BAR HARBOR BANKSHARES
Form 10-Q
May 07, 2015
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 March 31, 2015

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 May 4, 2015
$2.00 Par Value	**5,972,729**

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PART I. FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

BAR HARBOR BANKSHARES AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

MARCH 31, 2015 AND DECEMBER 31, 2014

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

(*unaudited*)

	March 31, 2015	**December 31, 2014**
Assets		
Cash and cash equivalents	$ 8,180	$ 9,800
Securities available for sale, at fair value		
(amortized cost of $470,483 and $458,370, respectively)	484,902	470,525
Federal Home Loan Bank stock	22,796	21,354
Loans	939,759	919,024
Allowance for loan losses	(9,478)	(8,969)
Loans, net of allowance for loan losses	930,281	910,055
Premises and equipment, net	20,829	20,518
Goodwill	4,935	4,935
Bank owned life insurance	23,246	8,141
Other assets	13,034	13,992
TOTAL ASSETS	$1,508,203	$1,459,320
Liabilities		
Deposits:		
Demand and other non-interest bearing deposits	$ 72,273	$ 78,802
NOW accounts	144,116	153,499
Savings and money market deposits	253,705	247,685
Time deposits	394,844	378,063
Total deposits	864,938	858,049
Short-term borrowings	347,711	313,520
Long-term advances from Federal Home Loan Bank	133,893	128,500
Junior subordinated debentures	5,000	5,000
Other liabilities	6,568	7,964
TOTAL LIABILITIES	1,358,110	1,313,033
Shareholders' equity		

Capital stock, par value $2.00; authorized 10,000,000 shares; issued 6,788,407 shares at March 31, 2015 and December 31, 2014	13,577	13,577
Surplus	20,976	20,905
Retained earnings	115,572	113,149
Accumulated other comprehensive income (loss):		
Prior service cost and unamortized net actuarial losses on employee benefit plans, net of tax of ($259) and ($251), at March 31, 2015 and December 31, 2014, respectively	(481)	(488)
Net unrealized appreciation (depreciation) on securities available for sale, net of tax of $4,825 and $3,997, at March 31, 2015 and December 31, 2014, respectively	8,962	7,423
Portion of OTTI attributable to non-credit gains, net of tax of $221 and $257, at March 31, 2015 and December 31, 2014, respectively	411	478
Net unrealized depreciation on derivative instruments, net of tax of $598 and $389, at March 31, 2015 and December 31, 2014, respectively	(1,111)	(722)
Total accumulated other comprehensive income (loss)	7,781	6,691
Less: cost of 829,030 and 842,082 shares of treasury stock at March 31, 2015 and December 31, 2014, respectively	(7,813)	(8,035)
TOTAL SHAREHOLDERS' EQUITY	150,093	146,287
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$1,508,203	$1,459,320

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 INCOME

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014

(Dollars in thousands, except per share data)

(unaudited)

	Three Months Ended March 31,	
	2015	**2014**
Interest and dividend income:		
Interest and fees on loans	$ 9,677	$ 9,064
Interest on securities	3,762	3,908
Dividend on FHLB stock	94	69
Total interest and dividend income	13,533	13,041
Interest expense:		
Deposits	1,453	1,437
Short-term borrowings	239	124
Long-term debt	843	921
Total interest expense	2,535	2,482
Net interest income	10,998	10,559
Provision for loan losses	495	457
Net interest income after provision for loan losses	10,503	10,102
Non-interest income:		
Trust and other financial services	945	972
Service charges on deposit accounts	198	226
Debit card income	366	344
Net securities gains	619	397
Other operating income	214	177
Total non-interest income	2,342	2,116
Non-interest expense:		
Salaries and employee benefits	4,352	3,916
Occupancy expense	580	564
Furniture and equipment expense	565	513
Debit card expenses	96	97
FDIC insurance assessments	201	190
Other operating expense	1,539	1,566
Total non-interest expense	7,333	6,846
Income before income taxes	5,512	5,372
Income taxes	1,631	1,585

Net income	$ 3,881	$ 3,787
Per Common Share Data:		
Basic earnings per share	$ 0.65	$ 0.64
Diluted earnings per share	$ 0.64	$ 0.64

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 COMPREHENSIVE INCOME

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014

(Dollars in thousands)

(unaudited)

	Three Months Ended March 31,	
	2015	**2014**
Net income	$ 3,881	$ 3,787
Net unrealized appreciation (depreciation) on securities available for sale, net of tax of $1,009 and $3,046, respectively	1,874	5,912
Less reclassification adjustment for net gains related to securities available for sale included in net income, net of tax of ($217) and ($135), respectively	(402)	(262)
Net unrealized depreciation on interest rate derivatives, net of tax of $209 and $0, respectively	(389)	---
Actuarial gain on supplemental executive retirement plan, net of related tax of $8 and $2, respectively	7	5
Total other comprehensive income (loss)	1,090	5,655
Total comprehensive income (loss)	$ 4,971	$ 9,442

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 THREE MONTHS ENDED MARCH 31, 2015 AND 2014

(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, 2013	$ 9,051	$ 25,085	$103,907	$(7,940)	$(8,724)	$121,379
Net income	---	---	3,787	---	---	3,787
Total other comprehensive income	---	---	---	5,655	---	5,655
Dividend declared:						
Common stock ($0.2167 per share)	---	---	(1,281)	---	---	(1,281)
Stock options exercised (7,716 shares),						
including related tax effects	---	10	(4)	---	143	149
Recognition of stock based compensation						
expense	---	38	2	---	---	40
Balance March 31, 2014	$ 9,051	$ 25,133	$106,411	$(2,285)	$(8,581)	$129,729

	Capital Stock	Surplus	Retained Earnings	Accumulated Other Comprehensive income (loss)	Treasury Stock	Total Shareholders' Equity
Balance December 31, 2014	$13,577	$20,905	$113,149	$ 6,691	$(8,035)	$146,287
Net income	---	---	3,881	---	---	3,881
Total other comprehensive income	---	---	---	1,090	---	1,090
Dividend declared:						
Common stock ($0.2450 per share)	---	---	(1,458)	---	---	(1,458)
Stock options exercised (13,052 shares),	---	13	---	---	222	235

including related tax effects						
Recognition of stock based compensation expense	---	58	---	---	---	58
Balance March 31, 2015	$13,577	$20,976	$115,572	$ 7,781	$(7,813)	$150,093

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 THREE MONTHS ENDED MARCH 31, 2015 AND 2014

(Dollars in thousands)

(unaudited)

	Three Months Ended March 31, 2015	Three Months Ended March 31, 2014
Cash flows from operating activities:		
Net income	$ 3,881	$ 3,787
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Depreciation and amortization of premises and equipment	433	391
Amortization of core deposit intangible	23	23
Provision for loan losses	495	457
Net securities gains	(619)	(397)
Net amortization of bond premiums and discounts	630	767
Recognition of stock based expense	58	40
Gains on sale of other real estate owned	(64)	---
Net change in other assets	(15,390)	(569)
Net change in other liabilities	(1,396)	(516)
Net cash (used in) provided by operating activities	(11,949)	3,983
Cash flows from investing activities:		
Purchases of securities available for sale	(43,174)	(29,948)
Proceeds from maturities, calls and principal paydowns of mortgage-backed securities	22,109	13,169
Proceeds from sales of securities available for sale	8,941	10,313
Net (increase) decrease in Federal Home Loan Bank stock	(1,442)	(424)
Net loans made to customers	(20,721)	(13,954)
Proceeds from sale of other real estate owned	110	24
Capital expenditures	(744)	(604)
Net cash used in investing activities	(34,921)	(21,424)
Cash flows from financing activities:		
Net increase in deposits	6,889	29,818
Net (decrease) increase in securities sold under repurchase agreements and fed funds purchased	(3,509)	(4,662)
Proceeds from Federal Home Loan Bank advances	43,093	4,000
Repayments of Federal Home Loan Bank advances	---	(6,800)
Proceeds from stock option exercises, including excess tax benefits	235	149

Payments of dividends	(1,458)	(1,281)
Net cash provided by financing activities	45,250	21,224
Net (decrease) increase in cash and cash equivalents	(1,620)	3,783
Cash and cash equivalents at beginning of period	9,800	9,200
Cash and cash equivalents at end of period	$ 8,180	$ 12,983
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	$ 2,519	$ 2,461
Income taxes	1,122	1,310
Schedule of noncash investing activities:		
Transfers from loans to other real estate owned	$ ---	$ 20

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

MARCH 31, 2015

(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 months ended March 31, 2015, is not necessarily indicative of the results that may be expected for the year ending December 31, 2015, or any other interim periods.

The consolidated balance sheet at December 31, 2014, 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, 2014, 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 a 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 nature of the loan portfolios, business and economic conditions, real estate market conditions, collateral values, changes in product offerings or loan terms, loan growth, experience, ability, and depth of management, changes in underwriting and/or collection policies and procedures, changes in volumes of loan portfolios and speed of loan portfolio growth, concentrations to industries or individual borrowers, external factors including industry or regulatory changes, historical

charge-off experience, delinquency trends, non-performing loan trends, the performance of individual loans in relation to contract terms, loan loss emergence periods, and estimated fair values of collateral.

The allowance consists of allowances established for specific loans including impaired loans; 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 March 31, 2015, and December 31, 2014, there was no valuation allowance for deferred tax assets.

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, 2014, 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 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 months ended March 31, 2015, and 2014:

	Three Months Ended March 31,	
	2015	**2014**
Net income available to common shareholders	$ 3,881	$ 3,787
Weighted average common shares outstanding		
Basic	5,953,538	5,911,698
Effect of dilutive employee stock options and awards	79,719	40,829
Diluted	6,033,257	5,952,527
Anti-dilutive options excluded from earnings per share calculation	10,500	68,676

Per Common Share Data:				
Basic earnings per share	$	0.65	$	0.64
Diluted earnings per share	$	0.64	$	0.64

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 March 31, 2015, and December 31, 2014:

March 31, 2015		**Gross**	**Gross**	
	Amortized	**Unrealized**	**Unrealized**	**Estimated**
Available for Sale:	**Cost**	**Gains**	**Losses**	**Fair Value**
Mortgage-backed securities:				
US Government-sponsored				
enterprises	$299,088	$ 9,373	$833	$307,628
US Government agency	80,762	1,969	270	82,461
Private label	3,544	780	16	4,308
Obligations of states and political				
subdivisions thereof	87,089	3,710	294	90,505
Total	$470,483	$15,832	$1,413	$484,902

December 31, 2014		**Gross**	**Gross**	
	Amortized	**Unrealized**	**Unrealized**	**Estimated**
Available for Sale:	**Cost**	**Gains**	**Losses**	**Fair Value**
Mortgage-backed securities:				
US Government-sponsored				
enterprises	$282,217	$ 7,530	$ 1,537	$288,210
US Government agency	82,249	1,626	529	83,346
Private label	3,723	815	14	4,524
Obligations of states and political				
subdivisions thereof	90,181	4,516	252	94,445
Total	$458,370	$14,487	$ 2,332	$470,525

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 March 31, 2015. 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 one year or less	$ 3	$ 3
Due after five years through ten years	5,103	5,213
Due after five years through ten years	13,075	13,935
Due after ten years	452,302	465,751
Total	$470,483	$484,902

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 three months ended March 31, 2015 and 2014, the Company did not have any OTTI losses recognized in earnings (before taxes).

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 March 31, 2015, the Company held twelve private label MBS (debt securities) with a total amortized cost (i.e. carrying value) of $1,577 for which OTTI losses have previously been recognized in pre-tax earnings dating back to the fourth quarter of 2008. For eleven of these securities, the Company previously recognized credit losses in excess of the unrealized losses in accumulated OCI, creating an unrealized gain of $411, net of tax, as included in accumulated OCI as of March 31, 2015, compared with net unrealized gains of $478, net of tax, at December 31, 2014.

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 March 31, 2015 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 months ending March 31, 2015, and 2014.

	2015	**2014**
Estimated credit losses as of prior year-end,	$3,413	$3,923
Additions for credit losses for securities on which		
OTTI has been previously recognized	---	---
Additions for credit losses for securities on which	---	---

OTTI has not been previously recognized		
Reductions for securities paid off during the period	---	510
Estimated credit losses as of March 31,	$3,413	$3,413

As of March 31, 2015, 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 March 31, 2015. 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 March 31, 2015 and December 31, 2014. All securities referenced are debt securities.

	Less than 12 months			12 months or longer			Total		
March 31, 2015	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	$35,592	49	$ 291	$ 22,574	27	$542	$58,166	76	$ 833
US Government agency	5,628	16	49	16,202	21	221	21,830	37	270
Private label	65	3	9	143	4	7	208	7	16
Obligations of states and political subdivisions thereof	13,093	22	124	4,290	14	170	17,383	36	294
Total	$54,378	90	$ 473	$43,209	66	$940	$97,587	156	$ 1,413

	Less than 12 months			12 months or longer			Total		
December 31, 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	$45,899	53	$1,168	$35,511	45	$369	$81,410	98	$1,537
US Government agency	19,404	24	483	3,657	21	46	23,061	45	529
Private label	336	4	7	145	4	7	481	8	14
Obligations of states and political subdivisions thereof	12,549	28	240	2,724	5	12	15,273	33	252
Total	$78,188	109	$1,898	$42,037	75	$434	$120,225	184	$2,332

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 March 31, 2015, the total unrealized losses on these securities amounted to $833, compared with $1,537 at December 31, 2014. 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 March 31, 2015 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 March 31, 2015.

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Mortgage-backed securities issued by U.S. Government agencies: As of March 31, 2015, the total unrealized losses on these securities amounted to $270, compared with $529 at December 31, 2014. 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 March 31, 2015 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 March 31, 2015.

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Private label mortgage-backed securities: As of March 31, 2015, the total unrealized losses on the Bank s private label MBS amounted to $16, compared with $14 at December 31, 2014. The Company attributes the unrealized losses at March 31, 2015 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 March 31, 2015.

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Obligations of states of the U.S. and political subdivisions thereof: As of March 31, 2015, the total unrealized losses on the Bank s municipal securities amounted to $294, compared with $252 at December 31, 2014. 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 2015, 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 March 31, 2015, the Bank s municipal bond portfolio did not contain any below investment grade securities as reported by major credit rating agencies. In addition, at March 31, 2015, all municipal bond issuers were current on contractually obligated interest and principal payments.

The Company attributes the unrealized losses at March 31, 2015 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 March 31, 2015.

At March 31, 2015, 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.

Securities Gains and Losses: The following table summarizes realized gains and losses and losses on securities available for sale for the three months ended March 31, 2015 and 2014.

	Proceeds from Sale of Securities Available for Sale	**Realized Gains**	**Realized Losses**	**Other Than Temporary Impairment Losses**	**Net**
Three months ended March 31,					
2015	$ 8,941	$619	$ ---	$ ---	$619
2014	$10,313	$397	$ ---	$ ---	$397

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 management determines there is a reason to doubt full collectability of all outstanding principal and interest. 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 management determines there is a reason to doubt full collectability of all outstanding principal and interest. 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 there is evidence of an ability to adhere to the required repayment schedule 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.

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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 March 31, 2015, and December 31, 2014:

LOAN PORTFOLIO SUMMARY

	March 31, 2015	**December 31, 2014**
Commercial real estate mortgages	$343,183	$325,949
Commercial and industrial	82,497	73,893
Commercial construction and land development	25,725	25,421
Agricultural and other loans to farmers	31,548	30,471
Total commercial loans	482,953	455,734
Residential real estate mortgages	377,878	382,678
Home equity loans	50,958	51,795
Other consumer loans	11,355	12,140
Total consumer loans	440,191	446,613
Tax exempt loans	16,576	16,693
Net deferred loan costs and fees	39	(16)
Total loans	939,759	919,024
Allowance for loan losses	(9,478)	(8,969)
Total loans net of allowance for loan losses	$930,281	$910,055

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 March 31, 2015, approximately 31.8% 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 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 and purchases 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 March 31, 2015, and December 31, 2014.

TOTAL NON-PERFORMING LOANS

	March 31, 2015	**December 31, 2014**
Commercial real estate mortgages	$ 3,229	$ 3,156
Commercial and industrial loans	569	624
Commercial construction and land development	1,260	1,328
Agricultural and other loans to farmers	72	84
Total commercial loans	5,130	5,192
Residential real estate mortgages	5,997	6,051
Home equity loans	1,153	1,029
Other consumer loans	17	16
Total consumer loans	7,167	7,096
Total non-accrual loans	12,297	12,288
Accruing loans contractually past due 90 days or more	---	---
Total non-performing loans	$12,297	$12,288

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 months ended March 31, 2015 follows:

For the Three Months Ended March 31, 2015		
Number of Loans	**Pre-Modification Outstanding**	**Post-Modification Outstanding Recorded Investment**

		Recorded Investment	
Agricultural and other loans to farmers	1	$ 18	$ 18
Total commercial loans	1	18	18
Residential real estate mortgages	1	$472	$472
Total consumer loans	1	472	472
Total	2	$490	$490

There were no TDRs that occurred during the three months ended March 31, 2014.

The following table shows the Bank s post-modification balance of TDRs listed by type of modification for TDRs that occurred during the three months ended March 31, 2015:

Extended maturity and adjusted interest rate	$472
Extended maturity	18
Total	$490

As of March 31, 2015, the Bank had two agricultural loans to two relationships totaling $113, three commercial real estate loans to two relationships totaling $753, six commercial and industrial loans to four relationships totaling $163, three residential real estate loans to three relationships totaling $860, one home equity loan for $19, and one other consumer loan for $10, that were classified as TDRs. At March 31, 2015, eight of these TDRs totaling $364 were classified as non-accrual, one residential real estate loan for $225 was past due 30 days or more and still accruing.

As of December 31, 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 $1,449 that were classified as TDRs. At December 31, 2014, seven of these TDRs totaling $357 were classified as non-accrual, and none were past due 30 days or more and still accruing.

During the three months ended March 31, 2015 and 2014, 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 March 31 2015, and December 31, 2014. Amounts shown exclude deferred loan origination fees and costs.

March 31, 2015	**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	$ 598	$167	$2,133	$ 2,898	$340,285	$343,183	$ 3,229	$ ---
Commercial and industrial	161	---	395	556	81,941	82,497	569	---
Commercial construction and land development	---	---	1,260	1,260	24,465	25,725	1,260	---
Agricultural and other	---		54	54	31,494	31,548	72	---

loans to farmers								
Residential real estate mortgages	2,559	38	1,689	4,286	373,592	377,878	5,997	---
Home equity	191	609	676	1,476	49,482	50,958	1,153	---
Other consumer loans	81	---	---	81	11,274	11,355	17	---
Tax exempt	---	---	---	---	16,576	16,576	---	---
Total	$3,590	$814	$6,207	$10,611	$929,109	$939,720	$12,297	$ ---

December 31, 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	$ 189	$234	$1,843	$2,266	$323,683	$325,949	$ 3,156	$ ---
Commercial and industrial	665	45	333	1,043	72,850	73,893	624	---
Commercial construction and land development	---	---	1,328	1,328	24,093	25,421	1,328	---
Agricultural and other loans to farmers	27	---	64	91	30,380	30,471	84	---
Residential real estate mortgages	1,980	547	1,681	4,208	378,470	382,678	6,051	---
Home equity	138	40	575	753	51,042	51,795	1,029	---
Other consumer loans	231	5	7	243	11,897	12,140	16	---
Tax exempt	---	---	---	---	16,693	16,693	---	---
Total	$3,230	$871	$5,831	$ 9,932	$909,108	$919,040	$12,288	$ ---

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 March 31, 2015 and December 31, 2014 follows:

	March 31, 2015			**December 31, 2014**		
	Recorded Investment	**Unpaid Principal Balance**	**Related Allowance**	**Recorded Investment**	**Unpaid Principal Balance**	**Related Allowance**
With no related allowance:						
	$2,518	$2,571	$ ---	$1,606	$1,606	$ ---

Commercial real estate mortgages						
Commercial and industrial	378	532	---	309	309	---
Commercial construction						
and land development	1,260	3,185	---	1,328	3,253	---
Agricultural and other						
loans to farmers	114	114	---	181	181	---
Residential real estate loans	860	890	---	389	419	---
Home equity loans	19	19	---	---	---	---
Other consumer	---	---	---	---	---	---
Subtotal	$5,149	$7,311	$ ---	$3,813	$5,768	$ ---
With an allowance:						
Commercial real estate						
mortgages	$1,434	$1,434	$669	$1,986	$2,014	$776
Commercial and industrial	200	350	200	325	555	187
Commercial construction						
and land development	---	---	---	---	---	---
Agricultural and other						
loans to farmers	54	54	39	---	---	---
Residential real estate loans	---	---	---	---	---	---
Home equity loans	---	---	---	---	---	---
Other consumer	10	10	1	10	10	1
Subtotal	$1,698	$1,848	$909	$2,321	$2,579	$964
Total	$6,847	$9,159	$909	$6,134	$8,347	$964

Details of impaired loans for the three months ended March 31, 2015 and 2014 follows:

	Three Months Ended March 31, 2015		**Three Months Ended March 31, 2014**	
	Average Recorded Investment	**Interest Recorded**	**Average Recorded Investment**	**Interest Recorded**
With no related allowance:				
Commercial real estate mortgages	$2,501	$ 16	$2,310	$15
Commercial and industrial	498	1	737	1
Commercial construction and land development	1,260	---	1,902	---
Agricultural and other loans to farmers	124	2	62	---
Residential real estate mortgages	826	9	471	3
Home equity loans	19	---	21	---
Other consumer	---		12	---
Subtotal	$5,228	$ 28	$5,515	$19

With an allowance:				
Commercial real estate mortgages	$1,434	$---	$ 460	$ ---
Commercial and industrial	191	---	248	---
Commercial construction and land development	---	---	---	---
Agricultural and other loans to farmers	54	---	---	---
Residential real estate mortgages	---	---	---	---
Home equity loans	---	---	---	---
Other consumer	10	---	---	---
Subtotal	$1,689	$---	$ 708	$ ---
Total	$6,917	$28	$6,223	$19

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 March 31, 2015, and December 31, 2014, 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).

March 31, 2015	Commercial real estate mortgages	Commercial and industrial	Commercial construction and land development	Agricultural and other loans to farmers	Total
Pass	$319,509	$72,206	$23,666	$31,140	$446,521
Other Assets Especially Mentioned	11,425	6,535	799	191	18,950
Substandard	12,249	3,756	1,260	217	17,482
Doubtful	---	---	---	---	---
Loss	---	---	---	---	---
Total	$343,183	$82,497	$25,725	$31,548	$482,953

December 31, 2014	Commercial real estate mortgages	Commercial and industrial	Commercial construction and land development	Agricultural and other loans to farmers	Total
Pass	$302,376	$62,226	$23,290	$30,047	$417,939
Other Assets Especially Mentioned	11,501	7,349	---	193	19,043
Substandard	12,072	4,318	2,131	231	18,752
Doubtful	---	---	---	---	---
Loss	---	---	---	---	---
Total	$325,949	$73,893	$25,421	$30,471	$455,734

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 qualitative adjustments for current events and conditions. The allowance calculation includes an adjustment for a Loss Emergence period, which improves the Bank s ability to more accurately forecast probable losses that may exist in the loan portfolio, that may not have emerged into problem loan status. 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, and overall size of the loan portfolio, 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 contractually 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, commercial construction and development loans, municipal loans, residential mortgage loans, consumer revolving loans, and consumer installment 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) changes in lending policies and procedures; (ii) economic and business conditions; (iii) changes in the volume and nature of the loan portfolio; (iv) experience, ability and depth of lending management and staff; (v) changes in asset quality and problem loan trends; (vi) quality of internal controls and effectiveness of loan review; (vii) concentrations of credit; (viii) external factors, including changes in competition, legal, and regulatory matters; and (ix) real estate market conditions and valuations of collateral. 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 months ended March 31, 2015, and 2014. 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 March 31, 2015	Commercial Real Estate	Commercial and Industrial	Commercial Construction and land development	Agricultural	Residential Real Estate	Consumer	Home Equity	Tax Exempt	Total
Beginning Balance	$ 4,468	$ 929	$ 145	$ 277	$ 2,714	$ 94	$ 271	$ 71	$ 8,969
Charged Off	(25)	(75)	---	(18)	---	(11)	(40)	---	(169)
Recoveries	34	1	---	12	129	7	---	---	183
Provision	23	219	(38)	63	32	55	136	5	495
Ending Balance	$ 4,500	$ 1,074	$ 107	$ 334	$ 2,875	$ 145	$ 367	$ 76	$ 9,478
of which:									
Amount for loans individually evaluated for impairment	$ 669	$ 200	$ --	$ 39	$ ---	$ ---	$ 1	$ ---	$ 909
Amount for loans collectively evaluated for impairment	$ 3,831	$ 874	$ 107	$ 295	$ 2,875	$ 145	$ 366	$ 76	$ 8,569
Loans individually evaluated for impairment	$ 3,687	$ 578	$ 1,260	$ 168	$ 388	$ ---	$ 10	$ ---	$ 6,091
Loans collectively evaluated									

for impairment	$339,496	$81,919	$24,465	$31,380	$377,490	$11,355	$50,948	$16,576	$933,629

Three Months Ended March 31, 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	---	(11)	---	(14)	(168)	(17)	(18)	---	(228)
Recoveries	6	2	---	---	1	9	---	---	18
Provision	(96)	397	(83)	29	129	77	(7)	11	457
Ending Balance	$ 4,735	$ 1,654	$ 231	$ 350	$ 1,128	$ 206	$ 239	$ 179	$ 8,722
of which:									
Amount for loans individually evaluated for impairment	$ 86	$ 459	$ ---	$ ---	$ ---	$ ---	$ ---	$ ---	$ 545
Amount for loans collectively evaluated for impairment	$ 4,649	$ 1,195	$ 231	$ 350	$ 1,128	$ 206	$ 239	$ 179	$ 8,177
Loans individually evaluated for impairment	$ 2,056	$ 1,256	$ 1,714	$ 59	$ ---	$ ---	$ ---	$ ---	$ 5,085
Loans collectively evaluated	$324,554	$ 79,846	$10,753	$ 28,077	$337,799	$13,946	$49,199	$17,551	$861,725

for
impairment

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 March 31, 2015, and December 31, 2014, loans to the lodging industry amounted to approximately $114,624 and $112,520, respectively.

Note 7: Reclassifications Out of Accumulated Other Comprehensive Income

The following table summarizes the reclassifications out of Accumulated Other Comprehensive Income for the three months ended March 31, 2015 and 2014.

Details about Accumulated Other Comprehensive Income	**Amount Reclassified from Accumulated Other Comprehensive Income Three Months Ended 3/31/2015**	**Affected Line Item in the Statement Where Net Income is Presented**
Unrealized gains and losses on available-for-sale securities		
Tax (expense) or benefit	$ 619	Net(losses) gain on sales of investments
Net of tax	(217)	Provision for income taxes
	$ 402	Net income
Amortization of post retirement benefit plan		
Amortization of actuarial gain/loss for supplemental executive retirement plan	(11)	Salaries and benefits
Tax (expense) or benefit	**4**	**Provision for income taxes**
Net of tax	$ (7)	Net income
Total reclassification for the period	$ 395	Net (loss) income, net of tax

Details about Accumulated Other Comprehensive Income	**Three Months Ended 3/31/2014**	**Affected Line Item in the Statement Where Net Income is Presented**
Unrealized gains and losses on available-for-sale securities		
Tax (expense) or benefit	$ 397	Net gain on sales of investments
Net of tax	(135)	Provision for income taxes
	$ 262	Net income
Amortization of post retirement benefit plan		
Amortization of actuarial gain/loss for supplemental executive retirement plan	7	Salaries and benefits
Tax (expense) or benefit	2	Provision for income taxes
Net of tax	$ 5	Net income
Total reclassification for the period	$ 267	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 March 31, 2015, the Bank had four outstanding derivative instruments with notional amounts totaling $90,000. These derivative instruments were interest rate cap agreements. 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 March 31, 2015, the Bank s derivative instrument counterparties were credit rated AA by the major credit rating agencies.

The details of the Bank s financial derivative instruments as of March 31, 2015 are summarized below:

Interest Rate Cap Agreements

Notional Amount	**Termination Date**	**3-Month LIBOR Strike Rate**	**Premium Paid**	**Unamortized Premium at March 31, 2015**	**Fair Value at March 31, 2015**
$25,000	06/02/21	3.00%	$ 922	$ 922	$ 464
$20,000	06/04/24	3.00%	$1,470	$1,470	$ 839
$20,000	10/21/21	3.00%	$ 632	$ 632	$ 428
$25,000	10/21/24	3.00%	$1,542	$1,542	$1,126

In 2014, interest rate cap agreements were purchased to limit the Bank s exposure to rising interest rates on four rolling, three-month borrowings indexed to three month LIBOR. Under the terms of the agreements, the Bank paid total premiums of $4,566 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 March 31, 2015, the total fair value of the interest rate cap agreements was $2,857. 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. In the first quarter of 2015, no premium amortization was required. During the next twelve months, $8 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 March 31, 2015 and December 31, 2014 follows:

	March 31, 2015	
	Gross	**Net of Tax**
Unrealized loss on interest rate caps	$(1,709)	$(1,111)
Unamortized premium on interest rate caps	4,566	2,968
Total	$ 2,857	$ 1,857

	December 31, 2014	
	Gross	**Net of Tax**
Unrealized losses on interest rate caps	$(1,111)	$(722)
Unamortized premium on interest rate caps	4,566	2,968
Total	$ 3,455	$2,246

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 months ended March 31, 2015, and 2014:

	Supplemental Executive Retirement Plans	
Three Months Ended March 31,	**2015**	**2014**
Service cost	$ 17	$ 16
Interest cost	31	37
Net amortization of prior service cost and actuarial (gain)/loss	---	---
Actuarial loss on supplemental executive retirement plan, net of tax	11	7
Net periodic benefit cost	$ 59	$ 60

The Company is expected to recognize $234 of expense for the foregoing plans for the year ended December 31, 2015. The Company is expected to contribute $291 to the foregoing plans in 2015. As of March 31, 2015, the Company had contributed $75.

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 March 31, 2015, and December 31, 2014:

	March 31, 2015	**December 31, 2014**
Commitments to originate loans	$29,265	$21,147
Unused lines of credit	$91,383	$92,817
Un-advanced portions of construction loans	$15,065	$23,434
Standby letters of credit	$ 375	$ 325

As of March 31, 2015, and December 31, 2014, 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 March 31, 2015, and December 31, 2014. 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 March 31, 2015, and December 31, 2014, the balance of the core deposit intangible asset amounted to $539 and $562, respectively.

	March 31, 2015	**December 31, 2014**
Core deposit intangibles:		
Gross carrying amount	$783	$783
Less: accumulated amortization	244	221
Net carrying amount	$539	$562

Amortization expense on the finite-lived intangible assets is expected to total $92 for each year from 2015 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 March 31, 2015, and December 31, 2014, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value:

March 31, 2015	**Level 1 Inputs**	**Level 2 Inputs**	**Level 3 Inputs**	**Total Fair Value**
Securities available for sale:				
Mortgage-backed securities:				
US Government-sponsored enterprises	$---	$307,628	$---	$307,628
US Government agencies	$---	$ 82,461	$---	$ 82,461
Private label	$---	$ 4,308	$---	$ 4,308
Obligations of states and political				
subdivisions thereof	$---	$ 90,505	$---	$ 90,505
Derivative assets	$---	$ 2,857	$---	$ 2,857

December 31, 2014	**Level 1 Inputs**	**Level 2 Inputs**	**Level 3 Inputs**	**Total Fair Value**
Mortgage-backed securities:				
US Government-sponsored enterprises	$---	$288,210	$---	$288,210
US Government agencies	$---	$ 83,346	$---	$ 83,346
Private label	$---	$ 4,524	$---	$ 4,524
Obligations of states and political				
subdivisions thereof	$---	$ 94,445	$---	$ 94,445
Derivative assets	$---	$ 3,455	$---	$ 3,455

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 Three Months Ended 3/31/15	**Level 1 Inputs**	**Level 2 Inputs**	**Level 3 Inputs**	**Fair Value as of**	**Loss**

				3/31/15	
Other real estate owned	$ ---	$ ---	$ 413	$ 413	$ ---
Collateral dependent impaired loans	$ ---	$ ---	$1,434	$1,434	$ ---

For the Twelve Months Ended 12/31/14	**Level 1 Inputs**	**Level 2 Inputs**	**Level 3 Inputs**	**Fair Value as of 12/31/14**	**Loss**
Other real estate owned	$ ---	$ ---	$ 523	$ 523	$397
Collateral dependent impaired loans	$ ---	$ ---	$1,986	$1,986	$ ---

The Company had total collateral dependent impaired loans with carrying values of $1,434 and $1,986 which had specific reserves included in the allowance of $670 and $776, at March 31, 2015 and December 31, 2014, 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 were insignificant.

A summary of the carrying values and estimated fair values of the Company s significant financial instruments at March 31, 2015 and December 31, 2014, follows:

March 31, 2015	Carrying Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
Financial Assets:					
Cash and cash equivalents	$ 8,180	$8,180	$ ---	$ ---	$ 8,180
Federal Home Loan Bank stock	22,796	---	22,796	---	22,796
Loans, net	930,281	---	---	934,481	934,481
Interest receivable	5,496	5,496	---	---	5,496
Financial liabilities:					
Deposits (with no stated maturity)	$470,094	$ ---	$470,094	$ ---	$470,094
Time deposits	394,844	---	396,830	---	396,830
Borrowings	486,604	---	487,740	---	487,740
Interest payable	516	516	---	---	516

December 31, 2014	Carrying Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
Financial Assets:					

Cash and cash equivalents	$ 9,800	$9,800	$ ---	$ ---	$ 9,800
Federal Home Loan Bank stock	21,354	---	21,354	---	21,354
Loans, net	910,055	---	---	913,784	913,784
Interest receivable	4,795	4,795	---	---	4,795
Financial liabilities:					
Deposits (with no stated maturity)	$479,986	$ ---	$479,986	$ ---	$479,986
Time deposits	378,063	---	379,132	---	379,132
Borrowings	447,020	---	447,637	---	447,637
Interest payable	499	499	---	---	499

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 months ended March 31, 2015 and 2014, and financial condition at March 31, 2015 and December 31, 2014, 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 first quarter of 2015 and 2014 was $898 and $990 respectively, of tax-exempt interest income from certain investment securities and loans.

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 $453 and $474 in the first quarter of 2015 and 2014, 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;

(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;

(xi)

The integrity of information systems are under significant threat from cyber attacks by thir parties, including thorough coordinated attacks sponsored by foreign nations and criminal organizations to disrupt business operations and other compromises to data and systems for political or criminal purposes; and

(xii) 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, 2014. 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, 2014, 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, effectuated 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 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 March 31, 2015, the Company reported net income of $3,881, compared with $3,787 for the first quarter of 2014, representing an increase of $94, or 2.5%. The Company s diluted earnings per share amounted to $0.64 for the quarter, unchanged compared with the first quarter of 2014.

The Company s annualized return on average shareholders equity amounted to 10.57% for the quarter, compared with 12.06% in the first quarter of 2014. The Company s first quarter return on average assets amounted to 1.06%, compared with 1.11% in the first quarter of 2014.

As more fully enumerated in the following management discussion and analysis, the Company s first quarter operating results were highlighted by a $418, or 3.8% increase in tax-equivalent net interest income, despite a seven basis point decline in the tax-equivalent net interest margin. Led by a $222, increase in realized securities gains, total non-interest income increased $226, or 10.7%, compared with the first quarter of 2014. The Company continued to focus on the management of its operating expenses, posting a first quarter efficiency ratio of 55.3%.

Led by growth in the loan and securities portfolios as well as the purchase of bank owned life insurance, total assets ended the quarter at $1,508,203, representing an increase of $48,883 or 3.3% compared with December 31, 2014. Total loans ended the first quarter at $939,759, representing an increase of $20,735, or 2.3%, compared with December 31, 2014. The credit quality of the loan portfolio remained relatively stable during the first three months of 2015. Total non-performing loans were essentially unchanged from December 31, 2014, while other delinquent and potential problem loans combined declined $1,207, or 7.2%.

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 March 31, 2015, net interest income on a tax equivalent basis amounted to $11,451, compared with $11,033 for the first quarter of 2014, representing an increase of $418, or 3.8%. The increase in first quarter 2015 tax-equivalent net interest income compared with the first quarter of 2014 was attributed to average earning asset growth of $82,213, or 6.1%, as the tax-equivalent net interest margin declined seven basis points.

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 months ended March 31, 2015, and 2014:

AVERAGE BALANCE SHEET AND

ANALYSIS OF NET INTEREST INCOME

THREE MONTHS ENDED

MARCH 31, 2015 AND 2014

	2015			2014		
	Average Balance	Interest	Weighted Average Rate	Average Balance	Interest	Weighted Average Rate
Interest Earning Assets:						
Loans (1,3)	$ 933,708	$ 9,739	4.23%	$ 851,281	$ 9,123	4.35%
Securities (2,3)	464,419	4,153	3.63%	467,812	4,323	3.75%
Federal Home Loan Bank stock	21,912	94	1.74%	18,733	69	1.49%
Fed funds sold, money market funds, and time deposits with other banks	---	---		---	---	
Total Earning Assets	1,420,039	13,986	3.99%	1,337,826	13,515	4.10%
Non-Interest Earning Assets:						
Cash and due from banks	4,632			3,734		
Allowance for loan losses	(9,169)			(8,611)		
Other assets (2)	71,303			48,721		
Total Assets	$1,486,805			$1,381,670		
Interest Bearing Liabilities:						
Deposits	$ 780,825	$ 1,453	0.75%	$ 802,830	$ 1,437	0.73%
Borrowings	474,286	1,082	0.93%	376,873	1,045	1.12%
Total Interest Bearing Liabilities	1,255,111	2,535	0.82%	1,179,703	2,482	0.85%
Rate Spread			3.17%			3.25%
Non-Interest Bearing Liabilities:						
Demand and other non-interest bearing deposits	75,513			67,751		
Other liabilities	7,211			6,872		
Total Liabilities	1,337,835			1,254,326		
Shareholders' equity	148,970			127,344		
Total Liabilities and Shareholders' Equity	$1,486,805			$1,381,670		
Net interest income and net interest margin (3)		11,451	3.27%		11,033	3.34%
Less: Tax Equivalent adjustment		(453)			(474)	
Net Interest Income		$10,998	3.14%		$10,559	3.20%

(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 March 31, 2015, the tax equivalent net interest margin amounted to 3.27%, compared with 3.34% in the first quarter of 2014, representing a decline of seven basis points. The decline in the net interest margin was attributed to an eleven basis point decline in the weighted average yield on earning assets, partially offset by a three basis point decline in the weighted average cost of interest bearing liabilities, compared with the first quarter of 2014.

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

FOR QUARTER ENDED

WEIGHTED AVERAGE RATES	**2015**		**2014**				**2013**	
Quarter:	**1**	**4**	**3**	**2**	**1**	**4**	**3**	**2**
Interest Earning Assets:								
Loans (1,3)	4.23%	4.19%	4.44%	4.26%	4.35%	4.33%	4.39%	4.55%
Securities (2,3)	3.63%	3.74%	3.50%	3.77%	3.75%	3.61%	3.33%	3.25%
Federal Home Loan Bank stock	1.74%	1.50%	1.32%	1.43%	1.49%	0.37%	0.39%	0.27%
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	3.99%	4.00%	4.08%	4.05%	4.10%	4.03%	3.97%	4.06%
Interest Bearing Liabilities:								
Deposits	0.75%	0.75%	0.73%	0.73%	0.73%	0.82%	0.82%	0.86%
Borrowings	0.93%	0.96%	0.89%	0.99%	1.12%	1.15%	1.27%	1.50%
Total Interest Bearing Liabilities	0.82%	0.82%	0.79%	0.82%	0.85%	0.93%	0.97%	1.06%
Rate Spread	3.17%	3.18%	3.29%	3.23%	3.25%	3.10%	3.00%	3.00%
Net Interest Margin (3)	3.27%	3.28%	3.38%	3.32%	3.34%	3.21%	3.12%	3.12%
Net Interest Margin without Tax Equivalent Adjustments	3.14%	3.15%	3.25%	3.18%	3.20%	3.07%	2.98%	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.

For the three months ended March 31, 2015, the weighted average yield on average earning assets amounted to 3.99%, compared with 4.10% for first quarter of 2014, representing a decline of eleven basis points. As more fully discussed below, this decline was largely attributed to lower yields on the Bank s loan and securities portfolio, each of which declined twelve basis points compared with the first quarter of 2014.

For the three months ended March 31, 2015, the weighted average cost of interest bearing liabilities amounted to 0.82%, compared with 0.85% for the first quarter of 2014, representing a decline of three basis points. As more fully discussed below, this principally reflected the ongoing re-pricing of maturing borrowings at historically low interest rates.

Interest and Dividend Income: For the three months ended March 31, 2015, total interest and dividend income on a tax-equivalent basis amounted to $13,986, compared with $13,515 in the first quarter of 2014, representing an increase of $471, or 3.5%. The increase in interest and dividend income was attributed to average earning asset growth of $82,213, or 6.1%, as the weighted average earning asset yield declined eleven basis points to 3.99%.

For the three months ended March 31, 2015, total tax-equivalent interest income from the securities portfolio amounted to $4,153, representing a decline of $170, or 3.9%, compared with the first quarter of 2014. The decline in interest income from securities was principally attributed to a twelve basis point decline in the weighted average securities portfolio yield to 3.63%, combined with a $3,393 or 0.7% decline in total average securities, compared with the first quarter of 2014. The decline in the weighted average securities yield was principally attributed to the ongoing replacement of MBS cash flows in a historically low interest rate environment.

For the three months ended March 31, 2015, total tax-equivalent interest income from the loan portfolio amounted to $9,739, representing an increase of $616, or 6.8%, compared with the first quarter of 2014. The increase in interest income from loans was principally attributed to an $82,427 or 9.7% increase in the weighted average loan portfolio, partially offset by a twelve basis point decline in the weighted average loan yield to 4.23%.

Interest Expense: For the three months ended March 31, 2015, total interest expense amounted to $2,535, compared with $2,482 in the first quarter of 2014, representing an increase of $53, or 2.1%. The increase in interest expense was principally attributed to a $75,408 or 6.4% increase in total average interest bearing liabilities, partially offset by a three basis point decline in the weighted average cost of interest bearing liabilities, compared with the first quarter of 2014.

The decline in the first quarter weighted average cost of interest bearing liabilities compared with the same quarter in 2014 was principally attributed to prevailing, historically low short-term and long-term market interest rates with borrowings being added or replaced at a lower cost. For the three months ended March 31, 2015, the total weighted average cost of interest bearing liabilities amounted to 0.82%, compared with 0.85% for the same quarter in 2014, representing a decline of three basis points. The weighted average cost of borrowed funds declined 19 basis points to 0.93%, while the weighted average cost of interest bearing deposits increased two basis points to 0.75%, compared with the first quarter of 2014. The increase in the weighted average cost of deposits was largely attributed to the maturity extension of certain short term brokered CD s as a means to reduce the level of interest rate risk in a rising rate environment.

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 MARCH 31, 2015 and 2014

INCREASES (DECREASES) DUE TO:

	Average Volume	**Average Rate**	**Total Change**
Loans (1,3)	$883	$(267)	$ 616
Securities (2,3)	(31)	(139)	(170)
Federal Home Loan Bank stock	12	13	25
Fed funds sold, money market funds, and time			

deposits with other banks	---	---	---
TOTAL EARNING ASSETS	$864	$(393)	$ 471
Interest bearing deposits	(39)	55	16
Borrowings	269	(232)	37
TOTAL INTEREST BEARING LIABILITIES	$230	$(177)	$ 53
NET CHANGE IN NET INTEREST INCOME	$634	$(216)	$ 418

(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 three months ended March 31, 2015. Total non-performing loans amounted to $12,297 at March 31, 2015, essentially unchanged compared with December 31, 2014. Other delinquent and potential problem loans combined declined $1,207, or 7.2%.

For the three months ended March 31, 2015, the Bank recorded a provision of $495, compared with $457 in the first quarter of 2014, representing an increase of $38.

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 months ended March 31, 2015, total non-interest income amounted to $2,342, compared with $2,116 for the same quarter in 2014, representing an increase of $226 or 10.7%.

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 months ended March 31, 2015, trust and other financial service fees amounted to $945 compared with $972 in the first quarter of 2014, representing a decline of $27, or 2.8%. This decline was attributed to lower levels of revenue from retail brokerage activities. At March 31, 2015 total assets under management stood at $403,131, compared with $394,949 at December 31, 2014, representing an increase of $8,182 or 2.1%.

Service Charges on Deposit Accounts: Service charges on deposits are largely derived from customer overdraft fees. For the three months ended March 31, 2015, income from service charges on deposit accounts amounted to $198, compared with $226 in the first quarter of 2014, representing a decline of $28, or 12.4%. 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).

Debit Card Service Charges and Fees: For the three months ended March 31, 2015, income generated from debit card service charges and fees amounted to $366, compared with $344 in the first quarter of 2014, representing an increase of $22 or 6.4%. This increase was attributed to continued growth of the Bank s retail deposit base and continued success with a program that offers rewards for certain debit card transactions.

Net Securities Gains: For the three months ended March 31, 2015, the Bank recorded net realized securities gains of $619, compared with net realized securities gains of $397 in the first quarter of 2014, representing an increase of $222, or 55.9%. The realized securities gains reflected Bank management s strategy of lowering the duration of the securities portfolio and its overall interest rate risk profile.

Other Operating Income

For the three months ended March 31, 2015, total other operating income amounted to $214, compared with $177 in the first quarter of 2014, representing an increase of $37, or 20.9%. The increase in other operating income was attributed to the Bank s purchase of Bank Owned Life Insurance (BOLI) during the current quarter. Further information regarding BOLI is incorporated by reference to the below *Financial Condition* management discussion and analysis covering *Bank Owned Life Insurance* in this report on Form 10-Q.

Non-interest Expense

For the three months ended March 31, 2015, total non-interest expense amounted to $7,333, compared with $6,846 in the first quarter of 2014, representing an increase of $487, or 7.1%.

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 months ended March 31, 2015, total salaries and employee benefits expense amounted to $4,352, compared with $3,916 in the first quarter of 2014, representing an increase of $436, or 11.1%.

The increase in salaries and employee benefits were attributed to a variety of factors including normal increases in base salaries, higher levels of employee health insurance, higher levels of employee incentive compensation, as well as increases in staffing levels and strategic changes in staffing mix.

Occupancy Expense: For the three months ended March 31, 2015, total occupancy expense amounted to $580, compared with $564 in the first quarter of 2014, representing an increase of $16, or 2.8%. This increase was largely attributed to higher levels of grounds maintenance expense, including snow removal.

Furniture and Equipment Expense: For the three months ended March 31, 2015, total furniture and equipment expense amounted to $565, compared with $513 in the first quarter of 2014, representing an increase of $52, or 10.1%. This increase was largely attributed to a variety of technology upgrades and certain new technology systems and applications.

Other Operating Expenses: For the three months ended March 31, 2015, total other operating expenses amounted to $1,539, compared with $1,566 in the first quarter of 2014, representing a decline of $27, or 1.7%. This decline was principally attributed to lower 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 months ended March 31, 2015, the Company s efficiency ratio amounted to 55.3%, compared with 53.4% in the first quarter of 2014.

Income Taxes

For the three months ended March 31, 2015, total income taxes amounted to $1,631, compared with $1,585 in the first quarter of 2014, representing an increase of $46, or 2.9%.

The Company's effective tax rate for the three months ended March 31, 2015 amounted to 29.6%, compared with 29.5% in the first quarter of 2014. 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 March 31, 2015, represented 62.3% and 32.2%, respectively, of total assets, compared with 63.0% and 32.2%, respectively, at December 31, 2014.

At March 31, 2015, the Company s total assets stood at $1,508,203, compared with $1,459,320 at December 31, 2014, representing an increase of $48,883, or 3.3%.

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 March 31, 2015, and December 31, 2014. 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 March 31, 2015, total net unrealized securities gains amounted to $14,419, compared with net unrealized gains of $12,155 at December 31, 2014. The unrealized gains at March 31, 2015 and December 31, 2014 were attributed to market interest rates, which declined significantly since the date the securities were purchased.

Total Securities: At March 31, 2015, total securities amounted to $484,902, compared with $470,525 at December 31, 2014, representing an increase of $14,377, or 3.1%. The securities purchased during the first quarter of 2015 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 March 31, 2015 and December 31, 2014:

March 31, 2015		**Gross**	**Gross**	
	Amortized	**Unrealized**	**Unrealized**	**Estimated**
Available for Sale:	**Cost**	**Gains**	**Losses**	**Fair Value**
Mortgage-backed securities:				
US Government-sponsored enterprises	$299,088	$ 9,373	$833	$307,628
US Government agency	80,762	1,969	270	82,461
Private label	3,544	780	16	4,308
Obligations of states and political subdivisions thereof	87,089	3,710	294	90,505
Total	$470,483	$15,832	$1,413	$484,902

December 31, 2014		**Gross**	**Gross**	
	Amortized	**Unrealized**	**Unrealized**	**Estimated**
Available for Sale:	**Cost**	**Gains**	**Losses**	**Fair Value**
Mortgage-backed securities:				
US Government-sponsored enterprises	$282,217	$7,530	$ 1,537	$288,210
US Government agency	82,249	1,626	529	83,346
Private label	3,723	815	14	4,524
Obligations of states and political subdivisions thereof	90,181	4,516	252	94,445
Total	$458,370	$14,487	$ 2,332	$470,525

Impaired Securities: The securities portfolio contains certain securities where amortized cost exceeds fair value, which at March 31, 2015, amounted to an excess of $1,413, or 0.3% of the amortized cost of the total securities portfolio. At December 31, 2014 this amount represented an excess of $2,332, or 0.5% of the amortized cost of the total securities portfolio. As of March 31, 2015, unrealized losses on securities in a continuous unrealized loss position more than twelve-months amounted to $940, compared with $434 at December 31, 2014.

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 under the caption *Other Than Temporary Impairments on Investment Securities* of the interim unaudited consolidated financial statements in Part I, Item 1 of this report on Form 10-Q.

Loans

Total Loans: At March 31, 2015, total loans stood at $939,759, compared with $919,024 at December 31, 2014, representing an increase of $20,735, or 2.3%.

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

	March 31, 2015	**December 31, 2014**
Commercial real estate mortgages	$343,183	$325,949
Commercial and industrial	82,497	73,893
Commercial construction and land development	25,725	25,421
Agricultural and other loans to farmers	31,548	30,471
Total commercial loans	482,953	455,734
Residential real estate mortgages	377,878	382,678
Home equity loans	50,958	51,795
Other consumer loans	11,355	12,140
Total consumer loans	440,191	446,613
Tax exempt loans	16,576	16,693
Net deferred loan costs and fees	39	(16)
Total loans	939,759	919,024
Allowance for loan losses	(9,478)	(8,969)
Total loans net of allowance for loan losses	$930,281	$910,055

Commercial Loans: At March 31, 2015, total commercial loans amounted to $482,953, compared with $455,734 at December 31, 2014, representing an increase of $27,219, or 6.0%.

Commercial loan growth has generally been challenged by a still-recovering economy, continued economic uncertainty, diminished demand, and strong competition for quality loans. Bank management attributes the growth of commercial loans to an effective business banking team, deep local market knowledge, sustained new business development efforts, and a resilient local economy that has been faring better than the nation as a whole.

Consumer Loans: At March 31, 2015, total consumer loans, which principally consisted of residential real estate mortgage loans, amounted to $440,191, compared with $446,613 at December 31, 2014, representing a decline of $6,422, or 1.4%. Loans originated and closed by the Bank during the first three months of 2015 were more than offset by loan re-financings and scheduled principal amortization from the existing residential real estate loan portfolio.

Credit Risk: Credit risk is managed through loan officer authorities, loan policies, and oversight from the Bank s Senior Credit Officer, the Bank's Management Loan 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

	March 31, 2015	**December 31, 2014**
Commercial real estate mortgages	$ 3,229	$ 3,156
Commercial and industrial loans	569	624
Commercial construction and land development	1,260	1,328
Agricultural and other loans to farmers	72	84
Total commercial loans	5,130	5,192
Residential real estate mortgages	5,997	6,051
Home equity loans	1,153	1,029
Other consumer loans	17	16
Total consumer loans	7,167	7,096
Total non-accrual loans	12,297	12,288
Accruing loans contractually past due 90 days or more	---	---
Total non-performing loans	$12,297	$12,288
Allowance for loan losses to non-performing loans	77.1%	73.0%
Non-performing loans to total loans	1.31%	1.34%
Allowance to total loans	1.01%	0.98%

At March 31, 2015, total non-performing loans amounted to $12,297, compared with $12,288 at December 31, 2014, representing an increase of $9.

Non-performing commercial real estate mortgages totaled to $3,229 at March 31, 2015, up from $3,156 at December 31, 2014. At March 31, 2015, non-performing commercial real estate mortgages were represented by fifteen business relationships, with outstanding balances ranging from $13 to $1,209.

Non-performing commercial and industrial loans totaled $569 at March 31, 2015, down from $624 at December 31, 2014. At March 31, 2015, non-performing commercial and industrial loans were represented by twelve business relationships, with outstanding balances ranging from $6 to $170.

Non-performing commercial construction and land development loans totaled $1,260 at March 31, 2015, down from $1,328 at December 31, 2014. At March 31, 2015, non-performing commercial construction and land development loans were entirely represented by a 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.

Non-performing residential real estate mortgages totaled $5.997 at March 31, 2015, down from $6,051 at December 31, 2014. At March 31, 2015, non-performing residential real estate loans were represented by thirty-seven, conventional, 1-4 family mortgage loans, with outstanding balances ranging from $7 to $2,516.

Non-performing home equity loans totaled $1,153 at March 31, 2015, up from $1,029 at December 31, 2014. At March 31, 2015, non-performing home equity loans were represented by six relationships with outstanding balances ranging from $2 to $450.

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 March 31, 2015, 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 $3,482 and $3,120 at March 31, 2015 and December 31, 2014, or 0.37% and 0.34% 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 March 31, 2015, the Bank identified twenty-seven commercial relationships totaling $11,966 as potential problem loans, or 1.27% of total loans. At December 31, 2014, the Bank identified twenty-seven commercial relationships totaling $13,534 as potential problem loans, or 1.47% 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 March 31, 2015, the Bank had two agricultural loans to two relationships totaling $113, three commercial real estate loans to two relationships totaling $753, six commercial and industrial loans to four relationships totaling $163, three residential real estate loans to three relationships totaling $860, one home equity loan for $19, and one other consumer loan for $10, that were classified as TDRs. At March 31, 2015, eight of these TDRs totaling $364 were

classified as non-accrual, one residential real estate loan for $225 was past due 30 days or more and still accruing.

As of December 31, 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 $1,449 that were classified as TDRs. At December 31, 2014, seven of these TDRs totaling $357 were classified as non-accrual, and none were past due 30 days or more and still accruing.

Allowance for Loan Losses: At March 31, 2015, the allowance for loan losses (the allowance) stood at $9,478, compared with $8,969 at December 31, 2014, representing an increase of $509, or 5.7%. The moderate increase in the allowance from December 31, 2014 was largely attributed to loan growth as well as changes in the overall mix of non-performing and potential problem loans. At March 31, 2015, the allowance expressed as a percentage of non-performing loans stood at 77.1%, up from 73.0% at December 31, 2014. At March 31, 2015, the allowance expressed as a percentage of total loans stood at 1.01%, up from 0.98% at December 31, 2014.

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 $1,434 as of March 31, 2015, compared with $1,986 as of December 31, 2014. The related allowances for loan losses on these loans amounted to $670 as of March 31, 2015, compared with $776 as of December 31, 2014.

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 three-month periods ended March 31, 2015 and 2014.

ALLOWANCE FOR LOAN LOSSES

THREE MONTHS ENDED

MARCH 31, 2015 AND 2014

	2015	**2014**
Balance at beginning of period	$8,969	$8,475
Charge-offs:		
Commercial real estate mortgages	25	---
Commercial and industrial	75	11
Commercial construction and land development	---	---
Agricultural and other loans to farmers	18	14
Residential real estate mortgages	---	168
Other consumer loans	11	17
Home equity loans	40	18
Tax exempt loans	---	---
Total charge-offs	169	228
Recoveries:		
Commercial real estate mortgages	$ 34	$ 6
Commercial and industrial loans	1	2
Commercial construction and land development	---	---
Agricultural and other loans to farmers	12	---
Residential real estate mortgages	129	1
Other consumer loans	7	9
Home equity loans	---	---
Tax exempt loans	---	---
Total recoveries	183	18
Net (recoveries) charge-offs	(14)	210
Provision charged to operations	495	457
Balance at end of period	$9,478	$8,722

For the three months ended March 31, 2015, the Bank recorded net recoveries on previously charged-off loans amounting to $14, compared with net charge-offs of $210 in the first quarter of 2014.

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 months ended March 31, 2015.

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 March 31, 2015 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 March 31, 2015, the Bank s OREO amounted to $413, compared with $523 as of December 31, 2014, representing a decrease of $110, or 21.0%. Three residential and two commercial properties comprised the March 31, 2015 balance of OREO.

During the three months ended March 31, 2015, no properties were added to OREO. There were no write-downs and one OREO property was sold for $110. There were gains of $64 recorded on the property that was sold.

Bank Owned Life Insurance

Bank-owned life insurance (BOLI) represents life insurance on the lives of certain current and retired employees who had provided positive consent allowing the Bank to be the beneficiary of such policies. Increases in the cash value of the policies, as well as insurance proceeds received in excess of the cash value, are recorded in other non-interest income, and are not subject to income taxes. The cash surrender value of the BOLI is included on the Company s consolidated balance sheet.

At March 31, 2015, the cash surrender value of BOLI amounted to $23,246, compared with $8,141 at December 31, 2014, representing an increase of $15,105, or 185.5%. The increase in BOLI was attributed to additional purchases during the current quarter and, to a lesser extent, increases in the cash surrender value of the policies.

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 March 31, 2015, total deposits stood at $864,938, compared with $858,049 at December 31, 2014, representing an increase of $6,889, or 0.8%. The Bank s demand deposits and NOW accounts experienced a combined seasonal

decline of $15,912, or 6.8%, compared with December 31, 2014. This decline was more than offset with a $6,020, or 2.4%, increase in savings and money market accounts and a $16,781, or 4.4%, increase in time deposits. The increase in time deposits was attributed to brokered deposits obtained from the national market, which were used to replace seasonal deposit outflows as well as earning asset growth.

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 March 31, 2015, total borrowings amounted to $486,604, compared with $447,020 at December 31, 2014, representing an increase of $39,584, or 8.9%. The increase in total borrowings was utilized to replace seasonal deposit outflows as well as first quarter earning asset growth.

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. Effective January 1, 2015, the Company and the Bank adopted the Base; III capital adequacy rules which, among other changes added a new risk-weighted capital measure Common Equity Tier I (CETI). The new Basel III capital adequacy guidelines require all banks and bank holding companies to maintain minimum capital ratios of:

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Common Equity Tier I of 4.5%

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Total risk-based capital to risk-weighted assets of 8.0%

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Tier I capital to total risk-weighted assets of 6.0%

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Tier I capital to average assets (Leverage Ratio) of 4.0%

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 depicted in the table below, as of March 31, 2015, the Company and the Bank were considered *well-capitalized* under the regulatory framework for prompt corrective action. Under the Basel III capital adequacy guidelines, a *well-capitalized* institution must maintain the following capital ratios:

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Common Equity Tier I of 6.5%

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Total risk-based capital to risk-weighted assets of 10.0%

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Tier I capital to total risk-weighted assets of 8.0%

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Tier I capital to average assets (Leverage Ratio) of 5.0%

The following tables set forth the Company's and the Bank s regulatory capital at March 31, 2015 and December 31, 2014, under the rules applicable at that date.

	Consolidated Actual		For Capital Adequacy Purposes Required		To be well Capitalized under Prompt corrective Action provisions Required	
As of March 31, 2015	**Amount**	**Ratio**	**Amount**	**Ratio**	**Amount**	**Ratio**
Total Capital						
(To Risk-Weighted Assets)						
Consolidated	$151,760	16.57%	$73,266	8.0%	N/A	
Bank	$153,490	16.77%	$73,209	8.0%	$91,511	10.0%
Common Equity Tier 1						
(To Risk-Weighted Assets)						
Consolidated	$137,162	14.98%	$41,212	4.5%	N/A	
Bank	$138,892	15.18%	$41,180	4.5%	$59,482	6.5%
Tier 1 Capital						
(To Risk-Weighted Assets)						
Consolidated	$137,162	14.98%	$54,950	6.0%	N/A	
Bank	$138,892	15.18%	$54,907	6.0%	$73,209	8.0%
Leverage Capital Ratio						
Total Capital						
(To Total Assets for Leverage Ratio)						
Consolidated	$137,162	9.26%	$59,266	4.0%	N/A	
Bank	$138,892	9.38%	$59,233	4.0%	$ ---	5.0%

	Consolidated Actual		For Capital Adequacy Purposes Required		To be well Capitalized under Prompt corrective Action provisions Required	
As of December 31, 2014	**Amount**	**Ratio**	**Amount**	**Ratio**	**Amount**	**Ratio**

Total Capital						
(To Risk-Weighted Assets)						
Consolidated	$148,188	17.24%	$68,766	8.0%	N/A	
Bank	$149,546	17.42%	$68,697	8.0%	$85,871	10.0%
Tier 1 Capital						
(To Risk-Weighted Assets)						
Consolidated	$134,099	15.60%	$34,383	4.0%	N/A	
Bank	$135,457	15.77%	$34,348	4.0%	$51,522	6.0%
Tier 1 Capital						
(To Average Assets)						
Consolidated	$134,099	9.30%	$57,689	4.0%	N/A	
Bank	$135,457	9.40%	$57,656	4.0%	$72,070	5.0%

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 24.5 cents per share of common stock in the first quarter of 2015, representing a post-stock split (effectuated as a large stock dividend) adjusted increase of 2.83 cents, or 13.1%, compared with the first quarter of 2014.

The Company's Board of Directors recently declared a second quarter 2015 regular cash dividend of 25.0 cents per share of Company common stock, representing a post-stock split (effectuated as a large stock dividend) adjusted increase of 2.7 cents, or 12.0%, compared with the second quarter of 2014. The quarterly cash dividend is payable to all Company stockholders of record as of the close of business May 15, 2015, and will be paid on June 15, 2015. This represented the sixteenth 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 March 31, 2015, the Company had repurchased 157,757 shares of stock under this plan, at a total cost of $2,945 and an average price of $18.67 per share. During the three months ended March 31, 2015, the Company did not repurchase any 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 March 31, 2015, commitments under existing standby letters of credit totaled $375, compared with $325 at December 31, 2014. The fair value of the standby letters of credit was not significant as of the foregoing dates.

Off-Balance Sheet Risk

The Bank is party to financial instruments with off-balance sheet risk in the normal course of business to meet the financial needs of its customers and to reduce its own exposure to fluctuations in interest rates. These financial instruments include commitments to extend credit and certain financial derivative instruments; namely, interest rate cap agreements.

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, such as loans. 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 summarizes the Bank s commitments to extend credit as of March 31, 2015 and December 31, 2014:

COMMITMENTS TO EXTEND CREDIT

	March 31, 2015	**December 31, 2014**
Commitments to originate loans	$ 29,265	$ 21,147
Unused lines of credit	91,383	92,817
Un-advanced portions of construction loans	15,065	23,434
Total	$135,713	$137,398

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 and liabilities so that change in interest rates does not have a significant adverse effect on net interest income. Derivative instruments that management periodically uses as part of its interest rate risk management strategy include interest rate swap agreements and interest rate floor agreements.

At March 31, 2015 and December 31, 2014, the Bank had four outstanding, off-balance sheet, derivative instruments. These derivative instruments were interest rate cap agreements, with notional principal amounts totaling $90,000. 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 interest rate cap agreements were purchased by the Bank to limit its exposure to rising interest rates and were designated as cash flow hedges.

Further information covering the Bank s derivative instruments is incorporated by reference to Part I, Item 1, Note 8 of the Consolidated Financial Statements in this Quarterly Report on Form 10-K.

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 March 31, 2015, liquidity, as measured by the basic surplus/deficit model, was 4.9% over the 30-day horizon and 3.8% over the 90-day horizon.

At March 31, 2015, the Bank had unused lines of credit and net unencumbered qualifying collateral availability to support its credit line with the FHLB of Boston approximating $125 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 March 31, 2015, the Bank s available secured line of credit at the Federal Reserve Bank of Boston stood at $156,827, or 10.4% 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 January 2015, FASB issued ASU 2015-01, *Income Statement Extraordinary and Unusual Items (Subtopic 225-20), Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items,* as part of its initiative to reduce complexity in accounting standards (the Simplification Initiative). This ASU eliminates from

U.S. GAAP the concept of extraordinary items. Eliminating the concept of extraordinary items will save time and reduce costs for preparers because they will not have to assess whether a particular event or transaction event is extraordinary (even if they ultimately would conclude it is not). This also alleviates uncertainty for preparers, auditors, and regulators because auditors and regulators no longer will need to evaluate whether a preparer treated an unusual and/or infrequent item appropriately. The amendments in this ASU are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. A reporting entity may apply the amendments prospectively. A reporting entity also may apply the amendments retrospectively to all prior periods presented in the financial statements. Early adoption is permitted provided that the guidance is applied from the beginning of the fiscal year of adoption. Management intends to adopt ASU 2015-01 on January 1, 2016 and does not believe that the adoption will have a material effect on the Company s consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606): Revenue from Contracts with Customers (ASU 2014-09).* The scope of the guidance applies to revenue arising from contracts with customers, except for the following: lease contracts, insurance contracts, contractual rights and obligations within the scope of other guidance and nonmonetary exchanges between entities in the same line of business to facilitate sales to customers. The core principle of the new guidance is that an entity should recognize revenue to reflect the transfer of goods and services to customers in an amount equal to the consideration that the entity receives or expects to receive. ASU 2014-09 is not expected to impact the timing or approach to revenue recognition for financial institutions. The likely impact for financial institutions will relate only to disclosures. The amendments are effective for public entities for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. The Company does not expect the adoption of ASU 2014-09 to have a material impact on its financial position, results of operations or cash flows.

In January 2014, the FASB issued ASU 2014-04, *Receivables Troubled Debt Restructurings by Creditors (Topic 310), Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure,* to clarify when an in substance repossession or foreclosure occurs, that is, when a 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. The ASU requires interim and annual disclosure of both (1) the amount of foreclosed residential real estate property held by the creditor and (2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2014. The Company s adoption of ASU 2014-04 on January 1, 2015 did not have a material effect 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 March 31, 2015, 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 0.56% 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

MARCH 31, 2015

	-100 Basis Points Parallel Yield Curve Shift	+200 Basis Points Parallel Yield Curve Shift
Year 1		
Net interest income ($)	$ (250)	$(1,058)
Net interest income (%)	-0.57%	-2.42%
Year 2		
Net interest income ($)	$(2,882)	$(2,122)
Net interest income (%)	-6.58%	-4.85%

As more fully discussed below, the March 31, 2015, 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., moderately 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 to strong 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, 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.

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, 2014, 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, 2014.

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: May 7 , 2015	Curtis C. Simard President & Chief Executive Officer
	/s/Gerald Shencavitz
Date: May 7, 2015	Gerald Shencavitz
	Executive Vice President, Chief Financial Officer
	& Principal Accounting Officer

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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 Robert P. Gerseny JD, dated February 17, 2015, President of Bar Harbor Trust Services and Senior Vice President Bar Harbor Bank & Trust (incorporated herein by reference to Form 8-K, Item 1.01 and Item 9.01, Exhibit 10.1, filed with the Commission on February 19, 2015).

10.2* 2015 through 2017 Long Term Executive Incentive Plan 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 February 19, 2015).

10.3* 2015 Annual Incentive Plan and designated target awards for fiscal year 2015 (calculated as a percentage of base salary) for 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(e), filed with the Commission on January 22, 2015).

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).
101	Financial statements from the quarterly report on Form 10-Q of Bar Harbor Bankshares for the period ended March 31, 2015, 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.

*Management contract or compensatory arrangement.