying capacity of the borrower or of the collateral pledged, if any. Substandard loans have a well-defined weakness that jeopardizes liquidation of the debt. Substandard loans include those loans where there is the distinct possibility of some loss of principal, if the deficiencies are not corrected.

Loans that the Bank classifies as doubtful have all of the weaknesses inherent in those loans that are classified as substandard but also have the added characteristic that the weaknesses present make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. The possibility of loss is high but because of certain important and reasonably specific pending factors which may work to the advantage and strengthening of the loan, its classification as an estimated loss is deferred until its more exact status may be determined. Pending factors include proposed merger, acquisition, or liquidation procedures, capital injection, perfecting liens on additional collateral and refinancing plans. The entire amount of the loan might not be classified as doubtful when collection of a specific portion appears highly probable. Loans are generally not classified doubtful for an extended period of time (i.e., over a year).

Loans that the Bank classifies as loss are those considered uncollectible and of such little value that their continuance as an asset is not warranted and the uncollectible amounts are charged-off. This classification does not mean that the asset has absolutely no recovery or salvage value, but rather it is not practical or desirable to defer writing off this basically worthless asset even though partial recovery may be affected in the future. Losses are taken in the period in which they surface as uncollectible.

Loans that do not expose the Bank to risk sufficient to warrant classification in one of the aforementioned categories, but which possess some weaknesses, are designated special mention. A special mention loan has potential weaknesses that deserve management s close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or in the institution s credit position at some future date. This might include loans which the lending officer may be unable to supervise properly because of: (i) lack of expertise, inadequate loan agreement; (ii) the poor condition of or lack of control over collateral; (iii) failure to obtain proper documentation or any other deviations from prudent lending practices. Economic or market conditions which may, in the future, affect the obligor may warrant special mention of the asset. Loans for which an adverse trend in the borrower's operations or an imbalanced position in the balance sheet which has not reached a point where the liquidation is jeopardized may be included in this classification. Special mention assets are not adversely classified and do not expose an institution to sufficient risks to warrant classification.

The following tables summarize the commercial loan portfolio as of September 30, 2014, and December 31, 2013, by credit quality indicator. Credit quality indicators are reassessed for each applicable commercial loan at least annually, or upon receipt and analysis of the borrower s financial statements, when applicable. Consumer loans, which principally consist of residential mortgage loans, are not rated, but are evaluated for credit quality after origination based on delinquency status (see past due loan aging table above).

September 30, 2014	Commercial real estate mortgages	Commercial and industrial	Commercial construction and land development	Agricultural and other loans to farmers	Total
Pass	$302,297	$64,193	$21,112	$28,186	$415,788
Other Assets					
Especially Mentioned	17,850	9,130	422	167	27,569
Substandard	9,116	2,829	2,294	296	14,535
Doubtful	---	---	---	---	---
Loss	---	---	---	---	---
Total	$329,263	$76,152	$23,828	$28,649	$457,892

December 31, 2013	Commercial real estate mortgages	Commercial and industrial	Commercial construction and land development	Agricultural and other loans to farmers	Total
Pass	$307,486	$60,330	$14,403	$26,447	$408,666
Other Assets					
Especially Mentioned	19,768	10,568	437	182	30,955
Substandard	9,288	3,074	3,289	300	15,951
Doubtful	---	---	---	---	---
Loss	---	---	---	---	---
Total	$336,542	$73,972	$18,129	$ 26,929	$455,572

Allowance for Loan Losses: The allowance for loan losses (the allowance) is a reserve established through a provision for loan losses (the provision) charged to expense, which represents management s best estimate of probable losses that have been incurred within the existing portfolio of loans. The allowance, in the judgment of management, is necessary to provide for estimated loan losses and risks inherent in the loan portfolio. The Bank s allowance for loan loss methodology includes allowance allocations calculated in accordance with ASC Topic 310, Receivables and allowance allocations calculated in accordance with ASC Topic 450, Contingencies. Accordingly, the methodology is based on historical loss experience by type of credit and internal risk grade, specific homogeneous risk pools and specific loss allocations, with adjustments for current events and conditions. The Bank s process for determining the appropriate level of the allowance is designed to account for credit deterioration as it occurs. The provision reflects loan quality trends, including the levels of and trends related to non-accrual loans, past due loans, potential problem loans, criticized loans and net charge-offs or recoveries, among other factors. The provision also reflects the totality of actions taken on all loans for a particular period. In other words, the amount of the provision reflects not only the necessary increases in the allowance related to newly identified criticized loans, but it also reflects actions taken related to other loans including, among other things, any necessary increases or decreases in required allowances for specific loans or loan pools.

The level of the allowance reflects management s continuing evaluation of industry concentrations, specific credit risks, loan loss experience, current loan portfolio quality, present economic, political and regulatory conditions and unidentified losses inherent in the current loan portfolio. While management utilizes its best judgment and information available, the ultimate adequacy of the allowance is dependent upon a variety of factors beyond the Bank s control,

including, among other things, the performance of the Bank s loan portfolio, the economy, changes in interest rates and the view of the regulatory authorities toward loan classifications.

The Bank s allowance for loan losses consists of three principal elements: (i) specific valuation allowances determined in accordance with ASC Topic 310 based on probable losses on specific loans; (ii) historical valuation allowances determined in accordance with ASC Topic 450 based on historical loan loss experience for similar loans with similar characteristics and trends, adjusted, as necessary, to reflect the impact of current conditions; and (iii) general valuation allowances determined in accordance with ASC Topic 450 based on general economic conditions and other qualitative risk factors both internal and external to the Bank.

The allowances established for probable losses on specific loans are based on a regular analysis and evaluation of problem loans. Loans are classified based on an internal credit risk grading process that evaluates, among other things: (i) the obligor s ability to repay; (ii) the underlying collateral, if any; and (iii) the economic environment and industry in which the borrower operates. This analysis is performed at the relationship level for all commercial loans. When a loan has a classification of substandard or worse, the Bank analyzes the loan to determine whether the loan is impaired and, if impaired, the need to specifically allocate a portion of the allowance to the loan. Specific valuation allowances are determined by analyzing the borrower s ability to repay amounts owed, collateral deficiencies, the relative risk grade of the loan and economic conditions affecting the borrower s industry, among other observable considerations.

Historical valuation allowances are calculated based on the historical loss experience of specific types of loans and the internal risk grade of such loans at the time they were charged-off. The Bank calculates historical loss ratios for pools of similar loans with similar characteristics based on the proportion of actual charge-offs experienced to the total population of loans in the pool. The historical loss ratios are periodically updated based on actual charge-off experience. A historical valuation allowance is established for each pool of similar loans based upon the product of the historical loss ratio and the total dollar amount of the loans in the pool, net of any loans for which reserves are already established. The Bank s pools of similar loans include similarly risk-graded groups of commercial real estate loans, commercial and industrial loans, consumer real estate loans and consumer and other loans.

General valuation allowances are based on general economic conditions and other qualitative risk factors both internal and external to the Bank. In general, such valuation allowances are determined by evaluating, among other things: (i) the experience, ability and effectiveness of the Bank s lending management and staff; (ii) the effectiveness of the Bank s loan policies, procedures and internal controls; (iii) changes in asset quality; (iv) changes in loan portfolio volume; (v) the composition and concentrations of credit; (vi) the impact of competition on loan structuring and pricing; and (vii) the impact of environmental risks on portfolio risks. Management evaluates the degree of risk that each one of these components has on the quality of the loan portfolio on a quarterly basis. The results are then used to determine an appropriate general valuation allowance.

Loans identified as losses by management, external loan review and/or bank examiners, are charged-off. Furthermore, consumer loan accounts are charged-off based on regulatory requirements.

The following tables detail activity in the allowance for loan losses by portfolio segment for the three and nine months ended September 30, 2014, and 2013. The tables also provide details regarding the Bank s recorded investment in loans related to each balance in the allowance for loan losses by portfolio segment and disaggregated on the basis of

the Bank s impairment methodology. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

Three Months Ended September 30, 2014	Commercial Real Estate	Commercial and Industrial	Commercial Construction and land development	Agricultural	Residential Real Estate	Consumer	Home Equity	Tax Exempt	Total
Beginning Balance	$4,887	$1,573	$ 254	$ 371	$ 1,149	$103	$ 241	$ 173	$ 8,751
Charged-off	(19)	(317)	---	---	(264)	(68)	---	---	(668)
Recoveries	34	1	---	11	---	14	1	---	61
Provision	(71)	150	77	(26)	275	97	---	(11)	491
Ending Balance	$4,831	$1,407	$ 331	$ 356	$ 1,160	$146	$ 242	$ 162	$ 8,635

Nine Months Ended September 30, 2014	Commercial Real Estate	Commercial and Industrial	Commercial Construction and land development	Agricultural	Residential Real Estate	Consumer	Home Equity	Tax Exempt	Total
Beginning Balance	$4,825	$1,266	$ 314	$ 335	$ 1,166	$ 137	$ 264	$ 168	$8,475
Charged-off	(184)	(416)	---	(14)	(557)	(148)	(18)	---	(1,337)
Recoveries	40	13	---	26	12	29	1	---	121
Provision	150	544	17	9	539	128	(5)	(6)	1,376
Ending Balance	$4,831	$1,407	$ 331	$ 356	$ 1,160	$ 146	$ 242	$ 162	$ 8,635
of which:									
Amount for loans individually evaluated for impairment	$ 68	$ 237	$ ---	$ ---	$ ---	$ ---	$ ---	$ ---	$ 305
Amount for loans collectively evaluated for impairment	$ 4,763	$ 1 ,170	$ 331	$ 356	$ 1,160	$ 146	$ 242	$ 162	$ 8,330
Loans individually	$ 1,053	$ 604	$ 1,328	$ 56	$ ---	$ ---	$ ---	$ ---	$ 3,041

evaluated for impairment									
Loans collectively evaluated for impairment	$328,210	$75,548	$22,500	$28,593	$359,494	$12,239	$51,693	$16,729	$895,006

Three Months Ended September 30, 2013	Commercial Real Estate	Commercial and Industrial	Commercial Construction and land development	Agricultural	Residential Real Estate	Consumer	Home Equity	Tax Exempt	Total
Beginning Balance	$ 4,435	$ 1,062	$ 355	$ 323	$ 1,421	$ 147	$ 270	$ 154	$ 8,167
Charged-off	(55)	(8)	---	---	(32)	(12)	---	---	(107)
Recoveries	102	12	---	24	5	7	---	---	150
Provision	223	146	19	(5)	(169)	3	(57)	10	170
Ending Balance	$ 4,705	$ 1,212	$ 374	$ 342	$ 1,225	$ 145	$ 213	$ 164	$ 8,380

Nine Months Ended September 30, 2013	Commercial Real Estate	Commercial and Industrial	Commercial Construction and land development	Agricultural	Residential Real Estate	Consumer	Home Equity	Tax Exempt	Total
Beginning Balance	$ 4,320	$ 1,026	$ 515	$ 303	$ 1,330	$ 207	$ 255	$141	$8,097
Charged-off	(139)	(186)	---	(81)	(319)	(80)	(34)	---	(839)
Recoveries	105	22	---	25	6	17	19	---	194
Provision	419	350	(141)	95	208	1	(27)	23	928
Ending Balance	$ 4,705	$ 1,212	$ 374	$ 342	$ 1,225	$ 145	$ 213	$164	$8,380

Loan concentrations: Because of the Company s proximity to Acadia National Park, a large part of the economic activity in the Bank s area is generated from the hospitality business associated with tourism. At September 30, 2014, and December 31, 2013, loans to the lodging industry amounted to approximately $111,422 and $114,982, respectively.

Note 7: Reclassifications Out of Accumulated Other Comprehensive Income

The following table summarizes the reclassifications out of Accumulated Other Comprehensive Income for the nine months ended September 30, 2014.

	Amount Reclassified from Accumulated Other Comprehensive Income		
Details about Accumulated Other Comprehensive Income	**Three Months Ended 9/30/2014**	**Nine Months Ended 9/30/2014**	**Affected Line Item in the Statement Where Net Income is Presented**
Unrealized gains and losses on available-for-sale securities			
	$(81)	$ 666	Net(losses) gain on sales of investments
	28	(226)	Provision for income taxes
	$(53)	$ 440	Net income
Amortization of post retirement benefit plan			
Amortization of actuarial gain/loss for supplemental executive retirement plan	(16)	(21)	Salaries and benefits
	(16)	(21)	
Tax (expense) or benefit	5	7	Provision for income taxes
Net of tax	$(11)	$ (14)	Net income
Total reclassification for the period	$(64)	$ 426	Net (loss) income, net of tax

Details about Accumulated Other Comprehensive Income	**Three Months Ended 9/30/2013**	**Nine Months Ended 9/30/2013**	**Affected Line Item in the Statement Where Net Income is Presented**
Unrealized gains and losses on available-for-sale securities			
	$138	$ 659	Net gain on sales of investments
	(47)	(224)	Provision for income taxes
	$ 91	$ 435	Net income
Amortization of post retirement			

benefit plan			
Amortization of actuarial gain/loss for			
supplemental executive retirement plan	(12)	(43)	Salaries and benefits
	(12)	(43)	
Tax (expense) or benefit	4	15	Provision for income taxes
Net of tax	$ (8)	$ (28)	Net income
Total reclassification for the period	$ 83	$ 407	Net income, net of tax

Note 8: Financial Derivative Instruments

As part of its overall asset and liability management strategy, the Bank periodically uses derivative instruments to minimize significant unplanned fluctuations in earnings and cash flows caused by interest rate volatility. The Bank s interest rate risk management strategy involves modifying the re-pricing characteristics of certain assets or liabilities so that changes in interest rates do not have a significant effect on net interest income.

The Company recognizes its derivative instruments on the consolidated balance sheet at fair value. On the date the derivative instrument is entered into, the Bank designates whether the derivative is part of a hedging relationship (i.e., cash flow or fair value hedge). The Bank formally documents relationships between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking hedge transactions. The Bank also assesses, both at the hedge s inception and on an ongoing basis, whether the derivatives used in hedging transactions are highly effective in offsetting the changes in cash flows or fair values of hedged items.

Changes in fair value of derivative instruments that are highly effective and qualify as cash flow hedges are recorded in other comprehensive income or loss. Any ineffective portion is recorded in earnings. The Bank discontinues hedge accounting when it is determined that the derivative is no longer highly effective in offsetting changes of the hedged risk on the hedged item, or management determines that the designation of the derivative as a hedging instrument is no longer appropriate.

At September 30, 2014, the Bank had two outstanding derivative instruments with notional amounts totaling $45,000. These derivative instruments were interest rate caps, with notional principal amounts totaling $25,000 and $20,000, respectively. The notional amounts of the financial derivative instruments do not represent exposure to credit loss. The Bank is exposed to credit loss only to the extent the counter-party defaults in its responsibility to pay interest under the terms of the agreements. The credit risk in derivative instruments is mitigated by entering into transactions with highly-rated counterparties that management believes to be creditworthy and by limiting the amount of exposure to each counter-party. At September 30, 2014, the Bank s derivative counterparties were credit rated AA by the major credit rating agencies.

The details of the Bank s financial derivative instruments as of September 30, 2014 are summarized below:

Interest Rate Cap Agreements

Notional Amount	**Expiration Date**	**3-month LIBOR Strike Rate**	**Premium Paid**	**Unamortized Premium 9/30/14**	**Fair Value 9/30/14**
$25,000	06/02/21	3.00%	$ 921	$ 921	$ 996
$20,000	06/04/24	3.00%	$1,470	$1,470	$1,637

In the second quarter of 2014, interest rate cap agreements were purchased to limit the Bank s exposure to rising interest rates on two rolling, three-month borrowings indexed to three month LIBOR. Under the terms of the agreements, the Bank paid premiums of $921 and $1,470 for the right to receive cash flow payments if 3-month LIBOR rises above the caps of 3.00%, thus effectively ensuring interest expense on the borrowings at maximum rates of 3.00% for the duration of the agreements. The interest rate cap agreements were designated as cash flow hedges.

At September 30, 2014, the total fair value of the interest rate cap agreements was $2,633. The fair values of the interest rate cap agreements are included in other assets on the Company s consolidated balance sheets. Changes in the fair value, representing unrealized gains or losses, are recorded in accumulated other comprehensive income, net of tax.

The premiums paid on the interest rate cap agreements are being recognized as increases in interest expense over the duration of the agreements using the caplet method. During the three and nine months ended September 30, 2014, no premium amortization was required. During the next twelve months, less than $1 of the total premiums will be

recognized as increases to interest expense, increasing the interest expense related to the hedged borrowings.

A summary of the hedging related balances as of September 30, 2014 follows:

	September 30, 2014	
	Gross	**Net of Tax**
Unrealized gain on interest rate caps	$ 242	$ 159
Unamortized premium on interest rate caps	2,391	1,578
Total	$2,633	$1,737

There were no hedging related balances as of December 31, 2013.

Note 9: Retirement Benefit Plans

The Company has non-qualified supplemental executive retirement agreements with certain retired officers. The agreements provide supplemental retirement benefits payable in installments over a period of years upon retirement or death. The Company recognized the net present value of payments associated with the agreements over the service periods of the participating officers. Interest costs continue to be recognized on the benefit obligations.

The Company also has a supplemental executive retirement agreement with a certain current executive officer. This agreement provides a stream of future payments in accordance with a defined vesting schedule upon retirement, termination, or upon a change of control.

The following tables summarize the net periodic benefit costs for the three and nine months ended September 30, 2014, and 2013:

	Supplemental Executive Retirement Plans	
Three Months Ended September 30,	**2014**	**2013**
Service cost	$ 16	$ 14
Interest cost	37	30
Actuarial loss on supplemental executive retirement plan, net of tax	7	13
Net periodic benefit cost	$ 60	$ 57

	Supplemental Executive Retirement Plans	
Nine Months Ended September 30,	**2014**	**2013**
Service cost	$ 48	$ 196
Interest cost	112	90
Net amortization of prior service cost and actuarial (gain)/loss	---	(165)
Actuarial loss on supplemental executive retirement plan, net of tax	21	43
Net periodic benefit cost	$181	$ 164

The Company is expected to recognize $241 of expense for the foregoing plans for the year ended December 31, 2014. The Company is expected to contribute $331 to the foregoing plans in 2014. As of September 30, 2014, the Company had contributed $244.

Note 10: Commitments and Contingent Liabilities

The Bank is a party to financial instruments in the normal course of business to meet financing needs of its customers. These financial instruments include commitments to extend credit, unused lines of credit, and standby letters of credit.

Commitments to originate loans, including unused lines of credit, are agreements to lend to a customer provided there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Bank uses the same credit policy to make such commitments as it uses for on-balance-sheet items, such as loans. The Bank evaluates each customer s

creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Bank upon extension of credit, is based on management s credit evaluation of the borrower.

The Bank guarantees the obligations or performance of customers by issuing standby letters of credit to third parties. These standby letters of credit are primarily issued in support of third party debt or obligations. The risk involved in issuing standby letters of credit is essentially the same as the credit risk involved in extending loan facilities to customers, and they are subject to the same credit origination, portfolio maintenance and management procedures in effect to monitor other credit and off-balance sheet instruments. Exposure to credit loss in the event of non-performance by the counter-party to the financial instrument for standby letters of credit is represented by the contractual amount of those instruments. Typically, these standby letters of credit have terms of five years or less and expire unused; therefore, the total amounts do not necessarily represent future cash requirements.

The following table summarizes the contractual amounts of commitments and contingent liabilities as of September 30, 2014, and December 31, 2013:

	September 30,	**December 31,**
	2014	**2013**
Commitments to originate loans	$24,404	$10,269
Unused lines of credit	$96,542	$98,486
Un-advanced portions of construction loans	$21,562	$12,203
Standby letters of credit	$ 325	$ 378

As of September 30, 2014, and December 31, 2013, the fair value of the standby letters of credit was not significant to the Company s consolidated financial statements.

Note 11: Goodwill and Other Intangible Assets

Goodwill: Goodwill totaled $4,935 at September 30, 2014, and December 31, 2013. In the third quarter of 2012 the Company recorded $1,777 of goodwill in connection with the Bank s acquisition of substantially all of the assets and the assumption of certain liabilities including all deposits of the Border Trust Company.

Core Deposit Intangible Asset: The Company has a finite-lived intangible asset capitalized on its consolidated balance sheet in the form of a core deposit intangible asset related to the Border Trust Company acquisition. The core deposit intangible is being amortized over an estimated useful life of eight and one-half years and is included in other assets on the Company s consolidated balance sheet. At September 30, 2014, and December 31, 2013, the balance of the core deposit intangible asset amounted to $585 and $655, respectively.

	September 30, 2014	December 31, 2013
Core deposit intangibles:		
Gross carrying amount	$783	$783
Less: accumulated amortization	198	128
Net carrying amount	$585	$655

Amortization expense on the finite-lived intangible assets is expected to total $92 for each year from 2014 through 2020, then $8 for 2021.

Note 12: Fair Value Measurements

The Company measures fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability. The price in the principal (or most advantageous) market used to measure the fair value of the asset or liability shall not be adjusted for transaction costs. An orderly transaction is a transaction that assumes exposure to the market for a period prior to the measurement date to allow for marketing activities that are usual and customary for transactions involving such assets and liabilities; it is not a forced transaction. Market participants are buyers and sellers in the principal market that are (i) independent, (ii) knowledgeable, (iii) able to transact, and (iv) willing to transact.

The Company s fair value measurements employ valuation techniques that are consistent with the market approach, the income approach and/or the cost approach. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets and liabilities. The income approach uses valuation techniques to convert future amounts, such as cash flows or earnings, to a single present amount on a discounted basis. The cost approach is based on the amount that currently would be required to replace the servicing capacity of an asset (replacement cost). Valuation techniques are consistently applied. Inputs to valuation techniques refer to the assumptions that market participants would use in pricing the asset or liability. Inputs may be observable, meaning those that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from independent sources, or unobservable, meaning those that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The Company uses a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets (Level 1 measurements) for identical assets or liabilities and the lowest priority to unobservable inputs (Level 3 measurements). The fair value hierarchy is as follows:

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Level 1 Valuation is based on unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

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Level 2 Valuation is based on quoted prices for similar instruments in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and model-based techniques for which all significant assumptions are observable in the market.

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Level 3 Valuation is principally generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates that market participants would use in pricing the asset or liability. Valuation techniques include use of discounted cash flow models and similar techniques.

The level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

The most significant instruments that the Company values are securities, all of which fall into Level 2 in the fair value hierarchy. The securities in the available for sale portfolio are priced by independent providers. In obtaining such valuation information from third parties, the Company has evaluated their valuation methodologies used to develop the fair values in order to determine whether valuations are appropriately placed within the fair value hierarchy and whether the valuations are representative of an exit price in the Company s principal markets. The Company s principal markets for its securities portfolios are the secondary institutional markets, with an exit price that is predominantly reflective of bid level pricing in those markets. Additionally, the Company periodically tests the reasonableness of the

prices provided by these third parties by obtaining fair values from other independent providers and by obtaining desk bids from a variety of institutional brokers.

A description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below.

Securities Available for Sale: All securities and major categories of securities classified as available for sale are reported at fair value utilizing Level 2 inputs. For these securities, the Company obtains fair value measurements from independent pricing providers. The fair value measurements used by the pricing providers consider observable data that may include dealer quotes, market maker quotes and live trading systems. If quoted prices are not readily available, fair values are determined using matrix pricing models, or other model-based valuation techniques requiring observable inputs other than quoted prices such as market pricing spreads, credit information, callable features, cash flows, the U.S. Treasury yield curve, trade execution data, market consensus prepayment speeds, default rates, and the securities terms and conditions, among other things.

The foregoing valuation methodologies may produce fair value calculations that may not be fully indicative of net realizable value or reflective of future fair values. While Company management believes these valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

The following tables summarize financial assets and financial liabilities measured at fair value on a recurring basis as of September 30, 2014, and December 31, 2013, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value:

September 30, 2014	**Level 1 Inputs**	**Level 2 Inputs**	**Level 3 Inputs**	**Total Fair Value**
Securities available for sale:				
Mortgage-backed securities:				
US Government-sponsored enterprises	$ ---	$282,009	$ ---	$282,009
US Government agencies	$ ---	$ 84,898	$ ---	$ 84,898
Private label	$ ---	$ 4,770	$ ---	$ 4,770
Obligations of states and political				
subdivisions thereof	$ ---	$ 95,257	$ ---	$ 95,257
Derivative assets	$ ---	$ 2,633	$ ---	$ 2,633

December 31, 2013	**Level 1 Inputs**	**Level 2 Inputs**	**Level 3 Inputs**	**Total Fair Value**
Securities available for sale:				
Mortgage-backed securities:				
US Government-sponsored enterprises	$ ---	$273,632	$ ---	$273,632
US Government agencies	$ ---	$ 81,529	$ ---	$ 81,529

Private label	$ ---	$ 6,170	$ ---	$ 6,170
Obligations of states and political subdivisions thereof	$ ---	$ 88,839	$ ---	$ 88,839

The following tables present the carrying value of certain financial assets and financial liabilities measured at fair value on a non-recurring basis, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value.

For the Nine Months Ended 9/30/14	**Level 1 Inputs**	**Level 2 Inputs**	**Level 3 Inputs**	**Fair Value as of 9/30/14**	**Loss**
Other real estate owned	$ ---	$ ---	$1,686	$1,686	$173
Collateral dependent impaired loans	$ ---	$ ---	$1,490	$1,490	$ ---

For the Year Ended 12/31/13	**Level 1 Inputs**	**Level 2 Inputs**	**Level 3 Inputs**	**Fair Value as of 12/31/13**	**Loss**
Other real estate owned	$ ---	$ ---	$1,625	$1,625	$ 338
Collateral dependent impaired loans	$ ---	$ ---	$2,699	$2,699	$ ---

The Company had total collateral dependent impaired loans with carrying values of approximately $1,490 and $2,699 which had specific reserves included in the allowance of $68 and $120, at September 30, 2014 and December 31, 2013, respectively. The Company measures the value of collateral dependent impaired loans using Level 3 inputs. Specifically, the Company uses the appraised value of the collateral, which is then discounted for estimated costs to dispose and other considerations. These discounts generally range from 10% to 30% of appraised value.

In estimating the fair value of OREO, the Company generally uses market appraisals less estimated costs to dispose of the property, which generally range from 10% to 30% of appraised value. Management may also make adjustments to reflect estimated fair value declines, or may apply other discounts to appraised values for unobservable factors resulting from its knowledge of the property or consideration of broker quotes. The appraisers use a market, income, and/or a cost approach in determining the value of the collateral. Therefore they have been categorized as a Level 3 measurement.

There were no transfers between levels during the periods presented.

Note 13: Fair Value of Financial Instruments

The Company discloses fair value information about financial instruments for which it is practicable to estimate fair value. Fair value estimates are made as of a specific point in time based on the characteristics of the financial instruments and relevant market information. Where available, quoted market prices are used. In other cases, fair

values are based on estimates using present value or other valuation techniques. These techniques involve uncertainties and are significantly affected by the assumptions used and judgments made regarding risk characteristics of various financial instruments, discount rates, estimates of future cash flows, future expected loss experience and other factors. Changes in assumptions could significantly affect these estimates. Derived fair value estimates cannot be substantiated by comparison to independent markets and, in certain cases, could not be realized in an immediate sale of the instrument.

Fair value estimates are based on existing financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. Accordingly, the aggregate fair value amounts presented do not purport to represent the underlying market value of the Company.

The following describes the methods and significant assumptions used by the Company in estimating the fair values of significant financial instruments:

Cash and Cash Equivalents: For cash and cash equivalents, including cash and due from banks and other short-term investments with maturities of 90 days or less, the carrying amounts reported on the consolidated balance sheet approximate fair values.

Federal Home Loan Bank stock: For Federal Home Loan Bank stock, the carrying amounts report on the consolidated balance sheet approximate fair values.

Loans: For variable rate loans that re-price frequently and have no significant change in credit risk, fair values are based on carrying values. The fair value of other loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities.

Deposits*:* The fair value of deposits with no stated maturity is equal to the carrying amount. The fair value of time deposits is based on the discounted value of contractual cash flows, applying interest rates currently being offered on wholesale funding products of similar maturities. The fair value estimates for deposits do not include the benefit that results from the low-cost funding provided by the deposit liabilities compared to the cost of alternative forms of funding (deposit base intangibles).

Borrowings: For borrowings that mature or re-price in 90 days or less, carrying value approximates fair value. The fair value of the Company s remaining borrowings is estimated by using discounted cash flows based on current rates available for similar types of borrowing arrangements taking into account any optionality.

Accrued Interest Receivable and Payable: The carrying amounts of accrued interest receivable and payable approximate their fair values.

Off-Balance Sheet Financial Instruments: The Company s off-balance sheet instruments consist of loan commitments and standby letters of credit. Fair values for standby letters of credit and loan commitments were insignificant.

A summary of the carrying values and estimated fair values of the Company s significant financial instruments at September 30, 2014, and December 31, 2013, follows:

September 30, 2014	Carrying Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
Financial Assets:					
Cash and cash equivalents	$ 12,906	$12,906	$ ---	$ ---	$ 12,906
Federal Home Loan Bank stock	21,354	---	21,354	---	21,354
Loans, net	889,310	---	---	890,377	890,377
Interest receivable	4,528	4,528	---	---	4,528
Financial liabilities:					
Deposits (with no stated maturity)	$495,836	$ ---	$495,836	$ ---	$495,836
Time deposits	391,280	---	390,885	---	390,885
Borrowings	403,622	---	404,004	---	404,004
Interest payable	468	468			468

December 31, 2013	Carrying Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
Financial Assets:					
Cash and cash equivalents	$ 9,200	$ 9,200	$ ---	$ ---	$ 9,200
Federal Home Loan Bank stock	18,370	---	18,370	---	18,370
Loans, net	844,382	---	---	850,190	850,190
Interest receivable	4,788	4,788	---	---	4,788
Financial liabilities:					
Deposits (with no stated maturity)	$440,063	$ ---	$440,063	$ ---	$440,063
Time deposits	395,588	---	398,668	---	398,668
Borrowings	409,445	---	411,298	---	411,298
Interest payable	514	514	---	---	514

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management s discussion and analysis, which follows, focuses on the factors affecting the Company s consolidated results of operations for the three and nine months ended September 30, 2014 and 2013, and financial condition at September 30, 2014, and December 31, 2013, and where appropriate, factors that may affect future financial performance. The following discussion and analysis of financial condition and results of operations of the Company and its subsidiaries should be read in conjunction with the consolidated financial statements and notes thereto, and selected financial and statistical information appearing elsewhere in this report on Form 10-Q.

Amounts in the prior period financial statements are reclassified whenever necessary to conform to current period presentation.

Unless otherwise noted, all dollars are expressed in thousands except share data.

Use of Non-GAAP Financial Measures: Certain information discussed below is presented on a fully taxable equivalent basis. Specifically, included in interest income in the third quarter of 2014 and 2013 was $987 and $968 respectively, of tax-exempt interest income from certain investment securities and loans. For the nine months ended September 30, 2014 and 2013, the amount of tax exempt income included in interest income was $2,978 and $2,637, respectively.

An amount equal to the tax benefit derived from this tax exempt income has been added back to the interest income totals discussed in certain sections of this Management s Discussion and Analysis, representing tax equivalent adjustments of $475 and $476 in the third quarter of 2014 and 2013, respectively, and $1,429 and $1,294 for the nine months ended September 30, 2014 and 2013, respectively, which increased net interest income accordingly. The analysis of net interest income tables included in this report on Form 10-Q provide a reconciliation of tax equivalent financial information to the Company's consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles.

Management believes the disclosure of tax equivalent net interest income information improves the clarity of financial analysis, and is particularly useful to investors in understanding and evaluating the changes and trends in the Company's results of operations. Other financial institutions commonly present net interest income on a tax equivalent basis. This adjustment is considered helpful in the comparison of one financial institution's net interest income to that of another institution, as each will have a different proportion of tax-exempt interest from their earning asset portfolios. Moreover, net interest income is a component of a second financial measure commonly used by financial institutions, net interest margin, which is the ratio of net interest income to average earning assets. For purposes of this measure as well, other financial

institutions generally use tax equivalent net interest income to provide a better basis of comparison from institution to institution. The Company follows these practices.

FORWARD LOOKING STATEMENTS DISCLAIMER

Certain statements, as well as certain other discussions contained in this quarterly report on Form 10-Q, or incorporated herein by reference, contain statements which may be considered to be forward-looking within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. Readers can identify these forward-looking statements by the use of words like "strategy," "expects," "plans," "believes," "will," "estimates," "intends," "projects," "goals," "targets," and other words of similar meaning. Readers can also identify them by the fact that they do not relate strictly to historical or current facts.

Investors are cautioned that forward-looking statements are inherently uncertain. Forward-looking statements include, but are not limited to, those made in connection with estimates with respect to the future results of operation, financial condition, and the business of the Company which are subject to change based on the impact of various factors that could cause actual results to differ materially from those projected or suggested due to certain risks and uncertainties. Those factors include but are not limited to:

(i) The Company's success is dependent to a significant extent upon general economic conditions in Maine, and Maine's ability to attract new business, as well as factors that affect tourism, a major source of economic activity in the Company s immediate market areas;

(ii) The Company's earnings depend to a great extent on the level of net interest income (the difference between interest income earned on loans and investments and the interest expense paid on deposits and borrowings) generated by the Company s wholly-owned banking subsidiary, Bar Harbor Bank & Trust (the Bank), and thus the Company s results of operations may be adversely affected by increases or decreases in interest rates;

(iii) The banking business is highly competitive and the profitability of the Company depends on the Bank's ability to attract loans and deposits in Maine, where the Bank competes with a variety of traditional banking and non-traditional institutions, such as credit unions and finance companies;

(iv) A significant portion of the Bank's loan portfolio is comprised of commercial loans and loans secured by real estate, exposing the Company to the risks inherent in financings based upon analysis of credit risk, the value of underlying collateral, and other intangible factors which are considered in making commercial loans and, accordingly, the Company's profitability may be negatively impacted by judgment errors in risk analysis, by loan defaults, and the ability of certain borrowers to repay such loans during a downturn in general economic conditions;

(v) Adverse changes in repayment performance and fair value of underlying residential mortgage loan collateral, that differ from the Company s current estimates, could change the Company s expectations that it will recover the amortized cost of its private label mortgage backed

securities portfolio and/or its conclusion that such securities were not other-than temporarily impaired as of the date of this report;

(vi) The Company s allowance for loan losses may be adversely impacted by a variety of factors, including, but not limited to, the performance of the Company s loan portfolio, the economy, changes in interest rates, and the view of regulatory authorities toward loan classifications;

(vii) Significant changes in the Company s internal controls, or internal control failures;

(viii) Acts or threats of terrorism and actions taken by the United States or other governments as a result of such threats, including military action, could further adversely affect business and economic conditions in the United States generally and in the Company s markets, which could have an adverse effect on the Company s financial performance and that of borrowers and on the financial markets and the price of the Company s common stock;

(ix) Significant changes in the extensive laws, regulations, and policies governing bank holding companies and their subsidiaries could alter the Company's business environment or affect its operations;

(x) Changes in general, national, international, regional or local economic conditions and credit markets which are less favorable than those anticipated by Company management that could impact the Company's securities portfolio, quality of credits, or the overall demand for the Company's products or services; and

(xi) The Company s success in managing the risks involved in all of the foregoing matters.

Readers should carefully review all of these factors as well as the risk factors set forth in Item 1A- Risk Factors, contained in the Company s Annual Report on Form 10-K for the year ended December 31, 2013. There may be other risk factors that could cause differences in future periods from those anticipated by management.

The forward-looking statements contained herein represent the Company's judgment as of the date of this quarterly report on Form 10-Q and the Company cautions readers not to place undue reliance on such statements. The Company disclaims any obligation to publicly update or revise any forward-looking statement contained in the succeeding discussion, or elsewhere in this quarterly report on Form 10-Q, except to the extent required by federal securities laws.

APPLICATION OF CRITICAL ACCOUNTING POLICIES

The Company s significant accounting policies are more fully enumerated in Note 1 to the Consolidated Financial Statements included in Item 8 of its December 31, 2013, report on Form 10-K. The reader of the financial statements should review these policies to gain a greater understanding of how the Company s financial performance is reported.

Management s discussion and analysis of the Company s financial condition and results of operations are based on the Consolidated Financial Statements, which are prepared in accordance with U.S. generally accepted accounting principles. The preparation of such financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. Management evaluates its estimates on an ongoing basis. Management bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis in making judgments about the carrying values of assets that are not readily apparent from other sources. Actual results could differ from the amount derived from management s estimates and assumptions under different assumptions or conditions. Material estimates that are particularly susceptible to significant

change in the near-term relate to the determination of the allowance for loan losses, other than temporary impairment on securities, income tax estimates, and the evaluation of intangible assets. The use of these estimates is more fully described in Part I, Item 1, Note 2 of the consolidated financial statements in this quarterly report on Form 10-Q.

SUMMARY FINANCIAL RESULTS

On April 22, 2014, the Company s Board of Directors declared a three-for-two split of its common stock, payable as a large stock dividend, which was paid on May 19, 2014 (the payment date) to all stockholders of record at the close of business on May 5, 2014. As of April 22, 2014, the Company had approximately 3,944,290 shares of common stock outstanding. After the stock split as a large stock dividend, the number of shares of Company common stock outstanding increased to approximately 5,916,435. All previously reported share and per share data included in public filings subsequent to the payment date has been restated to reflect the retroactive effect of this three-for-two stock split.

For the three months ended September 30, 2014, the Company reported net income of $3,867, compared with $3,533 for the third quarter of 2013, representing an increase of $334, or 9.5%. The Company s diluted earnings per share amounted to $0.65 for the quarter, compared with $0.59 in the third quarter of 2013, representing an increase of $0.06, or 10.2%.

The Company s annualized return on average shareholders equity amounted to 10.98% for the quarter, compared with 11.73% in the third quarter of 2013. The Company s third quarter return on average assets amounted to 1.06%, compared with 1.02% in the third quarter of 2013.

For the nine months ended September 30, 2014, the Company reported net income of $11,511, compared with $9,919 for the same period in 2013, representing an increase of $1,592, or 16.1%. Diluted earnings per share amounted to $1.93 for the nine months ended September 30, 2014, compared with $1.67 for the same period in 2013, representing an increase of $0.26, or 15.6%.

For the nine months ended September 30, 2014, the Company s annualized return on average shareholders equity amounted to 11.50%, compared with 10.57% for the same period in 2013. The Company s return on average assets amounted to 1.09%, compared with 0.99% for the nine months ended September 30, 2013.

As more fully enumerated in the following management discussion and analysis, the Company s year-to-date operating results were highlighted by a $4,194 or 14.0% increase in net interest income and a twenty-two basis point improvement in the net interest margin, compared with the nine months ended September 30, 2013. Led by a $371, or 14.0% increase in trust and other financial services fees, total non-interest income increased $476, or 8.3%, compared with the nine months of 2013. The Company continued to focus on the management of its operating expenses, posting

a year-to-date efficiency ratio of 53.5%, compared with 55.6% for the same period in 2013.

Led by growth in the loan and securities portfolios, total assets ended the quarter at $1,439,126, representing an increase of $65,233, or 4.7%, compared with December 31, 2013. Total loans ended the quarter at $897,945, representing an increase of $45,088, or 5.3%, compared with December 31, 2013. The credit quality of the loan portfolio remained relatively stable during the first nine months of 2014, with total non-performing loans posting a decline of $2,525, or 28.6%, compared with December 31, 2013.

RESULTS OF OPERATIONS

Net Interest Income

Net interest income is the principal component of the Company's income stream and represents the difference or spread between interest generated from earning assets and the interest expense paid on deposits and borrowed funds. Net interest income is entirely generated by the Bank. Fluctuations in market interest rates as well as volume and mix changes in earning assets and interest bearing liabilities can materially impact net interest income.

Total Net Interest Income: For the three months ended September 30, 2014, net interest income on a tax equivalent basis amounted to $11,852, compared with $10,445 for the third quarter of 2013, representing an increase of $1,407, or 13.5%. The increase in third quarter 2014 tax-equivalent net interest income compared with the third quarter of 2013 was attributed to a twenty-six basis point improvement in the net interest margin, combined with average earning asset growth of $60,975, or 4.6%.

For the nine months ended September 30, 2014, net interest income on a tax equivalent basis amounted to $34,229, compared with $30,035 for the same period in 2013, representing an increase of $4,194, or 14.0%. The increase in tax-equivalent net interest income compared with the first nine months of 2013 was attributed to average earning asset growth of $83,372, or 6.5%, combined with a twenty-two basis point improvement in the net interest margin.

Factors contributing to the changes in net interest income and the net interest margin are more fully enumerated in the following discussion and analysis.

Net Interest Income Analysis: The following tables summarize the Company s average balance sheets and components of net interest income, including a reconciliation of tax equivalent adjustments, for the three and nine months ended September 30, 2014, and 2013:

AVERAGE BALANCE SHEET AND

ANALYSIS OF NET INTEREST INCOME

THREE MONTHS ENDED

SEPTEMBER 30, 2014 AND 2013

	2014			**2013**		
	Average Balance	**Interest**	**Weighted Average Rate**	**Average Balance**	**Interest**	**Weighted Average Rate**
Interest Earning Assets:						
Loans (1,3)	$ 899,887	$10,078	**4.44%**	$ 854,385	$9,464	**4.39%**
Securities (2,3)	468,645	4,132	**3.50%**	456,247	3,828	**3.33%**
Federal Home Loan Bank stock	21,333	71	**1.32%**	18,257	18	**0.39%**
Fed funds sold, money market funds, and time deposits with other banks	---	---	**0.00%**	1	---	**0.00%**
Total Earning Assets	1,389,865	14,281	**4.08%**	1,328,890	13,310	**3.97%**
Non-Interest Earning Assets:						
Cash and due from banks	4,744			3,277		
Allowance for loan losses	(8,660)			(8,363)		
Other assets (2)	60,430			48,621		
Total Assets	$1,446,379			$1,372,425		
Interest Bearing Liabilities:						
Deposits	$ 797,564	$ 1,477	**0.73%**	$ 782,979	$1,626	**0.82%**
Borrowings	426,727	952	**0.89%**	387,478	1,239	**1.27%**
Total Interest Bearing Liabilities	1,224,291	2,429	**0.79%**	1,170,457	2,865	**0.97%**
Rate Spread			**3.29%**			**3.00%**
Non-Interest Bearing Liabilities:						
Demand and other non-interest bearing deposits	75,399			75,940		
Other liabilities	6,977			6,499		
Total Liabilities	1,306,667			1,252,896		
Shareholders' equity	139,712			119,529		
Total Liabilities and Shareholders' Equity	$1,446,379			$1,372,425		
Net interest income and net interest margin (3)		11,852	**3.38%**			**3.12%**

			10,445	
Less: Tax Equivalent adjustment	(475)		(476)	
Net Interest Income	$11,377	**3.25%**	$9,969	**2.98%**

(1) For purposes of these computations, non-accrual loans are included in average loans.

(2) For purposes of these computations, unrealized gains (losses) on available-for-sale securities are recorded in other assets.

(3) For purposes of these computations, net interest income and net interest margin are reported on a tax-equivalent basis.

AVERAGE BALANCE SHEET AND

ANALYSIS OF NET INTEREST INCOME

NINE MONTHS ENDED

SEPTEMBER 30, 2014 AND 2013

	2014			2013		
	Average Balance	Interest	Weighted Average Rate	Average Balance	Interest	Weighted Average Rate
Interest Earning Assets:						
Loans (1,3)	$ 874,701	$28,467	**4.35%**	$ 834,754	$28,168	**4.51%**
Securities (2,3)	471,878	12,951	**3.67%**	430,112	10,747	**3.34%**
Federal Home Loan Bank stock	19,836	209	**1.41%**	18,176	52	**0.38%**
Fed funds sold, money market funds, and time deposits with other banks	---	---	**0.00%**	1	---	**0.00%**
Total Earning Assets	1,366,415	41,627	**4.07%**	1,283,043	38,967	**4.06%**
Non-Interest Earning Assets:						
Cash and due from banks	4,128			3,582		
Allowance for loan losses	(8,701)			(8,270)		
Other assets (2)	54,456			55,510		
Total Assets	$1,416,298			$1,333,865		
Interest Bearing Liabilities:						
Deposits	$ 801,850	$ 4,376	**0.73%**	$ 759,709	$ 4,997	**0.88%**
Borrowings	405,828	3,022	**1.00%**	374,395	3,935	**1.41%**
Total Interest Bearing Liabilities	1,207,678	7,398	**0.82%**	1,134,104	8,932	**1.05%**
Rate Spread			**3.25%**			**3.01%**
Non-Interest Bearing Liabilities:						
Demand and other non-interest bearing deposits	68,049			67,868		
Other liabilities	6,775			6,436		
Total Liabilities	1,282,502			1,208,408		
Shareholders' equity	133,796			125,457		
	$1,416,298			$1,333,865		

Total Liabilities and Shareholders' Equity				
Net interest income and net interest margin (3)	34,229	**3.35%**	30,035	**3.13%**
Less: Tax Equivalent adjustment	(1,429)		(1,294)	
Net Interest Income	$32,800	**3.21%**	$28,741	**2.99%**

(1) For purposes of these computations, non-accrual loans are included in average loans.

(2) For purposes of these computations, unrealized gains (losses) on available-for-sale securities are recorded in other assets.

(3) For purposes of these computations, net interest income and net interest margin are reported on a tax-equivalent basis.

Net Interest Margin: The net interest margin, expressed on a tax equivalent basis, represents the difference between interest and dividends earned on interest-earning assets and interest paid to depositors and other creditors, expressed as a percentage of average earning assets.

The net interest margin is determined by dividing tax equivalent net interest income by average interest-earning assets. The interest rate spread represents the difference between the average tax equivalent yield earned on interest earning-assets and the average rate paid on interest bearing liabilities. The net interest margin is generally higher than the interest rate spread due to the additional income earned on those assets funded by non-interest bearing liabilities, primarily demand deposits and shareholders equity.

For the three months ended September 30, 2014, the tax equivalent net interest margin amounted to 3.38%, compared with 3.12% in the third quarter of 2013, representing an increase of twenty-six basis points. The increase in the net interest margin was attributed to an eighteen basis point decline in the weighted average cost of interest bearing liabilities, combined with an eleven basis point increase in the weighted average yield on earning assets, compared with the third quarter of 2013.

For the nine months ended September 30, 2014, the tax equivalent net interest margin amounted to 3.35%, compared with 3.13% for the same period in 2013, representing an increase of twenty-two basis points. The increase in the net interest margin was principally attributed to a twenty-three basis point decline in the weighted average cost of interest bearing liabilities and, to a lesser extent, a one basis point increase in the weighted average yield on earning assets.

The following table summarizes the net interest margin components, on a quarterly basis, over the past two years. Factors contributing to the changes in the net interest margin are further enumerated in the following discussion and analysis.

NET INTEREST MARGIN ANALYSIS

WEIGHTED AVERAGE RATES	**2014**			**2013**				**2012**
Quarter:	**3**	**2**	**1**	**4**	**3**	**2**	**1**	**4**
Interest Earning Assets:								
Loans (1,3)	4.44%	4.26%	4.35%	4.33%	4.39%	4.55%	4.59%	4.71%
Securities (2,3)	3.50%	3.77%	3.75%	3.61%	3.33%	3.25%	3.45%	3.72%
Federal Home Loan Bank stock	1.32%	1.43%	1.49%	0.37%	0.39%	0.27%	0.49%	0.50%
Fed Funds sold, money market funds, and time deposits with other banks	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Total Earning Assets	4.08%	4.05%	4.10%	4.03%	3.97%	4.06%	4.16%	4.32%
Interest Bearing Liabilities:								
Deposits	0.73%	0.73%	0.73%	0.82%	0.82%	0.86%	0.96%	1.05%
Borrowings	0.89%	0.99%	1.12%	1.15%	1.27%	1.50%	1.46%	1.63%
Total Interest Bearing Liabilities	0.79%	0.82%	0.85%	0.93%	0.97%	1.06%	1.14%	1.24%
Rate Spread	3.29%	3.23%	3.25%	3.10%	3.00%	3.00%	3.02%	3.08%
Net Interest Margin (3)	3.38%	3.32%	3.34%	3.21%	3.12%	3.12%	3.15%	3.23%
Net Interest Margin without Tax Equivalent Adjustments	3.25%	3.18%	3.20%	3.07%	2.98%	2.99%	3.02%	3.08%

FOR QUARTER ENDED

(1) For purposes of these computations, non-accrual loans are included in average loans.

(2) For purposes of these computations, unrealized gains (losses) on available-for-sale securities are recorded in other assets.

(3) For purposes of these computations, net interest income and net interest margin are reported on a tax-equivalent basis.

For the three and nine months ended September 30, 2014, the weighted average yield on average earning assets amounted to 4.08% and 4.07%, compared with 3.97% and 4.06% for the same periods in 2013, representing increases of eleven and one basis points, respectively. As more fully discussed below, these increases were largely attributed to higher yields on the Bank s securities portfolio, which increased seventeen and thirty-three basis points compared with the same periods in 2013, respectively.

For the three and nine months ended September 30, 2014, the weighted average cost of interest bearing liabilities amounted to 0.79% and 0.82%, compared with 0.97% and 1.05% for the same periods in 2013, representing declines of eighteen and twenty-three basis points. As more fully discussed below, these declines principally reflected the ongoing re-pricing of maturing time deposits and borrowings at historically low interest rates.

Interest and Dividend Income: For the three months ended September 30, 2014, total interest and dividend income on a tax-equivalent basis amounted to $14,281, compared with $13,310 in the third quarter of 2013, representing an increase of $971, or 7.3%. The increase in interest and dividend income was principally attributed to average earning asset growth of $60,975, combined with an eleven basis point increase in the weighted average earning asset yield to 4.08%.

For the three months ended September 30, 2014, total tax-equivalent interest income from the securities portfolio amounted to $4,132, representing an increase of $304, or 7.9%, compared with the third quarter of 2013. The increase in interest income from securities was principally attributed to a seventeen basis point increase in the weighted average securities portfolio yield to 3.50%, combined with a $12,398 or 2.7% increase in total average securities, compared with the third quarter of 2013. The increase in the weighted average securities yield was attributed to increases in long-term interest rates and slowing mortgage refinance activity over this past year, which caused the amortization of MBS purchase premiums to slow.

For the three months ended September 30, 2014, total tax-equivalent interest income from the loan portfolio amounted to $10,078, representing an increase of $614, or 6.5%, compared with the third quarter of 2013. The increase in interest income from loans was principally attributed to a $45,502 or 5.3% increase in the weighted average loan portfolio, combined with a five basis point increase in the weighted average loan yield. Included in third quarter interest income were non-recurring interest recoveries totaling $268 on certain non-performing loans.

For the nine months ended September 30, 2014, total interest and dividend income on a tax-equivalent basis amounted to $41,627, compared with $38,967 for the same period in 2013, representing an increase of $2,660, or 6.8%. The increase in interest and dividend income was principally attributed to average earning asset growth of $83,372, or 6.5% and, to a lesser extent, a one basis point increase in the weighted average earning asset yield to 4.07%.

For the nine months ended September 30, 2014, total tax-equivalent interest income from the securities portfolio amounted to $12,951, representing an increase of $2,204, or 20.5%, compared with the same period in 2013. The increase in interest income from securities was principally attributed to a thirty-three basis point increase in the weighted average securities portfolio yield to 3.67%, combined with a $41,766 or 9.7% increase in total average securities, compared with the same period in 2013. The increase in the weighted average securities yield was attributed to increases in long-term interest rates and slowing mortgage refinance activity over this past year, which caused the amortization of MBS purchase premiums to slow.

For the nine months ended September 30, 2014, total tax-equivalent interest income from the loan portfolio amounted to $28,467, representing an increase of $299, or 1.1%, compared with the same period in 2013. The increase in interest income from the loan portfolio was attributed to a $39,947, or 4.8%, increase in total average loans, largely offset by a sixteen basis point decline in the weighted average loan portfolio yield to 4.35%, compared with the same period in 2013. The decline in the weighted average loan yield principally reflected the origination and competitive re-pricing of certain commercial loans, as well as residential mortgage loan origination and refinancing activity during a period of still-historically low interest rates.

Interest Expense: For the three months ended September 30, 2014, total interest expense amounted to $2,429, compared with $2,865 in the third quarter of 2013, representing a decline of $436, or 15.2%. The decline in interest expense was principally attributed to an eighteen basis point decline in the weighted average cost of interest bearing liabilities, the impact of which was largely offset by a $53,834, or 4.6%, increase in total average interest bearing liabilities, compared with the third quarter of 2013.

The decline in the third quarter weighted average cost of interest bearing liabilities compared with the same quarter in 2013 was principally attributed to prevailing, historically low short-term and long-term market interest rates, with maturing time deposits and borrowings being added or replaced at a lower cost and other interest bearing deposits re-pricing into the lower interest rate environment. For the three months ended September 30, 2014, the total weighted average cost of interest bearing liabilities amounted to 0.79%, compared with 0.97% for the same quarter in 2013, representing a decline of eighteen basis

points. The weighted average cost of interest bearing deposits declined nine basis points to 0.73%, compared with the third quarter of 2013, while the weighted average cost of borrowed funds declined 38 basis points to 0.89%.

For the nine months ended September 30, 2014, total interest expense amounted to $7,398, compared with $8,932 for the same period in 2013, representing a decline of $1,534, or 17.2%. The decline in interest expense was principally attributed to a twenty-three basis point decline in the weighted average cost of interest bearing liabilities, the impact of which was largely offset by an $73,574, or 6.5%, increase in total average interest bearing liabilities, compared with the same period in 2013.

The decline in the weighted average cost of interest bearing liabilities compared with the first nine months of 2013 was principally attributed to prevailing, historically low short-term and long-term market interest rates, with maturing time deposits and borrowings being added or replaced at a lower cost and other interest bearing deposits re-pricing into the lower interest rate environment. For the nine months ended September 30, 2014, the total weighted average cost of interest bearing liabilities amounted to 0.82%, compared with 1.05% for the same period in 2013, representing a decline of twenty-three basis points. The weighted average cost of interest bearing deposits declined fifteen basis points to 0.73%, while the weighted average cost of borrowed funds declined forty-one basis points to 1.00%.

Rate/Volume Analysis: The following tables set forth a summary analysis of the relative impact on net interest income of changes in the average volume of interest earning assets and interest bearing liabilities, and changes in average rates on such assets and liabilities. The income from tax-exempt assets has been adjusted to a fully tax equivalent basis, thereby allowing uniform comparisons to be made. Because of the numerous simultaneous volume and rate changes during the periods analyzed, it is not possible to precisely allocate changes to volume or rate. For presentation purposes, changes which are not solely due to volume changes or rate changes have been allocated to these categories in proportion to the relationships of the absolute dollar amounts of the change in each.

ANALYSIS OF VOLUME AND RATE CHANGES ON NET INTEREST INCOME

THREE MONTHS ENDED SEPTEMBER 30, 2014 and 2013

INCREASES (DECREASES) DUE TO:

	Average Volume	Average Rate	Total Change
Loans (1,3)	$504	$110	$ 614
Securities (2,3)	104	200	304
Federal Home Loan Bank stock	3	50	53
TOTAL EARNING ASSETS	$611	$360	$ 971
Interest bearing deposits	30	(179)	(149)

Borrowings	126	(413)	(287)
TOTAL INTEREST BEARING LIABILITIES	$156	$(592)	$ (436)
NET CHANGE IN NET INTEREST INCOME	$455	$952	$1,407

(1) For purposes of these computations, non-accrual loans are included in average loans.

(2) For purposes of these computations, unrealized gains (losses) on available-for-sale securities are recorded in other assets.

(3) For purposes of these computations, interest income is reported on a tax-equivalent basis.

ANALYSIS OF VOLUME AND RATE CHANGES ON NET INTEREST INCOME

NINE MONTHS ENDED SEPTEMBER 30, 2014 and 2013

INCREASES (DECREASES) DUE TO:

	Average Volume	**Average Rate**	**Total Change**
Loans (1,3)	$1,346	$(1,047)	$ 299
Securities (2,3)	1,044	1,160	2,204
Federal Home Loan Bank stock	5	152	157
TOTAL EARNING ASSETS	$2,395	$ 265	$2,660
Interest bearing deposits	277	(898)	(621)
Borrowings	331	(1,244)	(913)
TOTAL INTEREST BEARING LIABILITIES	$ 608	$(2,142)	$(1,534)
NET CHANGE IN NET INTEREST INCOME	$1,787	$2,407	$4,194

(1) For purposes of these computations, non-accrual loans are included in average loans.

(2) For purposes of these computations, unrealized gains (losses) on available-for-sale securities are recorded in other assets.

(3) For purposes of these computations, interest income is reported on a tax-equivalent basis.

Provision for Loan Losses

The provision for loan losses (the provision) reflects the amount necessary to maintain the allowance for loan losses at a level that, in management s judgment, is appropriate for the amount of inherent risk of probable loss in the Bank s current loan portfolio.

The overall credit quality of the Bank s loan portfolio remained relatively stable during the nine months ended September 30, 2014, with non-performing loans posting a meaningful decline from year-end 2013. Total non-performing loans amounted to $6,315 at September 30, 2014, compared with $8,840 at December 31, 2013, representing a decline of $2,525, or 28.6%. Total non-performing loans expressed as a percentage of total loans ended the third quarter at 0.70%, down from 1.04% at December 31, 2013. Similarly, the allowance for loan losses expressed as a ratio to non-performing loans ended the quarter at 136.7%, up from 95.9% at December 31, 2013.

For nine months ended September 30, 2014, total net loan charge-offs amounted to $1,216, or annualized net charge-offs to average loans outstanding of 0.19%, compared with $645 and 0.10%, respectively, during the first nine months of 2013.

For the three and nine months ended September 30, 2014, the Bank recorded provisions of $491 and $1,376, compared with $170 and $928 for the same periods in 2013, representing increases of $321 and $448, or 188.8% and 48.3%, respectfully. The increases in the provision largely reflected a higher level of loan charge-off experience compared with the same periods in 2013. Additionally, while the Bank s non-performing loans declined $2,525 compared with year-end 2013, delinquent and other potential problem loans increased $2,591.

Refer below to Item 2 of this Part I, Financial Condition, Loans, *Non-Performing Loans, Potential Problem Loans* and *Allowance for Loan Losses,* in this report on Form 10-Q for further discussion and analysis related to the provision for loan losses.

Non-interest Income

For the three and nine months ended September 30, 2014, total non-interest income amounted to $1,816 and $6,225, compared with $1,925 and $5,749 for the same periods in 2013, representing a decline of $109 or 5.7% and an increase of $476 or 8.3%, respectively.

Factors contributing to the changes in non-interest income are enumerated in the following discussion and analysis.

Trust and Other Financial Services: Income from trust and other financial services is principally derived from fee income based on a percentage of the fair market value of client assets under management and held in custody with Bar Harbor Trust Services, the Company s second tier non-depository trust company subsidiary, and, to a lesser extent, revenue from brokerage services conducted through Bar Harbor Financial Services, an independent third-party broker.

For the three and nine months ended September 30, 2014, trust and other financial service fees amounted to $954 and $3,028, compared with $900 and $2,657 for the same periods in 2013, representing increases of $54 and $371, or 6.0% and 14.0%, respectively. These increases were attributed to higher levels of revenue from retail brokerage activities, as well as increases in the fair value of assets under management. At September 30, 2014 total assets under management stood at $385,718, down from $387,633 at year-end 2013, and represented an increase of $5,338 or 1.4% compared with September 30, 2013.

Service Charges on Deposit Accounts: Service charges on deposits are largely derived from customer overdraft fees. For the three and nine months ended September 30, 2014, income from service charges on deposit accounts amounted to $335 and $894, compared with $346 and $962 for the same periods in 2013, representing declines of $11 and $68, or 3.2% and 7.1%, respectfully. The Bank has not been aggressive in selling its fee based overdraft products as a cautionary measure in light of continued regulatory pressure on the banking industry including the Consumer Financial Protection Bureau, which was established by the Wall Street Reform and Consumer Protection Act (the Dodd Frank Act).

Credit and Debit Card Service Charges and Fees: For the three and nine months ended September 30, 2014, income generated from credit and debit card service charges and fees amounted to $436 and $1,156, compared with $440 and $1,172 for the same periods in 2013, representing declines of $4 and $16, or 0.9% and 1.4%, respectively. Included in prior periods credit and debit card income, were quarterly payments of $48 received from the Bank s merchant payment processing provider pursuant to a 2008 Referral and Sales Agreement, at which time the Bank sold its merchant credit card processing portfolio. This agreement expired in the fourth quarter of 2013.

Net Securities Gains (Losses): For the three months ended September 30, 2014, the Bank recorded net realized securities losses of $81, compared with net realized securities gains of $138 in the third quarter of 2013, representing a

decline of $219, or 158.7%. The net realized securities losses recorded during the third quarter of 2014 were comprised of realized gains of $27, offset by realized losses of $108. The realized securities losses reflected Bank management s efforts to lower the duration of the securities portfolio and its overall interest rate risk profile.

For the nine months ended September 30, 2014, total net realized securities gains amounted to $666, compared with $659 for the same period in 2013, representing an increase of $7, or 1.1%. The net realized securities gains recorded during the first nine months of 2014 were comprised of realized gains of $809, offset by realized losses of $143.

Net Other-than-temporary Impairment Losses Recognized in Earnings: For the three and nine months ended September 30, 2014, no OTTI losses were recognized in earnings, compared with $73 and $188, for the same periods in 2013.

During the three and nine months ended September 30, 2014, the Company determined that certain of its private label mortgage-backed securities were other-than-temporarily impaired (OTTI), because the Company could no longer conclude that it was probable it would recover all of the principal and interest on these securities. The credit losses principally reflected an increase in the loss severity and constant default rate estimates of the underlying residential mortgage loan collateral, resulting from depressed real estate values and still depressed economic conditions overall. The OTTI losses represented management s best estimate of additional credit losses on the residential mortgage loan collateral underlying these securities. The credit loss was previously recorded, net of taxes, in unrealized gains or losses on securities available for sale within accumulated other comprehensive income or loss, a component of total shareholders equity on the Company s consolidated balance sheet.

Further information regarding impaired securities, other-than-temporarily impaired securities, and evaluation of securities for impairment is incorporated by reference to Notes 2 and 5 of the unaudited consolidated financial statements in Part I, Item 1 of this quarterly report on Form 10-Q.

Non-interest Expense

For the three and nine months ended September 30, 2014, total non-interest expense amounted to $7,212 and $21,419, compared with $6,835 and $19,737 for the same periods in 2013, representing increases of $377 and $1,682, or 5.5% and 8.5%, respectively.

Factors contributing to the changes in non-interest expense are more fully enumerated in the following discussion and analysis.

Salaries and Employee Benefits: For the three and nine months ended September 30, 2014, total salaries and employee benefits expense amounted to $4,249 and $12,448, compared with $4,025 and $11,328 for the same periods in 2013, representing increases of $224 and $1,120, or 5.6% and 9.9%, respectfully.

The increase in salaries and employee benefits were attributed to a variety of factors including normal increases in base salaries, higher levels of employee incentive compensation, higher levels of employee health insurance as well as increases in staffing levels and strategic changes in staffing mix. The increases in salaries and employee benefits were also attributed to lower levels of deferred loan origination costs, which for the nine months ended September 30, 2014 were down $196, compared with the same period in 2013.

Occupancy Expense: For the three and nine months ended September 30, 2014, total occupancy expense amounted to $508 and $1,616, compared with $482 and $1,459 for the same periods in 2013, representing increases of $26 and $157, or 5.4% and 10.8%, respectfully. These increases largely attributed to higher levels of utilities expense and grounds maintenance, including snow removal early in 2014.

Other Operating Expenses: For the three and nine months ended September 30, 2014, total other operating expenses amounted to $1,610 and $4,911, compared with $1,549 and $4,661 for the same periods in 2013, representing increases of $61 and $250, or 3.9% and 5.4%, respectfully. These increases were principally attributed to higher levels of loan collection and other real estate owned expenses.

Efficiency Ratio

The Company s efficiency ratio measures the relationship of operating expenses to revenues. The efficiency ratio is calculated by dividing non-interest operating expenses by the sum of tax-equivalent net interest income and non-interest income other than net securities gains, other-than-temporary impairments, and other significant non-recurring expenses. For the three and nine months ended September 30, 2014, the Company s efficiency ratio amounted to 52.2% and 53.5%, compared with 55.2% and 55.6% for the same periods in 2013, respectively.

Income Taxes

For the three and nine months ended September 30, 2014, total income taxes amounted to $1,623 and $4,719, compared with $1,356 and $3,906 for the same periods in 2013, representing increases of $267 and $813, or 19.7% and 20.8%, respectfully.

The Company's effective tax rates for the three and nine months ended September 30, 2014 amounted to 29.6% and 29.1%, compared with 27.7% and 28.3% for the same periods in 2013. The income tax provisions for these periods were less than the expense that would result from applying the federal statutory rate of 35% to income before income taxes, principally because of the impact of tax exempt interest income on certain investment securities, loans and bank owned life insurance. Fluctuations in the Company s effective tax rate are generally attributed to changes in the relationship between non-taxable income and non-deductible expense, and income before income taxes, during any given reporting period.

FINANCIAL CONDITION

Total Assets

The Company s assets principally consist of loans and securities, which at September 30, 2014, represented 62.4% and 32.4%, respectively, of total assets, compared with 62.1% and 32.8%, respectively, at December 31, 2013.

At September 30, 2014, the Company s total assets amounted to $1,439,126, compared with $1,373,893 at December 31, 2013, representing an increase of $65,233, or 4.7%.

Securities

The securities portfolio is comprised of mortgage-backed securities (MBS) issued by U.S. Government agencies, U.S. Government sponsored enterprises, and other non-agency, private label issuers. The portfolio also includes tax-exempt obligations of state and political subdivisions.

Management considers securities as a relatively attractive means to effectively leverage the Bank s strong capital position, as securities are typically assigned significantly lower risk weightings compared with the Bank s other earning assets for the purpose of calculating the Bank s and the Company s risk-based capital ratios. The overall objectives of the Company s strategy for the securities portfolio include maintaining appropriate liquidity reserves, diversifying earning assets, managing interest rate risk, leveraging the Company s strong capital position, and generating acceptable levels of net interest income.

Securities available for sale represented 100% of total securities at September 30, 2014, and December 31, 2013. Securities available for sale are reported at their fair value with unrealized gains or losses, net of taxes, excluded from earnings but shown separately as a component of shareholders equity. At September 30, 2014, total net unrealized securities gains amounted to $6,102, compared with net unrealized losses of $11,465 at December 31, 2013. The unrealized losses at December 31, 2013 were attributed to market interest rates and wider pricing spreads, which increased significantly late in the

second quarter of 2013. The yield on the 10-year U.S. Treasury Note reached a year-to-date low of 1.61% on May 1, 2013 and then increased steadily to 3.03% by year end 2013. The unrealized gains at September 30, 2014 were attributed to a moderate decline in long-term interest rates during the first nine months of 2014, with the 10-year U.S. Treasury Note ending the quarter at 2.49%.

Total Securities: At September 30, 2014, total securities amounted to $466,934, compared with $450,170 at December 31, 2013, representing an increase of $16,764, or 3.7%. The securities purchased during the first nine months of 2014 consisted of MBS issued and guaranteed by U.S. Government agencies and sponsored-enterprises, and to a lesser extent, obligations of states and political subdivisions thereof (municipal securities).

The following tables summarize the securities available for sale portfolio as of September 30, 2014, and December 31, 2013:

September 30, 2014		**Gross**	**Gross**	
	Amortized	**Unrealized**	**Unrealized**	**Estimated**
Available for Sale:	**Cost**	**Gains**	**Losses**	**Fair Value**
Mortgage-backed securities:				
US Government-sponsored				
enterprises	$280,238	$ 5,578	$ 3,807	$282,009
US Government agency	84,628	1,252	982	84,898
Private label	3,943	832	5	4,770
Obligations of states and political				
subdivisions thereof	92,023	3,717	483	95,257
Total	$460,832	$11,379	$ 5,277	$466,934

December 31, 2013		**Gross**	**Gross**	
	Amortized	**Unrealized**	**Unrealized**	**Estimated**
Available for Sale:	**Cost**	**Gains**	**Losses**	**Fair Value**
Mortgage-backed securities:				
US Government-sponsored				
enterprises	$277,838	$4,386	$ 8,592	$273,632
US Government agency	83,153	833	2,457	81,529
Private label	5,423	825	78	6,170
Obligations of states and political				
subdivisions thereof	95,221	1,121	7,503	88,839

Total	$461,635	$7,165	$18,630	$450,170

Impaired Securities: The securities portfolio contains certain securities where amortized cost exceeds fair value, which at September 30, 2014, amounted to an excess of $5,277, or 1.1% of the amortized cost of the total securities portfolio. At December 31, 2013 this amount represented an excess of $18,630, or 4.0% of the amortized cost of the total securities portfolio. As of September 30, 2014, unrealized losses on securities in a continuous unrealized loss position more than twelve-months amounted to $4,199, compared with $6,185 at December 31, 2013.

As a part of the Company s ongoing security monitoring process, the Company identifies securities in an unrealized loss position that could potentially be other-than-temporarily impaired (OTTI). If a decline in the fair value of an available for sale security is judged to be OTTI, a charge is recorded in pre-tax earnings equal to the estimated credit losses inherent in the security.

Further information regarding impaired securities, OTTI securities and evaluation of securities for impairment is incorporated by reference to above Notes 2 and 5 of the interim unaudited consolidated financial statements in Part I, Item 1 of this report on Form 10-Q.

Loans

Total Loans: At September 30, 2014, total loans stood at $897,945, compared with $852,857 at December 31, 2013, representing an increase of $45,088, or 5.3%.

The loan portfolio is primarily secured by real estate in the counties of Hancock, Washington, Knox, Kennebec and Sagadahoc, Maine. The following table summarizes the components of the Bank's loan portfolio as of the dates indicated.

LOAN PORTFOLIO SUMMARY

	September 30, 2014	**December 31, 2013**
Commercial real estate mortgages	$329,263	$336,542
Commercial and industrial	76,152	73,972
Commercial construction and land development	23,828	18,129
Agricultural and other loans to farmers	28,649	26,929
Total commercial loans	457,892	455,572
Residential real estate mortgages	359,494	317,115
Home equity loans	51,693	49,565
Other consumer loans	12,239	14,523
Total consumer loans	423,426	381,203
Tax exempt loans	16,729	16,355
Net deferred loan costs and fees	(102)	(273)
Total loans	897,945	852,857
Allowance for loan losses	(8,635)	(8,475)
Total loans net of allowance for loan losses	$889,310	$844,382

Commercial Loans: At September 30, 2014, total commercial loans amounted to $457,892, compared with $455,572 at December 31, 2013, representing an increase of $2,320, or 0.5%. New commercial loan originations during the first nine months of 2014 were largely offset with certain sizable loan payoffs and line of credit pay downs, as well as scheduled principal amortization from the portfolio.

Commercial loan growth has generally been challenged by a still-recovering economy, continuing economic uncertainty, diminished demand, and strong competition for quality loans.

Consumer Loans: At September 30, 2014, total consumer loans, which principally consisted of residential real estate mortgage loans, amounted to $423,426, compared with $381,203 at December 31, 2013, representing an increase of $42,223, or 11.1%.

Mortgage origination activity continued to slow during the first nine months of 2014, driven by higher interest rates, rising home prices and inclement weather early in the year. The increase in consumer loans compared with year-end 2013 was largely attributed to the purchase of residential mortgage loans. Loans originated and closed by the Bank during the first nine months of 2014 were largely offset by loan re-financings and scheduled principal amortization from the existing residential real estate loan portfolio.

Tax Exempt Loans: At September 30, 2014, total tax exempt loans amounted to $16,729, compared with $16,355 at December 31, 2013, representing an increase of $374, or 2.3 %. Tax-exempt loans generally include loans to or guaranteed by local government municipalities, federal agencies, not-for-profit organizations, and other organizations that qualify for tax-exempt treatment. Government municipality loans typically have short maturities (e.g., tax anticipation notes). Government municipality loans are

normally originated through a bid process among local financial institutions and are typically priced aggressively, thus generating relatively narrow net interest margins.

Credit Risk: Credit risk is managed through loan officer authorities, loan policies, and oversight from the Bank s Senior Credit Officer, the Bank's Senior Loan Officers Committee, the Directors Loan Committee, and the Bank's Board of Directors. Management follows a policy of continually identifying, analyzing and grading credit risk inherent in the loan portfolio. An ongoing independent review, subsequent to management's review, of individual credits is performed by an independent loan review consulting firm, which reports to the Audit Committee of the Board of Directors.

As a result of management s ongoing review of the loan portfolio, loans are placed on non-accrual status, either due to the delinquent status of principal and/or interest, or a judgment by management that, although payments of principal and or interest are current, such action is prudent because collection in full of all outstanding principal and interest is in doubt. Loans are generally placed on non-accrual status when principal and or interest is 90 days overdue, or sooner, if judged appropriate by management. Consumer loans are generally charged-off when principal and/or interest payments are 120 days overdue, or sooner, if judged appropriate by management.

Non-performing Loans: Non-performing loans include loans on non-accrual status and loans past due 90 days or more and still accruing interest. The following table sets forth the details of non-performing loans as of the dates indicated:

TOTAL NON-PERFORMING LOANS

	September 30,	**December 31,**
	2014	**2013**
Commercial real estate mortgages	$1,053	$ 2,046
Commercial and industrial loans	604	793
Commercial construction and land development	1,328	1,913
Agricultural and other loans to farmers	56	56
Total commercial loans	3,041	4,808
Residential real estate mortgages	2,545	3,227
Home equity loans	622	745
Other consumer loans	20	60
Total consumer loans	3,187	4,032
Total non-accrual loans	6,228	8,840
Accruing loans contractually past due 90 days or more	87	---
Total non-performing loans	$6,315	$8,840

Allowance for loan losses to non-performing loans	136.7%	95.9%
Non-performing loans to total loans	0.70%	1.04%
Allowance to total loans	0.96%	0.99%

At September 30, 2014, total non-performing loans amounted to $6,315, compared with $8,840 at December 31, 2013, representing a decline of $2,525, or 28.6%. As more fully discussed below, one commercial real estate loan to a local, non-profit affordable housing authority in support of an affordable housing project accounted for $1,261, or 20.0% of total non-performing loans at September 30, 2014.

Non-performing commercial real estate mortgages totaled to $1,053 at September 30, 2014, down from $2,046 at December 31, 2013. At September 30, 2014, non-performing commercial real estate mortgages were represented by nine business relationships, with outstanding balances ranging from $22 to $229.

Non-performing commercial and industrial loans totaled $604 at September 30, 2014, down from $793 at December 31, 2013. At September 30, 2014, non-performing commercial and industrial loans were represented by twelve business relationships, with outstanding balances ranging from $3 to $220.

Non-performing commercial construction and land development loans totaled $1,328 at September 30, 2014, down from $1,913 at December 31, 2013. At September 30, 2014, non-performing commercial construction and land development loans were almost entirely represented by a $1,261 commercial real estate loan to a local, non-profit affordable housing authority in support of an affordable housing project. This loan is principally secured by the housing units from the project. The project is fully constructed and there is no construction risk associated with the loan. The primary source of repayment is the sale of the remaining housing units. This loan is impaired and was put on non-accrual status in late 2010. To date, the Bank has charged-off $2,014 of the original outstanding balance of this collateral dependent impaired loan. These charge-offs were based on current appraisals and revised prospects for future cash flows. This loan is recorded at fair value in the Company s financial statements.

Non-performing residential real estate mortgages totaled $2,545 at September 30, 2014, down from $3,227 at December 31, 2013. At September 30, 2014, non-performing residential real estate loans were represented by thirty-five, conventional, 1-4 family mortgage loans, with outstanding balances ranging from $3 to $272.

Non-performing home equity loans totaled $622 at September 30, 2014, down from $745 at December 31, 2013. At September 30, 2014, non-performing home equity loans were represented by four relationships with outstanding balances ranging from $4 to $376.

While the level and mix of non-performing loans continued to reflect favorably on the overall quality of the Bank s loan portfolio as of September 30, 2014, Bank management is cognizant of the still-recovering real estate market, elevated unemployment rates and soft economic conditions overall. Future levels of non-performing loans may be influenced by economic conditions, including the impact of those conditions on the Bank s customers, including debt service levels, collateral values, tourism activity, consumer confidence and other factors existing at the time. Management believes the economic activity and conditions in the local real estate markets will continue to be significant determinants of the quality of the loan portfolio in future periods and, thus, the Company s results of operations and financial condition.

Delinquencies and Potential Problem Loans: In addition to the non-performing loans discussed above, the Bank also has loans that are 30 to 89 days delinquent and still accruing. These loans amounted to $6,652 and $4,201 at September 30, 2014 and December 31, 2013, or 0.74% and 0.49% of total loans, respectively, net of any loans classified as non-performing that are within these delinquency categories. These loans and delinquency trends in

general are considered in the evaluation of the allowance for loan losses and the related determination of the provision for loan losses.

Periodically, the Bank reviews the commercial loan portfolio for evidence of potential problem loans. Potential problem loans are loans that are currently performing in accordance with contractual terms, but where known information about possible credit problems of the borrower causes doubt about the ability of the borrower to comply with the loan payment terms and may result in disclosure of such loans as non-performing at some time in the future.

At September 30, 2014, the Bank identified twenty-seven commercial relationships totaling $11,263 as potential problem loans, or 1.25% of total loans. At December 31, 2013, the Bank identified twenty-eight commercial relationships totaling $11,123 as potential problem loans, or 1.30% of total loans. Factors such as payment history, value of supporting collateral, and personal or government guarantees led the Bank to conclude that the current risk exposure on these potential problem loans did not warrant accounting for the loans as non-performing. Although in a performing status as of quarter-end, these loans exhibited certain risk factors, which have the potential to cause them to become non-performing at some point in the future.

Troubled Debt Restructures: A Troubled Debt Restructure (TDR) results from a modification to a loan to a borrower who is experiencing financial difficulty in which the Bank grants a concession to the debtor that it would not otherwise consider but for the debtor s financial difficulties. Financial difficulty arises when a debtor is bankrupt or contractually past due, or is likely to become so, based upon its ability to pay. A concession represents an accommodation not generally available to other customers, which may include below-market interest rate, deferment of principal payments, extension of maturity dates, etc. Such accommodations extended to customers who are not experiencing financial difficulty do not result in TDR classification.

As of September 30, 2014, the Bank had six real estate secured loans, six commercial and industrial loans, one agricultural loan, and one other consumer loan, to nine relationships totaling $1,488 that were classified as TDRs. At September 30, 2014, seven of these TDRs totaling $383 were classified as non-accrual, and none were past due 30 days or more and still accruing.

As of December 31, 2013, the Bank had six real estate secured six commercial and industrial loans, and one other consumer loan, to eight relationships totaling $1,454 that were classified as TDR s, of which seven TDRs totaling $416 were past due or classified as non-performing.

Allowance for Loan Losses: At September 30, 2014, the allowance for loan losses (the allowance) stood at $8,635, compared with $8,475 at December 31, 2013, representing an increase of $160, or 1.9%. The moderate increase in the allowance from December 31, 2013 was largely attributed to loan growth and charge-off experience, as well as changes in the overall mix of non-performing and potential problem loans. While the Bank s non-performing loans declined $2,525 compared with year-end 2013, delinquent and other potential problem loans increased $2,591. At September 30, 2014, the allowance expressed as a percentage of non-performing loans stood at 136.7%, up from 95.9% at December 31, 2013.

The allowance is available to absorb probable losses on loans. The determination of the adequacy of the allowance and provisioning for estimated losses is evaluated quarterly based on review of loans, with particular emphasis on non-performing and other loans that management believes warrant special consideration.

The allowance is maintained at a level that, in management s judgment, is appropriate for the amount of risk inherent in the current loan portfolio, and adequate to provide for estimated, probable losses. Allowances are established for

specific impaired loans, a pool of reserves based on historical net loan charge-offs by loan types, and supplemental reserves that adjust historical net loss experience to reflect current economic conditions, industry specific risks, and other qualitative and environmental considerations impacting the inherent risk of loss in the current loan portfolio.

Specific allowances for impaired loans are determined based upon a discounted cash flows analysis, or as appropriate, a collateral shortfall analysis. The amount of collateral dependent impaired loans totaled $1,490 as of September 30, 2014, compared with $2,699 as of December 31, 2013. The related allowances for loan losses on these loans amounted to $68 as of September 30, 2014, compared with $120 as of December 31, 2013.

Management recognizes that early and accurate recognition of risk is the best means to reduce credit losses. The Bank employs a comprehensive risk management structure to identify and manage the risk of loss. For consumer loans, the Bank identifies loan delinquency beginning at 10-day delinquency and provides appropriate follow-up by written correspondence or personal contact. Non-residential mortgage consumer loan losses are recognized no later than the point at which a loan is 120 days past due. Residential mortgage losses are recognized during the foreclosure process, or sooner, when that loss is quantifiable and reasonably assured. For commercial loans, the Bank applies a risk grading system, which stratifies the portfolio and allows management to focus appropriate efforts on the highest risk components of the portfolio. The risk grades include ratings that correlate substantially with regulatory definitions of Pass, Other Assets Especially Mentioned, Substandard, Doubtful, and Loss.

While management uses available information to recognize losses on loans, changing economic conditions and the economic prospects of the borrowers may necessitate future additions or reductions to the allowance. In addition, various regulatory agencies, as an integral part of their examination process, periodically review the Bank s allowance, which also may necessitate future additions or reductions to the allowance, based on information available to them at the time of their examination.

The following table details changes in the allowance and summarizes loan loss experience by loan type for the nine-month periods ended September 30, 2014, and 2013.

ALLOWANCE FOR LOAN LOSSES

NINE MONTHS ENDED

SEPTEMBER 30, 2014 AND 2013

	2014	**2013**
Balance at beginning of period	$8,475	$8,097
Charge-offs:		
Commercial real estate mortgages	184	139
Commercial and industrial	416	186
Commercial construction and land development	---	---
Agricultural and other loans to farmers	14	81
Residential real estate mortgages	557	319
Other consumer loans	148	80
Home equity loans	18	34
Tax exempt loans	---	---
Total charge-offs	1,337	839
Recoveries:		
Commercial real estate mortgages	$ 40	$ 105
Commercial and industrial loans	13	22
Commercial construction and land development	---	---

Agricultural and other loans to farmers	26	25
Residential real estate mortgages	12	6
Other consumer loans	29	17
Home equity loans	1	19
Tax exempt loans	---	---
Total recoveries	121	194
Net charge-offs	1,216	645
Provision charged to operations	1,376	928
Balance at end of period	$8,635	$8,380

For the nine months ended September 30, 2014, total net loan charge-offs amounted to $1,216, or annualized net charge-offs to average loans outstanding of 0.19%, compared with $645 and 0.10%, for the same period in 2013, respectively.

General allowances for loan losses account for the risk and estimated loss inherent in certain pools of industry and geographic loan concentrations within the loan portfolio. There were no material changes in loan concentrations during the three and nine months ended September 30, 2014.

Based upon the process employed and giving recognition to all attendant factors associated with the loan portfolio, Company management believes the allowance for loan losses at September 30, 2014 is appropriate for the amount of risk inherent in the current loan portfolio and adequate to provide for estimated probable losses.

Further information regarding loans and the allowance for loan losses, is incorporated by reference to above Note 6, *Loans and Allowance for Loan Losses*, of the interim unaudited consolidated financial statements in Part I, Item 1 of this report on Form 10-Q.

Other Real Estate Owned: Real estate acquired in satisfaction of a loan is reported in other assets. Properties acquired by foreclosure or deed in lieu of foreclosure are transferred to other real estate owned (OREO) and recorded at the lower of cost or fair market value less estimated costs to sell based on appraised value at the date actually or constructively received. Loan losses arising from the acquisition of such property are charged against the allowance for loan losses. Subsequent reductions in fair value below the carrying value are charged to other operating expenses.

At September 30, 2014, the Bank s OREO amounted to $1,686, compared with $1,625 as of December 31, 2013, representing an increase of $61, or 3.8%. Five residential and five commercial properties comprised the September 30, 2014 balance of OREO.

During the nine months ended September 30, 2014, two properties were added to OREO. There were write-downs of $130 and there were three sales of OREO property. There were losses of $43 recorded on the properties that were sold.

Deposits

Historically, the banking business in the Bank s market area has been seasonal, with lower deposits in the winter through late spring and higher deposits in summer and autumn. These seasonal swings have been fairly predictable and have not had a materially adverse impact on the Bank. Seasonal swings in deposits have been typically absorbed

by the Bank s strong liquidity position, including borrowing capacity from the FHLB of Boston, brokered certificates of deposit obtained from the national market and cash flows from the securities portfolio.

At September 30, 2014, total deposits stood at $887,116, compared with $835,651 at December 31, 2013, representing an increase of $51,465, or 6.2%. The Bank s transaction accounts experienced a combined seasonal increase of $55,773, or 12.7%, compared with December 31, 2013. This increase was partially offset with a $4,308, or 1.1%, decline in brokered time deposits compared with December 31, 2013.

Borrowed Funds

Borrowed funds principally consist of advances from the FHLB of Boston (the FHLB) and, to a lesser extent, securities sold under agreements to repurchase and Fed funds purchased. Advances from the FHLB are secured by stock in the FHLB, investment securities, blanket liens on qualifying mortgage loans and home equity loans, and certain commercial real estate loans.

The Bank utilizes borrowed funds to leverage its strong capital position and support its earning asset portfolios. Borrowed funds are principally utilized to support the Bank s investment securities portfolio and, to a lesser extent, fund loan growth. Borrowed funds also provide a means to help manage balance sheet interest rate risk, given the Bank s ability to select desired amounts, terms and maturities on a daily basis.

At September 30, 2014, total borrowings amounted to $403,622, compared with $409,445 at December 31, 2013, representing a decline of $5,823, or 1.4%. The decline in total borrowings was principally attributed to the seasonal increase core deposits.

Capital Resources

Consistent with its long-term goal of operating a sound and profitable organization, the Company maintained its strong capital position and continued to be a well-capitalized bank holding company according to applicable regulatory standards. Management believes this to be vital in promoting depositor and investor confidence and providing a solid foundation for future growth.

Capital Ratios: The Company and the Bank are subject to the risk-based capital guidelines administered by the Company s and the Bank's principal regulators. The risk-based capital guidelines are designed to make regulatory capital requirements more sensitive to differences in risk profiles among banks and bank holding companies, to account for off-balance sheet exposure and to minimize disincentives for holding liquid assets. Under these guidelines, assets and off-balance sheet items are assigned to broad risk categories, each with appropriate weights. The resulting capital ratios represent capital as a percentage of risk-weighted assets and off-balance sheet items. The guidelines require all banks and bank holding companies to maintain a minimum ratio of total risk-based capital to risk-weighted assets of 8%, including a minimum ratio of Tier I capital to total risk-weighted assets of 4% and a Tier I capital to average assets of 4% (Leverage Ratio). Failure to meet minimum capital requirements can initiate certain mandatory and possible additional discretionary actions by regulators that, if undertaken, could have a material adverse effect on the Company's financial statements.

As of September 30, 2014, the Company and the Bank were considered *well-capitalized* under the regulatory framework for prompt corrective action. Under the capital adequacy guidelines, a *well-capitalized* institution must

maintain a minimum total risk-based capital to total risk-weighted assets ratio of at least 10.0%, a minimum Tier I capital to total risk-weighted assets ratio of at least 6.0%, and a minimum Tier I Leverage ratio of at least 5.0%. At September 30, 2014, the Company s Total Risk-based, Tier I Risk-based, and Tier I Leverage ratios were 17.26%, 15.63% and 9.16%, respectively.

The following tables set forth the Company's and the Bank s regulatory capital at September 30, 2014, and December 31, 2013, under the rules applicable at that date.

	Consolidated Actual		For Capital Adequacy Purposes Required	Actual	To be well Capitalized Under Prompt Corrective Action Provisions Required	
As of September 30, 2014	**Amount**	**Ratio**	**Amount**	**Amount**	**Amount**	**Ratio**
Total Capital						
(To Risk-Weighted Assets)						
Consolidated	$145,762	17.26%	$67,557	8.0%	N/A	
Bank	$147,119	17.44%	$67,475	8.0%	$84,344	10.0%
Tier 1 Capital						
(To Risk-Weighted Assets)						
Consolidated	$132,006	15.63%	$33,778	4.0%	N/A	
Bank	$133,363	15.81%	$33,738	4.0%	$50,606	6.0%
Tier 1 Capital						
(To Average Assets)						
Consolidated	$132,006	9.16%	$57,634	4.0%	N/A	
Bank	$133,363	9.26%	$57,596	4.0%	$71,995	5.0%

	Consolidated Actual		For Capital Adequacy Purposes Required		To be well Capitalized Under Prompt Corrective Action Provisions Required	
As of December 31, 2013	**Amount**	**Ratio**	**Amount**	**Ratio**	**Amount**	**Ratio**
Total Capital						
(To Risk-Weighted Assets)						
Consolidated	$137,311	16.62%	$66,106	8.00%	N/A	
Bank	$138,761	16.81%	$66,041	8.00%	$82,551	10.00%
Tier 1 Capital						
(To Risk-Weighted Assets)						
Consolidated	$123,730	14.97%	$33,053	4.00%	N/A	
Bank	$125,180	15.16%	$33,020	4.00%	$49,531	6.00%
Tier 1 Capital						
(To Average Assets)						

Consolidated	$123,730	9.01%	$54,954	4.00%	N/A	
Bank	$125,180	9.12%	$54,923	4.00%	$68,653	5.00%

Trends, Events or Uncertainties: There are no known trends, events or uncertainties, nor any recommendations by any regulatory authority, that are reasonably likely to have a material effect on the Company s capital resources, liquidity, or financial condition.

Cash Dividends: The Company's principal source of funds to pay cash dividends and support its commitments is derived from Bank operations.

The Company paid a regular cash dividend of 23.0 cents per share of common stock in the third quarter of 2014, representing a post-stock split (effectuated as a large stock dividend) adjusted increase of 2.0 cents, or 9.5%, compared with the third quarter of 2013.

The Company's Board of Directors recently declared a fourth quarter 2014 regular cash dividend of 23.5 cents per share of Company common stock, representing a post-stock split (effectuated as a large stock dividend) adjusted increase of 2.2 cents, or 10.2%, compared with compared with the fourth quarter of 2013. The quarterly cash dividend is payable to all Company stockholders of record as of the close of business November 14, 2014, and will be paid on December 15, 2014. This represented the fourteenth consecutive quarter where the Company increased its quarterly cash dividend to shareholders.

Stock Repurchase Plan: In August 2008, the Company s Board of Directors approved a program to repurchase up to 450,000 shares of the Company s common stock, or approximately 10.2% of the shares then currently outstanding. The stock repurchase program became effective as of August 21, 2008, and was authorized to continue for a period of up to twenty-four consecutive months. In August of 2010, the Company s Board of Directors authorized the continuance of this program through August 17, 2012. In August of 2012, the Company s Board of Directors authorized the continuance of this program through August 17, 2014. In July of 2014, the Company s Board of Directors authorized the continuance of this program through August 17, 2016. Depending on market conditions and other factors, these purchases may be commenced or suspended at any time, or from time to time, without prior notice and may be made in the open market or through privately negotiated transactions.

As of September 30, 2014, the Company had repurchased 157,731 shares of stock under this plan, at a total cost of $2,945 and an average price of $18.67 per share. During the nine months ended September 30, 2014, the Company repurchased 327 shares under the plan. The Company records repurchased shares as treasury stock.

Off-Balance Sheet Arrangements

The Company is, from time to time, a party to certain off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources, that may be considered material to investors.

Standby Letters of Credit: The Bank guarantees the obligations or performance of certain customers by issuing standby letters of credit to third parties. These letters of credit are sometimes issued in support of third party debt. The risk involved in issuing standby letters of credit is essentially the same as the credit risk involved in extending loan facilities to customers, and they are subject to the same origination, portfolio maintenance and management procedures in effect to monitor other credit products. The amount of collateral obtained, if deemed necessary by the Bank upon issuance of a standby letter of credit, is based upon management's credit evaluation of the customer.

At September 30, 2014, commitments under existing standby letters of credit totaled $325, compared with $378 at December 31, 2013. The fair value of the standby letters of credit was not significant as of the foregoing dates.

Commitments to Extend Credit: Commitments to extend credit represent agreements by the Bank to lend to a customer provided there is no violation of any condition established in the contract. These commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee.

Since many of these commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Bank evaluates each customer's creditworthiness on a case-by-case basis using the same credit policies as it does for its balance sheet instruments. The amount of collateral obtained, if deemed necessary by the Bank upon the issuance of commitment, is based on management's credit evaluation of the customer.

The following table details the notional or contractual amount for financial instruments with off-balance sheet risk as of September 30, 2014, and December 31, 2013:

	September 30, 2014	**December 31, 2013**
Commitments to originate loans	$ 24,404	$ 10,269
Unused lines of credit	96,542	98,486
Un-advanced portions of construction loans	21,562	12,203
Total	$142,508	$120,958

Liquidity

Liquidity is measured by the Company s ability to meet short-term cash needs at a reasonable cost or minimal loss. The Company seeks to obtain favorable sources of liabilities and to maintain prudent levels of liquid assets in order to satisfy varied liquidity demands. Besides serving as a funding source for maturing obligations, liquidity provides flexibility in responding to customer-initiated needs. Many factors affect the Company s ability to meet liquidity needs, including variations in the markets served by its network of offices, its mix of assets and liabilities, reputation and credit standing in the marketplace, and general economic conditions.

The Bank actively manages its liquidity position through target ratios established under its asset liability management policy. Continual monitoring of these ratios, both historical and through forecasts under multiple rate scenarios, allows the Bank to employ strategies necessary to maintain adequate liquidity. A portion of the Bank s deposit base has been historically seasonal in nature, with balances typically declining in the winter months through late spring, during which period the Bank s liquidity position tightens.

The Bank uses a basic surplus model to measure its liquidity over 30 and 90-day time horizons. The relationship between liquid assets and short-term liabilities that are vulnerable to non-replacement are routinely monitored. The Bank s general policy is to maintain a liquidity position of at least 4.0% of total assets over the 30-day horizon. At September 30, 2014, liquidity, as measured by the basic surplus/deficit model, was 8.8% over the 30-day horizon and 7.8% over the 90-day horizon.

At September 30, 2014, the Bank had unused lines of credit and net unencumbered qualifying collateral availability to support its credit line with the FHLB of Boston approximating $179 million. The Bank also had capacity to borrow funds on a secured basis utilizing the Borrower-In-Custody (BIC) program and the Discount Window at the Federal Reserve Bank of Boston. At September 30, 2014, the Bank s available secured line of credit at the Federal Reserve Bank of Boston stood at $146,601, or 10.2% of the Bank s total assets. The Bank also has access to the national brokered deposit market, and periodically uses this funding source to bolster its on-balance sheet liquidity position.

The Bank maintains a liquidity contingency plan approved by the Bank s Board of Directors. This plan addresses the steps that would be taken in the event of a liquidity crisis, and identifies other sources of liquidity available to the Company. The Company believes that the level of liquidity is sufficient to meet current and future funding requirements. However, changes in economic conditions, including consumer savings habits and availability or access to the brokered deposit market could potentially have a significant impact on the Company s liquidity position.

Recent Accounting Developments

The following information presents a summary of Accounting Standards Updates (ASU s) that were recently adopted by the Company, as well as those that will be subject to implementation in future periods.

In August 2014, the FASB issued ASU 2014-14, *Receivables - Troubled Debt Restructurings by Creditors (Subtopic 310-40): Classification of Certain Government-Guaranteed Mortgage Loans upon Foreclosure*. This update affects creditors that hold government-guaranteed mortgage loans, including those guaranteed by the Federal Housing Administration (FHA) of the U.S. Department of Housing and Urban Development (HUD), and the U.S. Department of Veterans Affairs (VA). The update requires that, upon foreclosure, a guaranteed mortgage loan be derecognized and a separate other receivable be recognized when specific criteria are met. ASU 2014-14 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2014. The adoption of this guidance is not expected to have a significant impact on the Company's financial statements.

ASU 2014-11, *Transfer and Servicing (Topic 860): Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures*. In June 2014, the FASB issued ASU 2014-11, *Transfers and Servicing (Topic 860): Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures*. This update aligns the accounting for repurchase-to-maturity transactions and repurchase agreements executed as a repurchase financing with the accounting for other typical repurchase agreements by accounting for these transactions as secured borrowings. This update also requires a new disclosure for transactions economically similar to repurchase agreements in which the transferor retains substantially all of the exposure to the economic return of the transferred financial assets throughout the term of the transaction. ASU 2014-11 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2014. Early adoption is not permitted. The adoption of this guidance is not expected to have a significant impact on the Company's financial statements.

ASU 2014-04, *Receivables Troubled Debt Restructurings by Creditors (Subtopic 310-40)*, In January 2014, the FASB issued ASU 2014-04, which clarifies when an in-substance repossession or foreclosure has occurred and the creditor should be considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan such that the loan receivable should be derecognized and the real estate property recognized. A creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan either when legal title to the residential real estate property is obtained upon completion of a foreclosure or when the borrower has conveyed all interest in the residential real property to the creditor to satisfy the loan through completion of a deed in lieu of foreclosure or similar arrangement. The ASU also requires disclosure of both the amount of foreclosed residential real estate property held by the creditor and the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure. The guidance is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2014. We do not expect the adoption of these provisions to have a significant impact on the Company s consolidated financial statements.

ASU 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists, which amends ASC 740, Income Taxes*. The amendments provide guidance on the financial statement presentation of an unrecognized tax benefit, as either a reduction of a deferred tax

asset or as a liability, when a net operating loss carry-forward, similar tax loss, or a tax credit carryforward exists. The amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013 and may be applied on either a prospective or retrospective basis. The adoption of these provisions did not have a significant impact on the Company s consolidated financial statements.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the risk of loss in a financial instrument arising from adverse changes in market rates/prices, such as interest rates, foreign currency exchange rates, commodity prices and equity prices. Interest rate risk is the most significant market risk affecting the Company. Other types of market risk do not arise in the normal course of the Company s business activities.

Interest Rate Risk: Interest rate risk can be defined as an exposure to movement in interest rates that could have an adverse impact on the Bank's net interest income. Interest rate risk arises from the imbalance in the re-pricing, maturity and/or cash flow characteristics of assets and liabilities. Management's objectives are to measure, monitor and develop strategies in response to the interest rate risk profile inherent in the Bank's balance sheet. The objectives in managing the Bank's balance sheet are to preserve the sensitivity of net interest income to actual or potential changes in interest rates, and to enhance profitability through strategies that promote sufficient reward for understood and controlled risk.

The Bank's interest rate risk measurement and management techniques incorporate the re-pricing and cash flow attributes of balance sheet and off balance sheet instruments as they relate to current and potential changes in interest rates. The level of interest rate risk, measured in terms of the potential future effect on net interest income, is determined through the use of modeling and other techniques under multiple interest rate scenarios. Interest rate risk is evaluated in depth on a quarterly basis and reviewed by the Senior Executive Team (SET) and the Bank s Board of Directors.

The Bank's Asset Liability Management Policy, approved annually by the Bank s Board of Directors, establishes interest rate risk limits in terms of variability of net interest income under rising, flat, and decreasing rate scenarios. It is the role of SET to evaluate the overall risk profile and to determine actions to maintain and achieve a posture consistent with policy guidelines.

The Bank utilizes an interest rate risk model widely recognized in the financial industry to monitor and measure interest rate risk. The model simulates the behavior of interest income and expense of all balance sheet and off-balance sheet instruments, under different interest rate scenarios together with a dynamic future balance sheet. Interest rate risk is measured in terms of potential changes in net interest income based upon shifts in the yield curve.

The interest rate risk sensitivity model requires that assets and liabilities be broken down into components as to fixed, variable, and adjustable interest rates, as well as other homogeneous groupings, which are segregated as to maturity and type of instrument. The model includes assumptions about how the balance sheet is likely to evolve through time and in different interest rate environments. The model uses contractual re-pricing dates for variable products, contractual maturities for fixed rate products, and product specific assumptions for deposit accounts, such as money market accounts, that are subject to re-pricing based on current market conditions. Re-pricing margins are also determined for adjustable rate assets and incorporated in the model. Investment securities and borrowings with call

provisions are examined on an individual basis in each rate environment to estimate the likelihood of a call. Prepayment assumptions for mortgage loans and mortgage backed securities are developed from industry median estimates of prepayment speeds, based upon similar coupon ranges and seasoning. Cash flows and maturities are then determined, and for certain assets, prepayment assumptions are estimated under different interest rate scenarios. Interest income and interest expense are then simulated under several hypothetical interest rate conditions including:

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A flat interest rate scenario in which current prevailing rates are locked in and the only balance sheet fluctuations that occur are due to cash flows, maturities, new volumes, and re-pricing volumes consistent with this flat rate assumption.

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A 200 basis point rise or decline in interest rates applied against a parallel shift in the yield curve over a twelve-month period together with a dynamic balance sheet anticipated to be consistent with such interest rate changes.

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Various non-parallel shifts in the yield curve, including changes in either short-term or long-term rates over a twelve-month horizon, together with a dynamic balance sheet anticipated to be consistent with such interest rate changes.

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An extension of the foregoing simulations to each of two, three, four and five year horizons to determine the interest rate risk with the level of interest rates stabilizing in years two through five. Even though rates remain stable during this two to five year time period, re-pricing opportunities driven by maturities, cash flow, and adjustable rate products will continue to change the balance sheet profile for each of the rate conditions.

Changes in net interest income based upon the foregoing simulations are measured against the flat interest rate scenario and actions are taken to maintain the balance sheet interest rate risk within established policy guidelines.

The following table summarizes the Bank's net interest income sensitivity analysis as of September 30, 2014, over one and two-year horizons and under rising and declining interest rate scenarios. In light of the Federal Funds rate of 0% to 0.25% and the two-year U.S. Treasury Note of 0.57% on the date presented, the analysis incorporates a declining interest rate scenario of 100 basis points, rather than the 200 basis points, as would traditionally be the case.

INTEREST RATE RISK

CHANGE IN NET INTEREST INCOME FROM THE FLAT RATE SCENARIO

September 30, 2014

	-100 Basis Points Parallel Yield Curve Shift	**+200 Basis Points Parallel Yield Curve Shift**
Year 1		
Net interest income ($)	$ (8)	$(729)
Net interest income (%)	-0.02%	-1.67%
Year 2		
Net interest income ($)	$(1,248)	$(708)
Net interest income (%)	-2.85%	-1.62%

As more fully discussed below, the September 30, 2014, interest rate sensitivity modeling results indicate that the Bank s balance sheet was moderately liability sensitive over the one and two-year horizons (i.e., exposed to rising interest rates).

Assuming interest rates remain at or near their current levels and the Bank s balance sheet structure and size remain at current levels, the interest rate sensitivity simulation model suggests that net interest income will remain relatively stable over the one and two-year horizons. The relatively stable trend over the one and two-year horizons principally results from funding costs rolling over at lower prevailing rates, while largely offsetting expected but moderate declines in earning asset yields.

Assuming short-term and long-term interest rates decline 100 basis points from current levels (i.e., a parallel yield curve shift) and the Bank s balance sheet structure and size remain at current levels, management believes net interest income will remain relatively stable over the one year horizon and then decline moderately over the two-year horizon as declining earning assets yields outpace reductions in funding costs. Should the yield curve steepen as rates fall, the model suggests that accelerated earning asset prepayments

will slow, resulting in a more stabilized level of net interest income. Management anticipates that moderate earning asset growth will be needed to meaningfully increase the Bank s current level of net interest income should both long-term and short-term interest rates decline in parallel.

Assuming the Bank s balance sheet structure and size remain at current levels and the Federal Reserve increases short-term interest rates by 200 basis points with the balance of the yield curve shifting in parallel with these increases, management believes net interest income will decline moderately over the one-year and two year horizons and then trend upward over the three year horizon and beyond. The interest rate sensitivity simulation model suggests that as interest rates rise, the Bank s funding costs will initially re-price disproportionately with earning asset yields to a moderate degree. As funding costs begin to stabilize early in the third year of the simulation, the model suggests that the earning asset portfolios will continue to re-price at prevailing interest rate levels and cash flows from the Bank s earning asset portfolios will be reinvested into higher yielding earning assets, resulting in a widening of spreads and increases in net interest income over the three year horizon and beyond. Management believes moderate to strong earning asset growth will be necessary to meaningfully increase the current level of net interest income over the one-year and two-year horizons should short-term and long-term interest rates rise in parallel.

Interest rates plummeted during 2008 and have remained historically low ever since, as the global economy slowed at unprecedented levels, unemployment levels soared, delinquencies on all types of loans increased along with decreased consumer confidence and dramatic declines in housing prices. Management believes the most significant ongoing factor affecting market risk exposure and the impact on net interest income continues to be the slow and extended recovery from the severe nationwide recession and the U.S. Government s extraordinary responses, including a variety of government stimulus programs and quantitative easing strategies. The Federal Reserve has maintained short-term interest rates at historically low levels for an extended period of time, further threatening net interest income. Net interest income exposure is also significantly affected by the shape and level of the U.S. Government securities and interest rate swap yield curve, and changes in the size and composition of the Bank s loan, investment and deposit portfolios.

The preceding sensitivity analysis does not represent a Company forecast and should not be relied upon as being indicative of expected operating results. These hypothetical estimates are based upon numerous assumptions including: the nature and timing of interest rate levels and yield curve shape, prepayment speeds on loans and securities, deposit rates, pricing decisions on loans and deposits, reinvestment or replacement of asset and liability cash flows, and renegotiated loan terms with borrowers. While assumptions are developed based upon current economic and local market conditions, the Company cannot make any assurances as to the predictive nature of these assumptions including how customer preferences or competitor influences might change.

As market conditions vary from those assumed in the sensitivity analysis, actual results may also differ due to: prepayment and refinancing levels deviating from those assumed; the impact of interest rate change caps or floors on adjustable rate assets; the potential effect of changing debt service levels on customers with adjustable rate loans; depositor early withdrawals and product preference changes; and other such variables. The sensitivity analysis also does not reflect additional actions that the Bank s SET and Board of Directors might take in responding to or anticipating changes in interest rates, and the anticipated impact on the Bank s net interest income.

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ITEM 4. CONTROLS AND PROCEDURES

Company management evaluated, with the participation of the Chief Executive Officer and Chief Financial Officer, the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this quarterly report. Based on such evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that the Company's disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in the reports it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and regulations and are operating in an effective manner.

No change in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15(d)-15(f) under the Securities Exchange Act of 1934) occurred during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1: Legal Proceedings

The Company and its subsidiaries are parties to certain ordinary routine litigation incidental to the normal conduct of their respective businesses, which in the opinion of management based upon currently available information will have no material adverse effect on the Company's consolidated financial statements.

Item 1A: Risk Factors

We believe the risk factors identified in our Annual Report on Form 10-K for the year ended December 31, 2013, continue to represent the most significant risks to our future results of operations and financial conditions, without modification or amendment. Please refer to such risk factors listed in Part 1, Item 1A. of the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

Item 2: Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3: Defaults Upon Senior Securities

None.

Item 4: Mine Safety Disclosures

Not applicable.

Item 5: Other Information

None.

Item 6: Exhibits

The exhibits required to be furnished as part of this Quarterly Report on Form 10-Q are listed in the Exhibit Index hereto and are incorporated herein by reference.

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	BAR HARBOR BANKSHARES
	(Registrant)
	/s/Curtis C. Simard
Date: November 5, 2014	Curtis C. Simard President & Chief Executive Officer
	/s/Gerald Shencavitz
Date: November 5, 2014	Gerald Shencavitz
	Executive Vice President, Chief Financial Officer
	& Principal Accounting Officer

Exhibit Index

3.1	Articles of Incorporation, as amended to date (incorporated herein by reference to Form 10-K, Part IV, Item 15, Exhibit 3.1, filed with the Commission on March 16, 2009).
3.2	Bylaws, as amended to date (incorporated herein by reference to Form 8-K, Exhibit 3, filed with the Commission on November 29, 2011).
4	Instruments Defining Rights of Security Holders.
4.1	Certificate of Designations, Fixed Rate Cumulative Perpetual Preferred Stock, Series A (incorporated herein by reference to Form 8-K, Exhibit 3.1, filed with the Commission on January 21, 2009).
4.2	Form of Specimen Stock Certificate for Series A Preferred Stock (incorporated by reference to Form 8-K, Exhibit 4.1, filed with the Commission on January 21, 2009).
4.3	Debt Securities Purchase Agreement (incorporated herein by reference to Form 10-K, Part IV, Item 15, Exhibit 4.5, filed with the commission on March 16, 2009).
4.4	Form of Subordinated Debt Security of Bar Harbor Bank & Trust (incorporated herein by reference to Form 10-K, Part IV, Item 15, Exhibit 4.6, filed with the Commission on March 16, 2009).
10.1	Change in Control, Confidentiality and Noncompetition Agreement with Richard Maltz, newly appointed Chief Risk Officer of the Company and Bar Harbor Bank & Trust, effective as of September 1, 2014 (incorporated herein by reference to Form 8-K, Item 1.01 and Item 9.01, Exhibit 10.1, filed with the Commission on July 11, 2014).
10.2	2014 through 2016 Long Term Executive Incentive Plan (the LTEIP) applicable to certain executive officers of the Company and its wholly owned first tier bank and second tier trust company subsidiaries, including the Company s named executive officers (incorporated by reference to Form 8-K, Items 5.02 and 9.01, Exhibit 10.1, filed with the Commission on July 24, 2014).
11.1	Statement re computation of per share earnings (data required by SFAS No. 128, Earnings Per Share, is provided in Note 4 to the consolidated financial statements in this report on Form 10-Q and incorporated herein by reference thereto).
31.1	Certification of the Chief Executive Officer under Rule 13a-14(a)/15d-14(a) (filed herewith).
31.2	Certification of the Chief Financial Officer under Rule 13a-14(a)/15d-14(a) (filed herewith).
32.1	Certification of Chief Executive Officer under 18 U.S.C. Section 1350 (furnished herewith).
32.2	Certification of Chief Financial Officer under 18 U.S.C. Section 1350 (furnished herewith).

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Financial statements from the quarterly report on Form 10-Q of Bar Harbor Bankshares for the period ended September 30, 2014, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Shareholders Equity and Comprehensive Income, (iv) the Consolidated Statements of Cash Flows and (v) Notes to Consolidated Financial Statements.

*

Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.