BAR HARBOR BANKSHARES
Form 10-Q
May 05, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2014

OR

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

Commission File Number: **01-13349**

BAR HARBOR BANKSHARES

(Exact name of registrant as specified in its charter)

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

(207) 288-3314

(Registrant's telephone number, including area code)

Inapplicable

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

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

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

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

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

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

Class of Common Stock	**Number of Shares Outstanding May 1, 2014**
$2.00 Par Value	**3,944,290**

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PART I. FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

BAR HARBOR BANKSHARES AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

MARCH 31, 2014 AND DECEMBER 31, 2013

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

(*unaudited*)

	March 31, 2014	December 31, 2013
Assets		
Cash and cash equivalents	$ 12,983	$ 9,200
Securities available for sale, at fair value (amortized cost of $467,731 and $461,635, respectively)	464,827	450,170
Federal Home Loan Bank stock	18,794	18,370
Loans	866,621	852,857
Allowance for loan losses	(8,722)	(8,475)
Loans, net of allowance for loan losses	857,899	844,382
Premises and equipment, net	20,358	20,145
Goodwill	4,935	4,935
Bank owned life insurance	7,941	7,879
Other assets	16,346	18,812
TOTAL ASSETS	$1,404,083	$1,373,893
Liabilities		
Deposits:		
Demand and other non-interest bearing deposits	$ 65,120	$ 72,259
NOW accounts	129,993	135,246
Savings and money market deposits	226,586	232,558
Time deposits	443,770	395,588
Total deposits	865,469	835,651
Short-term borrowings	301,483	312,945
Long-term advances from Federal Home Loan Bank	95,500	91,500
Junior subordinated debentures	5,000	5,000
Other liabilities	6,902	7,418
TOTAL LIABILITIES	1,274,354	1,252,514
Shareholders' equity		
Capital stock, par value $2.00; authorized 10,000,000 shares;	9,051	9,051

issued 4,525,635 shares at March 31, 2014, and December 31, 2013		
Surplus	26,893	26,845
Retained earnings	104,651	102,147
Accumulated other comprehensive (loss) income:		
Prior service cost and unamortized net actuarial losses on employee benefit plans, net of tax of ($190) and ($192), at March 31, 2014, and December 31, 2013, respectively	(368)	(373)
Net unrealized (depreciation) appreciation on securities available for sale, net of tax of ($1,262) and ($4,150), at March 31, 2014 and December 31, 2013, respectively	(2,450)	(8,055)
Portion of OTTI attributable to non-credit gains, net of tax of $275 and $252, at March 31, 2014, and December 31, 2013, respectively	533	488
Total accumulated other comprehensive (loss) income	(2,285)	(7,940)
Less: cost of 581,416 and 586,560 shares of treasury stock at March 31, 2014, and December 31, 2013, respectively	(8,581)	(8,724)
TOTAL SHAREHOLDERS' EQUITY	129,729	121,379
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 1,404,083	$ 1,373,893

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, 2014 AND 2013

(Dollars in thousands, except per share data)

(unaudited)

	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013
Interest and dividend income:		
Interest and fees on loans	$9,064	$9,181
Interest on securities	3,908	3,162
Dividend on FHLB stock	69	22
Total interest and dividend income	13,041	12,365
Interest expense:		
Deposits	1,437	1,702
Short-term borrowings	124	128
Long-term debt	921	1,246
Total interest expense	2,482	3,076
Net interest income	10,559	9,289
Provision for loan losses	457	353
Net interest income after provision for loan losses	10,102	8,936
Non-interest income:		
Trust and other financial services	972	906
Service charges on deposit accounts	259	295
Credit and debit card service charges and fees	344	336
Net securities gains	397	265
Other operating income	144	148
Total non-interest income	2,116	1,950
Non-interest expense:		
Salaries and employee benefits	3,916	3,607
Occupancy expense	564	484
Furniture and equipment expense	513	510
Credit and debit card expenses	97	96
FDIC insurance assessments	190	196
Other operating expense	1,566	1,414
Total non-interest expense	6,846	6,307
Income before income taxes	5,372	4,579
Income taxes	1,585	1,363

Net income	$3,787	$3,216
Per Common Share Data:		
Basic earnings per share	$ 0.96	$ 0.82
Diluted earnings per share	$ 0.95	$ 0.82

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, 2014 AND 2013

(Dollars in thousands)

(unaudited)

	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013
Net income	$ 3,787	$ 3,216
Other comprehensive income:		
Net unrealized appreciation (depreciation) on securities available for sale, net of tax of $3,046 and ($1,060), respectively	5,912	(2,057)
Less reclassification adjustment for net gains related to securities available for sale included in net income, net of tax of ($135) and ($90), respectively	(262)	(175)
Net amortization of prior service cost and actuarial gain for supplemental executive retirement plan, net of related tax of $0 and ($28), respectively	---	(54)
Actuarial (loss) gain on supplemental executive retirement plan, net of related tax of $2 and $5, respectively	5	10
Total other comprehensive income (loss) income	5,655	(2,276)
Total comprehensive income	$ 9,442	$ 940

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, 2014 AND 2013

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

(unaudited)

	Capital Stock	Surplus	Retained Earnings	Accumulated Other Comprehensive income (loss)	Treasury Stock	Total Shareholders' Equity
Balance December 31, 2012	$9,051	$26,693	$ 93,900	$ 7,697	$(9,295)	$128,046
Net income	---	---	3,216	---	---	3,216
Total other comprehensive (loss)	---	---	---	(2,276)	---	(2,276)
Dividend declared:						
Common stock ($0.305 per share)	---	---	(1,196)	---	---	(1,196)
Stock options exercised (5,429 shares), including related tax effects	---	---	(30)	---	171	141
Recognition of stock based compensation expense	---	121	---	---	---	121
Restricted stock grants (2,676 shares)	---	(95)	11	---	84	---
Balance March 31, 2013	$ 9,051	$26,719	$ 95,901	$ 5,421	$(9,040)	$128,052
Balance December 31, 2013	$9,051	$26,845	$102,147	$ (7,940)	$(8,724)	$121,379
Net income	---	---	3,787	---	---	3,787
Total other comprehensive income	---	---	---	5,655	---	5,655
Dividend declared:						
Common stock ($0.325 per share)	---	---	(1,281)	---	---	(1,281)
Stock options exercised (5,144 shares), including related tax effects	---	10	(4)	---	143	149
Recognition of stock based compensation expense	---	38	2	---	---	40
Balance March 31, 2014	$ 9,051	$26,893	$104,651	$(2,285)	$(8,581)	$129,729

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, 2014 AND 2013

(Dollars in thousands)

(unaudited)

	2014	2013
Cash flows from operating activities:		
Net income	$ 3,787	$ 3,216
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of premises and equipment	391	342
Amortization of core deposit intangible	23	(56)
Provision for loan losses	457	353
Net securities gains	(397)	(265)
Net amortization of bond premiums and discounts	767	1,333
Recognition of stock based expense	40	121
Net change in other assets	(569)	609
Net change in other liabilities	(516)	(1,120)
Net cash provided by operating activities	3,983	4,533
Cash flows from investing activities:		
Purchases of securities available for sale	(29,948)	(40,970)
Proceeds from maturities, calls and principal paydowns of mortgage-backed securities	13,169	25,611
Proceeds from sales of securities available for sale	10,313	5,038
Net (increase) decrease in Federal Home Loan Bank stock	(424)	81
Net loans made to customers	(13,954)	(2,586)
Proceeds from sale of other real estate owned	24	---
Capital expenditures	(604)	(770)
Net cash used in investing activities	(21,424)	(13,596)
Cash flows from financing activities:		
Net increase in deposits	29,818	5,335
Net decrease in securities sold under repurchase agreements and fed funds purchased	(4,662)	(3,036)
Proceeds from Federal Home Loan Bank advances	4,000	13,200
Repayments of Federal Home Loan Bank advances	(6,800)	(10,068)
Proceeds from stock option exercises, including excess tax benefits	149	141
Payments of dividends	(1,281)	(1,196)
Net cash provided by financing activities	21,224	4,376
Net increase (decrease) in cash and cash equivalents	3,783	(4,687)
Cash and cash equivalents at beginning of period	9,200	14,992

Cash and cash equivalents at end of period	$ 12,983	$ 10,305
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	$ 2,461	$ 3,071
Income taxes	1,310	---
Schedule of noncash investing activities:		
Transfers from loans to other real estate owned	$ 20	$ 31

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, 2014

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

(*unaudited*)

Note 1: Basis of Presentation

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

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

Note 2: Management s Use of Estimates

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

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

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

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

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

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

Other-Than-Temporary Impairments on Investment Securities**:** One of the significant estimates relating to securities is the evaluation of other-than-temporary impairment. 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 other-than-temporary impairment 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 other-than-temporarily impaired 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 other-than-temporary impairment 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 other-than-temporary impairment 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, 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 other-than-temporary impairment 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, 2014, and December 31, 2013, there was no valuation allowance for deferred tax assets. Deferred tax assets are included in other assets on the consolidated balance sheet.

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

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

Goodwill represents the excess of the purchase price over the fair value of net assets acquired in accordance with the purchase method of accounting for business combinations. Goodwill is not amortized but, instead, is subject to impairment tests on at least an annual basis or more frequently if an event occurs or circumstances change that reduce the fair value of a reporting unit below its carrying amount. The Company completes its annual goodwill impairment test as of December 31 of each year. The impairment testing process is conducted by assigning assets and goodwill to each reporting unit. Currently, the Company s goodwill is evaluated at the entity level as there is only one reporting unit. The Company first assesses certain qualitative factors to determine if it is more likely than not that the fair value of the reporting unit is less than its carrying value. If it is more likely than not that the fair value of the reporting unit is less than the carrying value, then the fair value of each reporting unit is compared to the recorded book value step one. If the fair value of the reporting unit exceeds its carrying value, goodwill is not considered impaired and step two is not considered necessary. If the carrying value of a reporting unit exceeds its fair value, the impairment test continues (step two) by comparing the carrying value of the reporting unit s goodwill to the implied fair value of goodwill. The implied fair value is computed by adjusting all assets and liabilities of the reporting unit to current fair value with the offset adjustment to goodwill. The adjusted goodwill balance is the implied fair value of the goodwill.

An impairment charge is recognized if the carrying fair value of goodwill exceeds the implied fair value of goodwill. At December 31, 2013, there was no indication of impairment that led the Company to believe it needed to perform a two-step test.

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

Note 3: Subsequent Events

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, payable 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 is anticipated to increase to approximately 5,916,435. All previously reported share and per share data included in public filings subsequent to the payment date will be restated 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, 2014, and 2013:

	Three Months Ended March 31,	
	2014	**2013**
Net income available to common shareholders	$ 3,787	$ 3,216
Weighted average common shares outstanding		
Basic	3,941,132	3,923,719
Effect of dilutive employee stock options and awards	27,219	17,653
Diluted	3,968,351	3,941,372
Anti-dilutive options excluded from earnings per share calculation	45,784	38,500

Per Common Share Data:		
Basic earnings per share	$ 0.96	$ 0.82
Diluted earnings per share	$ 0.95	$ 0.82

Note 5: Securities Available For Sale

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

March 31, 2014		**Gross**	**Gross**	
	Amortized	**Unrealized**	**Unrealized**	**Estimated**
Available for Sale:	**Cost**	**Gains**	**Losses**	**Fair Value**
Mortgage-backed securities:				
US Government-sponsored enterprises	$282,743	$4,450	$ 5,672	$281,521
US Government agency	83,545	1,064	1,520	83,089
Private label	4,629	891	11	5,509
Obligations of states and political subdivisions thereof	96,814	1,799	3,905	94,708
Total	$467,731	$8,204	$11,108	$464,827

December 31, 2013	**Amortized**	**Gross**	**Gross**	**Estimated**

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

Securities Maturity Distribution: The following table summarizes the maturity distribution of the amortized cost and estimated fair value of securities available for sale as of March 31, 2014. Actual maturities may differ from the final maturities noted below because issuers may have the right to prepay or call certain securities. In the case of mortgage-backed securities, 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	$ ---	$ ---
Due after one year through five years	3,905	3,999
Due after five years through ten years	19,310	19,943
Due after ten years	444,516	440,885
Total	$467,731	$464,827

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, 2014 and 2013, 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, 2014, the Company held twelve private label MBS (debt securities) with a total amortized cost (i.e. carrying value) of $2,064 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 $535, net of tax, as included in accumulated OCI as of March 31, 2014. For the remaining security, the total OTTI losses included in accumulated OCI amounted to $2, net of tax, as of March 31, 2014. As of March 31, 2014, the total net unrealized gains included in accumulated OCI for securities held where OTTI has been historically recognized in pre-tax earnings amounted to $533, net of tax, compared with net unrealized gains of $488, net of tax, at December 31, 2013.

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

Despite elevated levels of delinquencies, defaults and losses in the underlying residential mortgage loan collateral, given credit enhancements resulting from the structures of the individual securities, the Company currently expects that as of March 31, 2014 it will recover the amortized cost basis of its private label mortgage-backed securities as depicted in the table below and has therefore concluded that such securities were not other-than-temporarily impaired 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 could impact 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, 2014, and 2013.

	2014	**2013**
Estimated credit losses as of prior year-end,	$3,923	$4,365
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	691
Estimated credit losses as of March 31,	$3,413	$3,674

As of March 31, 2014, based on a review of the remaining securities in the securities portfolio, the Company concluded that it expects to recover its amortized cost basis for such securities. This conclusion was based on the issuers continued satisfaction of the securities obligations in accordance with their contractual terms and the expectation that they will continue to do so through the maturity of the security, the expectation that the Company will receive the entire amount of future contractual cash flows, as well as the evaluation of the fundamentals of the issuers financial condition and other objective evidence. Accordingly, the Company concluded that the declines in the values of those securities were temporary and that any additional other-than-temporary impairment charges were not appropriate at March 31, 2014. As of that date, the Company did not intend to sell nor anticipated that it would more-likely-than-not be required to sell any of its impaired securities, that is, where fair value is less than the cost basis of the security.

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

March 31, 2014	Less than 12 months Estimated Fair Value	Number of Investments	Unrealized Losses	12 months or longer Estimated Fair Value	Number of Investments	Unrealized Losses	Total Estimated Fair Value	Number of Investments	Unrea Los
Description of Securities:									
Mortgage-backed securities:									
US Government-sponsored enterprises	$ 95,348	115	$ 2,544	$ 42,445	45	$3,128	$137,793	160	$ 5,6
US Government agency	30,921	43	1,035	11,100	13	485	42,021	56	1,5
Private label	444	4	9	45	2	2	489	6	
Obligations of states and political subdivisions thereof	47,251	105	2,034	15,581	42	1,871	62,832	147	3,9
Total	$173,964	267	$ 5,622	$ 69,171	102	$5,486	$243,135	369	$11,1

December 31, 2013	Less than 12 months Estimated Fair Value	Number of Investments	Unrealized Losses	12 months or longer Estimated Fair Value	Number of Investments	Unrealized Losses	Total Estimated Fair Value	Number of Investments	Unrea Los
Description of Securities:									
Mortgage-backed securities:									
US Government-sponsored enterprises	$111,169	140	$ 4,801	$40,563	40	$3,791	$151,732	180	$ 8,5
US Government agency	36,356	47	1,982	9,156	12	475	45,512	59	2,4
Private label	826	12	61	449	7	17	1,275	19	
Obligations of states and	61,174	135	5,601	8,464	30	1,902	69,638	165	7,5

political subdivisions thereof									
Total	$209,525	334	$12,445	$58,632	89	$ 6,185	$268,157	423	$18,6

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, 2014, the total unrealized losses on these securities amounted to $5,672, compared with $8,592 at December 31, 2013. All of these securities were credit rated AA+ by the major credit rating agencies. Company management believes these securities have minimal credit risk, as these Government-sponsored enterprises play a vital role in the nation s financial markets. Management s analysis indicates that the unrealized losses at March 31, 2014 were attributed to changes in current market yields and pricing spreads for similar securities since the date the underlying securities were purchased, and does not consider these securities to be other-than-temporarily impaired at March 31, 2014.

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Mortgage-backed securities issued by U.S. Government agencies: As of March 31, 2014, the total unrealized losses on these securities amounted to $1,520, compared with $2,457 at December 31, 2013. All of these securities were credit rated AA+ by the major credit rating agencies. Management s analysis indicates that these securities bear little or no credit risk because they are backed by the full faith and credit of the United States. The Company attributes the unrealized losses at March 31, 2014 to changes in current market yields and pricing spreads for similar securities since the date the underlying securities were purchased, and does not consider these securities to be other-than-temporarily impaired at March 31, 2014.

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Private label mortgage-backed securities: As of March 31, 2014, the total unrealized losses on the Bank s private label mortgage-backed securities amounted to $11, compared with $78 at December 31, 2013. The Company attributes the unrealized losses at March 31, 2014 to the current illiquid market for non-agency mortgage-backed securities, a still recovering housing market, risk-related market pricing discounts for non-agency mortgage-backed securities and credit rating downgrades on certain private label mortgage-backed securities 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 other-than-temporary impairment with respect to these securities at March 31, 2014.

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Obligations of states of the U.S. and political subdivisions thereof: As of March 31, 2014, the total unrealized losses on the Bank s municipal securities amounted to $3,905, compared with $7,503 at December 31, 2013. The Bank s municipal securities primarily consist of general obligation bonds and to a lesser extent, revenue bonds. General obligation bonds carry less risk, as they are supported by the full faith, credit and taxing authority of the issuing government and in the cases of school districts, are additionally supported by state aid. Revenue bonds are generally backed by municipal revenue streams generated through user fees or lease payments associated with specific municipal projects that have been financed.

Municipal bonds are frequently supported with insurance, which guarantees that in the event the issuer experiences financial problems, the insurer will step in and assume payment of both principal and interest. Historically, insurance support has strengthened an issuer s underlying credit rating to AAA or AA status. Starting in 2008 and continuing through 2014, many of the insurance companies providing municipal bond insurance experienced financial difficulties and, accordingly, were downgraded by at least one of the major credit rating agencies. Consequently, a portion of the Bank s municipal bond portfolio was downgraded by at least one of the major credit rating agencies. Notwithstanding the credit rating downgrades, at March 31, 2014, the Bank s municipal bond portfolio did not contain any below investment grade securities as reported by major credit rating agencies. In addition, at March 31, 2014, all municipal bond issuers were current on contractually obligated interest and principal payments.

The Company attributes the unrealized losses at March 31, 2014 to changes in current market yields and pricing spreads for similar securities since the date the underlying securities were purchased and, to a lesser extent, changes in credit ratings on certain securities. The Company also attributes the unrealized losses to ongoing media attention and market concerns about the prolonged recovery from the national economic recession and the impact it might have on the future financial stability of municipalities throughout the country. Accordingly, the Company does not consider these municipal securities to be other-than-temporarily impaired at March 31, 2014.

At March 31, 2014, the Company had no intent to sell nor believed it is more-likely-than-not that it would be required to sell any of its impaired securities as identified and discussed immediately above, and therefore did not consider these securities to be other-than-temporarily impaired as of that date.

Securities Gains and Losses: The following table summarizes realized gains and losses and other-than-temporary impairment losses on securities available for sale for the three months ended March 31, 2014 and 2013.

	Proceeds from Sale of Securities	Realized Gains	Realized Losses	Other Than Temporary	Net

	Available for Sale			Impairment Losses	
Three months ended March 31,					
2014	$10,313	$397	$---	$---	$397
2013	$ 5,038	$273	$ 8	$---	$265

Note 6: Loans and Allowance for Loan Losses

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

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

Commercial real estate and commercial business loans are considered impaired when it becomes probable the Bank will not be able to collect all amounts due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status and collateral value. In considering loans for evaluation of impairment, management generally excludes smaller balance, homogeneous loans, residential mortgage loans, home equity loans, and all consumer loans, unless such loans were restructured in a troubled debt restructuring. These loans are collectively evaluated for risk of loss.

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

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

LOAN PORTFOLIO SUMMARY

	March 31, 2014	December 31, 2013
Commercial real estate mortgages	$326,610	$336,542
Commercial and industrial	81,102	73,972
Commercial construction and land development	12,467	18,129
Agricultural and other loans to farmers	28,136	26,929
Total commercial loans	448,315	455,572
Residential real estate mortgages	337,799	317,115
Home equity loans	49,199	49,565
Other consumer loans	13,946	14,523
Total consumer loans	400,944	381,203
Tax exempt loans	17,551	16,355
Net deferred loan costs and fees	(189)	(273)
Total loans	866,621	852,857
Allowance for loan losses	(8,722)	(8,475)
Total loans net of allowance for loan losses	$857,899	$844,382

Loan Origination/Risk Management: The Company has certain lending policies and procedures in place that are designed to maximize loan income within an acceptable level of risk. The Company 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 Company 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 (or five year or less fixed 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 Company 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, 2014, approximately 33.8% 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 profitability, 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. As a result of these additional complexities, variables and risks, commercial and industrial loans generally require more thorough underwriting and servicing than other types of loans.

Construction and Land Development Loans: The Company makes loans to finance the construction of residential and, to a lesser extent, non-residential properties. Construction loans generally are collateralized by first liens on real estate. The Company 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 Company 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 Company is forced to foreclose on a project prior to completion, there is no assurance that the Company will be able to recover the entire unpaid portion of the loan. In addition, the Company 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 Company 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 Company originates first-lien, adjustable-rate and fixed-rate, one-to-four-family residential real estate loans for the construction, purchase or refinancing of residential property. These loans are principally collateralized by owner-occupied properties, and to a lesser extent second homes and vacation properties, and are amortized over 10 to 30 years. From time to time the Company 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 Company 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 Company 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, 2014, and December 31, 2013.

TOTAL NON-PERFORMING LOANS

	March 31, 2014	**December 31, 2013**
Commercial real estate mortgages	$2,056	$2,046
Commercial and industrial loans	1,256	793
Commercial construction and land development	1,714	1,913
Agricultural and other loans to farmers	59	56
Total commercial loans	5,085	4,808
Residential real estate mortgages	3,328	3,227
Home equity loans	650	745
Other consumer loans	92	60
Total consumer loans	4,070	4,032
Total non-accrual loans	9,155	8,840
Accruing loans contractually past due 90 days or more	159	---
Total non-performing loans	$9,314	$8,840
Allowance for loan losses to non-performing loans	93.6%	95.9%
Non-performing loans to total loans	1.07%	1.04%
Allowance to total loans	1.01%	0.99%

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, 2014 and 2013 follows:

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	For the Three Months Ended March 31, 2014			For the Three Months Ended March 31, 2013		
	Number of Loans	**Pre-Modification Outstanding Recorded Investment**	**Post-Modification Outstanding Recorded Investment**	**Number of Loans**	**Pre-Modification Outstanding Recorded Investment**	**Post-Modification Outstanding Recorded Investment**
Commercial and industrial loans	0	$ ---	$ ---	0	$ ---	$ ---
Total commercial loans	0	---	---	0	---	---
Residential real estate mortgages	0	$ ---	$ ---	0	$ ---	$ ---
Home equity loans	0	---	---	1	16	22
Other consumer loans	0	---	---	1	14	14
Total consumer loans	0	---	---	2	30	36
Total	0	$ ---	$ ---	2	$30	$36

The following table shows the Company s post-modification balance of TDRs listed by type of modification for the three months ended March 31, 2014 and 2013:

	March 31, 2014	March 31, 2013
Extended maturity and adjusted interest rate	$---	$36
Temporary payment amount adjustment	---	---
Court ordered concession	---	---
Total	$---	$36

As of March 31, 2014, the Bank had six real estate secured loans, six commercial and industrial loans, and one other consumer loan, to eight relationships totaling $1,435 that were classified as TDRs. At March 31, 2014, seven of these TDRs totaling $405 were classified as non-accrual, and none were past due 30 days or more and still accruing.

During the three months ended March 31, 2014 and 2013, there were no defaults on loans that had been modified as TDRs within the previous twelve months. A default for purposes of this disclosure is a TDR in which the borrower is 90 days or more past due or results in foreclosure and repossession of the applicable collateral.

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

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, 2014, and December 31, 2013. Amounts shown exclude deferred loan origination fees and costs.

March 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	$ 720	$ 189	$1,541	$ 2,450	$324,160	$326,610	$2,056	$---
Commercial and industrial	440	---	1,021	1,461	79,641	81,102	1,256	---
Commercial construction and land development	---	67	1,647	1,714	10,753	12,467	1,714	---
Agricultural and other loans to farmers	79	19	7	105	28,031	28,136	59	---
Residential real estate mortgages	2,125	213	1,927	4,265	333,534	337,799	3,328	158
Home equity	53	36	216	305	48,894	49,199	650	---
Other consumer loans	115	49	57	221	13,725	13,946	92	1
Tax exempt	---	---	---	---	17,551	17,551	---	---
Total	$3,532	$ 573	$6,416	$10,521	$856,289	$866,810	$9,155	$159

December 31, 2013	**30-59 Days Past Due**	**60-89 Days Past Due**	**90 Days or Greater**	**Total Past Due**	**Current**	**Total Loans**	**Non-Accrual**	**>90 Days Past Due and Accruing**
Commercial real estate mortgages	$ 786	$ 361	$ 698	$1,845	$334,697	$336,542	$2,046	$ ---
Commercial and industrial	29	20	456	505	73,467	73,972	793	---
Commercial construction and land development	---	---	1,845	1,845	16,284	18,129	1,913	---
Agricultural and other loans to farmers	22	---	---	22	26,907	26,929	56	---
Residential real estate mortgages	2,170	1,864	1,649	5,683	311,432	317,115	3,227	---
Home equity	67	---	---	67	49,498	49,565	745	---
Other consumer loans	57	80	41	178	14,345	14,523	60	---
Tax exempt	---	---	---	---	16,355	16,355	---	
Total	$3,131	$2,325	$4,689	$10,145	$842,985	$853,130	$8,840	$ ---

Impaired Loans: Impaired loans are all commercial loans for which the Company believes it is probable that it will be unable to collect all amounts due according to the contractual terms of the loan agreement, as well as all loans modified into a TDR, if any. Allowances for losses on impaired loans are determined by the lower of the present value of the expected cash flows related to the loan, using the original contractual interest rate, and its recorded value, or in the case of collateral dependant 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, 2014 and December 31, 2013 follows:

	March 31, 2014			December 31, 2013		
		Unpaid			Unpaid	
	Recorded	Principal	Related	Recorded	Principal	Related
	Investment	Balance	Allowance	Investment	Balance	Allowance
With no related allowance:						
Commercial real estate mortgages	$2,350	$2,424	$---	$1,949	$2,103	$ ---
Commercial and industrial	684	794	---	660	770	---
Commercial construction and land development	1,714	3,639	---	68	68	---
Agricultural and other loans to farmers	59	59	---	56	56	---
Residential real estate loans	441	441	---	442	442	---
Home equity loans	20	20	---	21	21	---
Other consumer	12	12	---	13	13	---
Subtotal	$5,280	$7,389	$---	$3,209	$3,473	$ ---
With an allowance:						
Commercial real estate mortgages	$ 460	$ 460	$ 86	$ 854	$ 854	$100
Commercial and industrial	587	587	459	150	150	150
Commercial construction and land development	---	---	---	1,845	3,770	20
Agricultural and other loans to farmers	---	---	---	---	---	---
Residential real estate loans	---	---	---	---	---	---
Home equity loans	---	---	---	---	---	---
Other consumer	---	---	---	---	---	---
Subtotal	$1,047	$1,047	$545	$2,849	$4,774	$270
Total	$6,327	$8,436	$545	$6,058	$8,247	$270

Details of impaired loans for the three months ended March 31, 2014 and 2013 follows:

	March 31, 2014		March 31, 2013	
	Average		Average	
	Recorded	Interest	Recorded	Interest
	Investment	Recorded	Investment	Recorded
With no related allowance:				
Commercial real estate mortgages	$2,310	$15	$2,245	$17
Commercial and industrial	737	1	917	1
Commercial construction and land development	1,902	---	205	---
Agricultural and other loans to farmers	62	---	582	---
Residential real estate mortgages	471	3	268	2

Home equity loans	21	---	18	1
Other consumer	12	---	2	---
Subtotal	$5,515	$19	$4,237	$21
With an allowance:				
Commercial real estate mortgages	$ 460	$---	$ 239	$---
Commercial and industrial	248	---	---	---
Commercial construction and land development	---	---	2,029	---
Agricultural and other loans to farmers	---	---	---	---
Residential real estate mortgages	---	---	---	---
Home equity loans	---	---	---	---
Other consumer	---	---	---	---
Subtotal	$ 708	$---	$2,268	$---
Total	$6,223	$19	$6,505	$21

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: lack of expertise, inadequate loan agreement, the poor condition of or lack of control over collateral, 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, 2014, and December 31, 2013, by credit quality indicator. Credit quality indicators are reassessed for each applicable commercial loan at least annually, or upon receipt and analysis of the borrower s financial statements, when applicable. Consumer loans, which principally consist of residential mortgage loans, are not rated, but are evaluated for credit quality after origination based on delinquency status (see past due loan aging table above).

March 31, 2014	Commercial real estate mortgages	Commercial and industrial	Commercial construction and land development	Agricultural and other loans to farmers	Total
Pass	$296,783	$67,252	$ 8,935	$27,649	$400,619
Other Assets Especially Mentioned	20,444	10,474	489	180	31,587
Substandard	9,383	3,376	3,043	307	16,109
Doubtful	---	---	---	---	---
Loss	---	---	---	---	---
Total	$326,610	$81,102	$12,467	$28,136	$448,315

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

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

The level of the allowance reflects management s continuing evaluation of industry concentrations, specific credit risks, loan loss experience, current loan portfolio quality, present economic, political and regulatory conditions and unidentified losses inherent in the current loan portfolio. While management utilizes its best judgment and information available, the ultimate adequacy of the allowance is dependent upon a variety of factors beyond the Company s control, including, among other things, the performance of the Company s loan portfolio, the economy, changes in interest rates and the view of the regulatory authorities toward loan classifications.

The Company 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 Company.

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 Company analyzes the loan to determine whether the loan is impaired and, if impaired, the need to specifically allocate a portion of the allowance to the loan. Specific valuation allowances are determined by analyzing the borrower s ability to repay amounts owed, collateral deficiencies, the relative risk grade of the loan and economic conditions affecting the borrower s industry, among other observable considerations.

Historical valuation allowances are calculated based on the historical loss experience of specific types of loans and the internal risk grade of such loans at the time they were charged-off. The Company 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 Company s pools of similar loans include similarly risk-graded groups of commercial real estate loans, commercial and industrial loans, consumer real estate loans and consumer and other loans.

General valuation allowances are based on general economic conditions and other qualitative risk factors both internal and external to the Company. In general, such valuation allowances are determined by evaluating, among other things: (i) the experience, ability and effectiveness of the Bank s lending management and staff; (ii) the effectiveness of the Bank s loan policies, procedures and internal controls; (iii) changes in asset quality; (iv) changes in loan portfolio volume; (v) the composition and concentrations of credit; (vi) the impact of competition on loan structuring and pricing; (vii) the effectiveness of the internal loan review function; (viii) the impact of environmental risks on portfolio risks; and (ix) the impact of rising interest rates on portfolio risk. 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, 2014, and 2013. The tables also provide details regarding the Company 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 Company 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, 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 for impairment	$324,554	$79,846	$10,753	$ 28,077	$ 337,799	$13,946	$49,199	$17,551	$861,725

Three Months Ended March 31, 2013	**Commercial Real Estate**	**Commercial and Industrial**	**Commercial Construction and land development**	**Agricultural**	**Residential Real Estate**	**Consumer**	**Home Equity**	**Tax Exempt**	**Total**
Beginning Balance	$ 4,320	$ 1,026	$ 515	$ 303	$ 1,330	$ 207	$ 255	$ 141	$ 8,097
Charged Off	---	(164)	---	---	(228)	(28)	(9)	---	(429)
Recoveries	---	10	---	1	---	5	18	---	34
Provision	93	139	(175)	33	252	13	---	(2)	353
Ending Balance	$ 4,413	$ 1,011	$ 340	$ 337	$ 1,354	$ 197	$ 264	$ 139	$ 8,055
of which:									
Amount for loans individually evaluated for impairment	$ 75	$ ---	$ 45	$ ---	$ ---	$ ---	$ ---	$ ---	$ 120
Amount for loans collectively evaluated for impairment	$ 4,338	$ 1,011	$ 295	$ 337	$ 1,354	$ 197	$ 264	$ 139	$ 7,935
Loans individually evaluated for impairment	$ 1,633	$ 632	$ 2,029	$ 562	$ ---	$ ---	$ ---	$ ---	$ 4,856
Loans collectively evaluated for impairment	$314,028	$77,411	$13,494	$25,837	$296,017	$18,025	$52,965	$15,111	$812,888

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, 2014, and December 31, 2013, loans to the lodging industry amounted to approximately $115,723 and $114,982, respectively.

Note 7: Reclassifications Out of Accumulated Other Comprehensive Income

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

Details about Accumulated Other Comprehensive Income	Amount Reclassified from Accumulated Other Comprehensive Income	Affected Line Item in the Statement Where Net Income is Presented
Unrealized gains and losses on available-for-sale securities		
	$ 397	Net gain on sales of investments
	(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 benefit (expense)	2	Provision for income taxes
Net of tax	5	Net income
Total reclassification for the period	$ 267	Net income, net of tax

Note 8: 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 table summarizes the net periodic benefit costs for the three months ended March 31, 2014, and 2013:

	Supplemental Executive Retirement Plans	
Three Months Ended March 31,	**2014**	**2013**
Service cost	$16	$ 91
Interest cost	37	30
Net amortization of prior service cost and actuarial (gain)/loss	---	(82)
Actuarial loss on supplemental executive retirement plan, net of tax	7	15
Net periodic benefit cost	$60	$ 54

The Company is expected to recognize $241 of expense for the foregoing plans for the year ended December 31, 2014. The Company is expected to contribute $331 to the foregoing plans in 2014. As of March 31, 2014, the Company had contributed $74.

Note 9: Commitments and Contingent Liabilities

The Company s wholly owned subsidiary, Bar Harbor Bank & Trust (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, 2014, and December 31, 2013:

	March 31, 2014	**December 31, 2013**
Commitments to originate loans	$16,452	$10,269
Unused lines of credit	$94,062	$98,486
Un-advanced portions of construction loans	$21,594	$12,203
Standby letters of credit	$ 265	$ 378

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

Note 10: Goodwill and Other Intangible Assets

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

Core Deposit Intangible Asset: The Company has a finite-lived intangible asset capitalized on its consolidated balance sheet in the form of a core deposit intangible asset related to the Border Trust Company acquisition. The core deposit intangible is being amortized over an estimated useful life of eight and one-half years and is included in other assets on the Company s consolidated balance sheet. At March 31, 2014, and December 31, 2013, the balance of the core deposit intangible asset amounted to $632 and $655, respectively.

	March 31,	**December 31,**
(in thousands)	**2014**	**2013**
Core deposit intangibles:		
Gross carrying amount	$783	$783
Less: accumulated amortization	151	128
Net carrying amount	$632	$655

Amortization expense on the finite-lived intangible assets is expected to total $92 for each year from 2014 through 2020, then $11 for 2021.

Note 11: 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, 2014, and December 31, 2013, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value:

March 31, 2014	**Level 1 Inputs**	**Level 2 Inputs**	**Level 3 Inputs**	**Total Fair Value**
Securities available for sale:				
Mortgage-backed securities:				
US Government-sponsored enterprises	$---	$281,521	$---	$281,521
US Government agencies	$---	$ 83,089	$---	$ 83,089
Private label	$---	$ 5,509	$---	$ 5,509
Obligations of states and political subdivisions thereof	$---	$ 94,708	$---	$ 94,708

December 31, 2013	**Level 1 Inputs**	**Level 2 Inputs**	**Level 3 Inputs**	**Total Fair Value**
Securities available for sale:				
Mortgage-backed securities:				
US Government-sponsored enterprises	$---	$273,632	$---	$273,632
US Government agencies	$---	$ 81,529	$---	$ 81,529
Private label	$---	$ 6,170	$---	$ 6,170
Obligations of states and political subdivisions thereof	$---	$ 88,839	$---	$ 88,839

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

For the Three Months Ended 3/31/14	**Level 1 Inputs**	**Level 2 Inputs**	**Level 3 Inputs**	**Fair Value as of 3/31/14**	**Loss**

Other real estate owned	$ ---	$ ---	$1,621	$1,621	$ ---
Collateral dependent impaired loans	$ ---	$ ---	$2,501	$2,501	$ ---

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

The Company had total collateral dependent impaired loans with carrying values of approximately $2,501 and $2,699 which had specific reserves included in the allowance of $86 and $120, at March 31, 2014 and December 31, 2013, respectively. The Company measures the value of collateral dependent impaired loans using Level 3 inputs. Specifically, the Company uses the appraised value of the collateral, which is then discounted for estimated costs to dispose and other considerations. These discounts generally range from 10% to 30% of appraised value.

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

There were no transfers between levels during the periods presented.

Note 12: Fair Value of Financial Instruments

The Company discloses fair value information about financial instruments for which it is practicable to estimate fair value. Fair value estimates are made as of a specific point in time based on the characteristics of the financial instruments and relevant market information. Where available, quoted market prices are used. In other cases, fair values are based on estimates using present value or other valuation techniques. These techniques involve uncertainties and are significantly affected by the assumptions used and judgments made regarding risk characteristics of various financial instruments, discount rates, estimates of future cash flows, future expected loss experience and other factors. Changes in assumptions could significantly affect these estimates. Derived fair value estimates cannot be substantiated by comparison to independent markets and, in certain cases, could not be realized in an immediate sale of the instrument.

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

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

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

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

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

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

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

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

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

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

March 31, 2014	**Carrying Value**	**Level 1 Inputs**	**Level 2 Inputs**	**Level 3 Inputs**	**Total Fair Value**
Financial Assets:					
Cash and cash equivalents	$ 12,983	$12,983	$ ---	$ ---	$ 12,983
Federal Home Loan Bank stock	18,794	---	18,794	---	18,794
Loans, net	857,899	---	---	859,445	859,445
Interest receivable	5,314	5,314	---	---	5,314
Financial liabilities:					
Deposits (with no stated maturity)	$421,699	$ ---	$421,699	$ ---	$421,699
Time deposits	443,770	---	446,525	---	446,525
Borrowings	401,983	---	403,484	---	403,484
Interest payable	535	535	---	---	535

December 31, 2013	**Carrying Value**	**Level 1 Inputs**	**Level 2 Inputs**	**Level 3 Inputs**	**Total Fair Value**
Financial Assets:					

Cash and cash equivalents	$ 9,200	$ 9,200	$ ---	$ ---	$ 9,200
Federal Home Loan Bank stock	18,370	---	18,370	---	18,370
Loans, net	844,382	---	---	850,190	850,190
Interest receivable	4,788	4,788	---	---	4,788
Financial liabilities:					
Deposits (with no stated maturity)	$440,063	$ ---	$440,063	$ ---	$440,063
Time deposits	395,588	---	398,668	---	398,668
Borrowings	409,445	---	411,298	---	411,298
Interest payable	514	514	---	---	514

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

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

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

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

Use of Non-GAAP Financial Measures: Certain information discussed below is presented on a fully taxable equivalent basis. Specifically, included in interest income in the first quarter of 2014 and 2013 was $990 and $817, 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 $474 and $400 in the first quarter of 2014 and 2013, respectively, which increased net interest income accordingly. The analysis of net interest income tables included in this report on Form 10-Q provide a reconciliation of tax equivalent financial information to the Company's consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles.

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

FORWARD LOOKING STATEMENTS DISCLAIMER

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

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

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

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

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

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

(v) Adverse changes in repayment performance and fair value of underlying residential mortgage loan collateral, that differ from the Company s current estimates, could change the Company s expectations that it will recover the amortized cost of its private label mortgage backed securities portfolio and/or its conclusion that such securities were not other-than temporarily impaired as of the date of this report;

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

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

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

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

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

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

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

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

APPLICATION OF CRITICAL ACCOUNTING POLICIES

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

Management s discussion and analysis of the Company s financial condition and results of operations are based on the Consolidated Financial Statements, which are prepared in accordance with U.S. generally accepted accounting principles. The preparation of such financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. Management evaluates its estimates on an ongoing basis. Management bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis in making judgments about the carrying values of assets that are not readily apparent from other sources. Actual results could differ from the amount derived from management s estimates and assumptions under different assumptions or conditions. Material estimates that are particularly susceptible to significant change in the near-term relate to the determination of the allowance for loan losses, other than temporary impairment on securities, income tax estimates, and the evaluation of intangible assets. The use of these estimates is more fully described in Part I, Item 1, Note 2 of the consolidated financial statements in this quarterly report on Form 10-Q.

SUMMARY FINANCIAL RESULTS

For the three months ended March 31, 2014, the Company reported net income of $3,787, compared with $3,216 in the first quarter of 2013, representing an increase of $571, or 17.8%. The Company s diluted earnings per share amounted to $0.95 for the quarter compared with $0.82 in the first quarter of 2013, representing an increase of $0.13, or 15.9%.

The Company s annualized return on average shareholders equity (ROE) amounted to 12.06% for the quarter, compared with 10.14% in the first quarter of 2013. The Company s first quarter return on average assets (ROA) amounted to 1.11%, compared with 1.00% in the first quarter of 2013.

As more fully enumerated in the following management discussion and analysis, the Company s first quarter operating results were highlighted by a $1,344 or 13.9% increase in net interest income and a nineteen basis point improvement in the net interest margin, compared with the first quarter of 2013. The Company continued to focus on the management of its operating expenses, posting a first quarter efficiency ratio of 53.6%.

Led by growth in the loan and securities portfolios, total assets ended the quarter at $1,404,083, representing an increase of $30,190, or 2.2%, compared with December 31, 2013. Total loans ended the quarter at $866,621, representing an increase of $13,764, or 1.6%, compared with December 31, 2013. The credit quality of the loan portfolio remained relatively stable during the first quarter. While total non-performing loans were up moderately from December 31, 2013, delinquent loans and other potential problem loans posted meaningful declines. Similarly, the Company s first quarter net loan charge-offs were down $185 thousand, or 46.8%, compared with the first quarter of 2013.

RESULTS OF OPERATIONS

Net Interest Income

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

Total Net Interest Income: For the three months ended March 31, 2014, net interest income on a tax equivalent basis amounted to $11,033, compared with $9,689 in the first quarter of 2013, representing an increase of $1,344, or 13.9%. The increase in first quarter 2014 tax-equivalent net interest income compared with the first quarter of 2013 was attributed to average earning asset growth of $92,232 or 7.4%, combined with a nineteen basis point improvement in the net interest margin.

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

Net Interest Income Analysis: The following tables summarize the Company s average balance sheets and components of net interest income, including a reconciliation of tax equivalent adjustments, for the three months ended March 31, 2014, and 2013:

AVERAGE BALANCE SHEET AND

ANALYSIS OF NET INTEREST INCOME

THREE MONTHS ENDED

MARCH 31, 2014 AND 2013

	2014			**2013**		
	Average Balance	**Interest**	**Weighted Average Rate**	**Average Balance**	**Interest**	**Weighted Average Rate**
Interest Earning Assets:						
Loans (1,3)	$ 851,281	$ 9,123	**4.35%**	$ 815,755	$ 9,239	**4.59%**
Securities (2,3)	467,812	4,323	**3.75%**	411,677	3,504	**3.45%**
Federal Home Loan Bank stock	18,733	69	**1.49%**	18,161	22	**0.49%**
Fed funds sold, money market funds, and time deposits with other banks	---	---	**0.00%**	1	---	**0.00%**
Total Earning Assets	1,337,826	13,515	**4.10%**	1,245,594	12,765	**4.16%**
Non-Interest Earning Assets:						
Cash and due from banks	3,734			3,640		
Allowance for loan losses	(8,611)			(8,280)		

Other assets (2)	48,721			58,836		
Total Assets	$1,381,670			$1,299,790		
Interest Bearing Liabilities:						
Deposits	$ 802,830	$ 1,437	**0.73%**	$ 716,222	$ 1,702	**0.96%**
Borrowings	376,873	1,045	**1.12%**	382,710	1,374	**1.46%**
Total Interest Bearing Liabilities	1,179,703	2,482	**0.85%**	1,098,932	3,076	**1.14%**
Rate Spread			**3.25%**			**3.02%**
Non-Interest Bearing Liabilities:						
Demand and other non-interest bearing deposits	67,751			66,702		
Other liabilities	6,872			5,586		
Total Liabilities	1,254,326			1,171,220		
Shareholders' equity	127,344			128,570		
Total Liabilities and Shareholders' Equity	$1,381,670			$ 1,299,790		
Net interest income and net interest margin (3)		11,033	**3.34%**		9,689	**3.15%**
Less: Tax Equivalent adjustment		(474)			(400)	
Net Interest Income		$10,559	**3.20%**		$ 9,289	**3.02%**

(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, reported on a tax equivalent basi *s calculated using a tax rate of 34%.*

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, 2014, the tax equivalent net interest margin amounted to 3.34%, compared with 3.15% in the first quarter of 2013, representing an increase of nineteen basis points. The increase in the net interest margin was principally attributed to the weighted average cost of interest bearing liabilities, which declined faster and to a greater extent than the Bank s weighted average earning asset yields. Specifically, the weighted average cost of interest bearing liabilities declined twenty-nine basis points to 0.85%, while the weighted average yield on earning assets declined 6 basis points to 4.10%, compared with the first quarter of 2013.

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	**2014**	**2013**				**2012**		
Quarter:	**1**	**4**	**3**	**2**	**1**	**4**	**3**	**2**
Interest Earning Assets:								
Loans (1,3)	4.35%	4.33%	4.39%	4.55%	4.59%	4.71%	4.72%	4.64%
Securities (2,3)	3.75%	3.61%	3.33%	3.25%	3.45%	3.72%	3.72%	3.96%
Federal Home Loan Bank stock	1.49%	0.37%	0.39%	0.27%	0.49%	0.50%	0.49%	0.49%
Fed Funds sold, money market funds, and time deposits with other banks	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Total Earning Assets	4.10%	4.03%	3.97%	4.06%	4.16%	4.32%	4.32%	4.35%
Interest Bearing Liabilities:								
Deposits	0.73%	0.82%	0.82%	0.86%	0.96%	1.05%	1.07%	1.13%
Borrowings	1.12%	1.15%	1.27%	1.50%	1.46%	1.63%	1.72%	1.69%
Total Interest Bearing Liabilities	0.85%	0.93%	0.97%	1.06%	1.14%	1.24%	1.28%	1.33%
Rate Spread	3.25%	3.10%	3.00%	3.00%	3.02%	3.08%	3.04%	3.02%
Net Interest Margin (3)	3.34%	3.21%	3.12%	3.12%	3.15%	3.23%	3.20%	3.17%
Net Interest Margin without Tax Equivalent Adjustments	3.20%	3.07%	2.98%	2.99%	3.02%	3.08%	3.06%	3.04%

(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, reported on a tax equivalent basis calculated using a tax rate of 34%.

For the three months ended March 31, 2014, the weighted average yield on average earning assets amounted to 4.10%, compared with 4.16% in the first quarter of 2013, representing a decline of six basis points. As more fully discussed below, this decline was entirely attributed to declining yields on the Bank s loan portfolio, as securities yields increased thirty basis points compared with the first quarter of 2013.

For the three months ended March 31, 2014, the weighted average cost of interest bearing liabilities amounted to 0.85%, compared with 1.14% for the first quarter of 2013, representing a decline of twenty-nine basis points. As more fully discussed below, this decline principally reflected the ongoing re-pricing of maturing time deposits and borrowings at historically low interest rates.

Interest and Dividend Income: For the three months ended March 31, 2014, total interest and dividend income on a tax-equivalent basis amounted to $13,515, compared with $12,765 in the first quarter of 2013, representing an increase of $750, or 5.9%. The increase in interest and dividend income was principally attributed to average earning asset growth of $92,232, or 7.4%, partially offset by a six basis point decline in the weighted average earning asset yield to 4.10%.

For the three months ended March 31, 2014, total tax-equivalent interest income from the securities portfolio amounted to $4,323, representing an increase of $819, or 23.4%, compared with the first quarter of 2013. The increase in interest income from securities was principally attributed to a $56,135 or 13.6% increase in total average securities, combined with a thirty basis point increase in the weighted average securities portfolio yield to 3.75%, compared with the first quarter of 2013. The increase in the weighted average securities yield was attributed to increases in long-term interest rates, which largely occurred during the second half of 2013. The higher long-term interest rates resulted in a slowing of securitized loan refinancing activity (prepayment speeds) on the Bank s mortgage-backed securities portfolio, causing significantly less amortization of purchase premiums.

For the three months ended March 31, 2014, total tax-equivalent interest income from the loan portfolio amounted to $9,123, representing a decline of $116, or 1.3%, compared with the first quarter of 2013. While the average loan portfolio increased $35,526 or 4.4%, the impact of this increase was entirely offset by a twenty-four basis point decline in the weighted average loan portfolio yield to 4.35%, compared with the first quarter of 2013. The decline in the weighted average loan yield principally reflected the origination and competitive re-pricing of certain commercial loans, as well as residential mortgage loan origination and refinancing activity during a period of historically low interest rates.

As depicted on the rate/volume analysis table below, comparing the first quarter of 2014 with the same quarter in 2013, the impact of the lower weighted average earning asset yield contributed $132 to the decline in total tax-equivalent interest income, which was largely offset by $882 attributed to the increased volume of total average earning assets.

Interest Expense: For the three months ended March 31, 2014, total interest expense amounted to $2,482, compared with $3,076 in the first quarter of 2013, representing a decline of $594, or 19.3%. The decline in interest expense was principally attributed to a 29 basis point decline in the weighted average cost of interest bearing liabilities, the impact of which was largely offset by an $80,771 or 7.3% increase in total average interest bearing liabilities, compared with the first quarter of 2013.

The decline in the first quarter weighted average cost of interest bearing liabilities compared with the same quarter in 2013 was principally attributed to prevailing, historically low short-term and long-term market interest rates, with maturing time deposits and borrowings being added or replaced at a lower cost and other interest bearing deposits re-pricing into the lower interest rate environment. For the three months ended March 31, 2014, the total weighted average cost of interest bearing liabilities amounted to 0.85%, compared with 1.14% for the same quarter in 2013, representing a decline of 29 basis points. The weighted average cost of interest bearing deposits declined 23 basis points to 0.73%, compared with the first quarter of 2013, while the weighted average cost of borrowed funds declined 34 basis points to 1.12%.

As depicted on the rate/volume analysis table below, comparing the first quarter of 2014 with the same quarter in 2013, the impact of the lower weighted average rate paid on interest bearing liabilities contributed $779 to the decline in interest expense, offset in part by $185 attributed to the increased volume of interest bearing liabilities.

Rate/Volume Analysis: The following table sets 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, 2014 and 2013

INCREASES (DECREASES) DUE TO:

	Average Volume	**Average Rate**	**Total Change**
Loans (1,3)	$403	$(519)	$ (116)
Securities (2,3)	478	341	819
Federal Home Loan Bank stock	1	46	47
TOTAL EARNING ASSETS	**$882**	**$(132)**	**$ 750**
Interest bearing deposits	206	(471)	(265)
Borrowings	(21)	(308)	(329)
TOTAL INTEREST BEARING LIABILITIES	**$185**	**$(779)**	**$ (594)**
NET CHANGE IN NET INTEREST INCOME	**$697**	**$ 647**	**$1,344**

(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 calculated using a tax rate of 34%.

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, 2014. While non-performing loans increased $474 or 5.4%, other delinquent and potential problem loans declined $1,527, or 10.0%, compared with December 31, 2013.

During the three months ended March 31, 2014, the Bank experienced a relatively low level of loan loss experience, with total net loan charge-offs amounting to $210, or annualized net charge-offs to average loans outstanding of 0.10%, compared with $395 and 0.19%, respectively, during the first quarter of 2013.

For the three months ended March 31, 2014, the Bank recorded a provision of $457, compared with $353 for the first quarter of 2013, representing an increase of $104, or 29.5%. This increase was largely attributed to one particular non-performing loan.

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, 2014, total non-interest income amounted to $2,116, compared with $1,950 in the first quarter of 2013, representing an increase of $166, or 8.5%.

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, 2014, trust and other financial service fees amounted to $972, compared with $906 in the first quarter of 2013, representing an increase of $66, or 7.3%. This increase was attributed to higher levels of revenue from retail brokerage activities, as well as increases in the fair value of assets under management. Reflecting some volatility in the equity markets, quarter-end assets under management stood at $381,689, down from $387,633 at year-end 2013, but representing an increase of $11,809 or 3.2% compared with March 31, 2013.

Service Charges on Deposit Accounts: Service charges on deposits are largely derived from customer overdraft fees. For the three months ended March 31, 2014, income from service charges on deposit accounts amounted to $259, compared with $295 in the first quarter of 2013, representing a decline of $36, or 12.2%. The Bank has not been aggressive in selling its fee based overdraft products as a cautionary measure in light of continued regulatory pressure on the banking industry including the Consumer Financial Protection Bureau, which was established by the Wall Street Reform and Consumer Protection Act (the Dodd Frank Act).

Credit and Debit Card Service Charges and Fees: For the three months ended March 31, 2014, income generated from credit and debit card service charges and fees amounted to $344, compared with $336 in the first quarter of 2013, representing an increase of $8, or 2.4%. This increase was largely attributed to continued growth of the Bank s retail deposit base, higher levels of merchant credit card processing volumes, and continued success with a program that offers rewards for certain debit card transactions.

Included in prior period credit and debit card income, were quarterly payments of $48 received from the Bank s merchant payment processing provider pursuant to a 2008 Referral and Sales Agreement, at which time the Bank sold its merchant credit card processing portfolio. This agreement expired in the fourth quarter of 2013.

Net Securities Gains: For the three months ended March 31, 2014, total net securities gains amounted to $397, compared with $265 in the first quarter of 2013, representing an increase of $132, or 49.8%. The net realized securities gains recorded during the first quarter of 2014 did not include any realized losses. The net realized securities gains recorded during the first quarter of 2013 were comprised of realized gains of $273, offset by realized losses of $8.

Non-interest Expense

For the three months ended March 31, 2014, total non-interest expense amounted to $6,846, compared with $6,307 for the same period in 2013, representing an increase of $539, or 8.5%.

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, 2014, total salaries and employee benefits expense amounted to $3,916, compared with $3,607 for the first quarter of 2013, representing an increase of $309, or 8.6%.

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

Occupancy Expense: For the three months ended March 31, 2014, total occupancy expense amounted to $564, compared with $484 for the first quarter of 2013, representing an increase of $80, or 16.5%. This increase was largely attributed to higher levels of ground maintenance (i.e. snowplowing) and utilities expense.

Other Operating Expenses: For the three months ended March 31, 2014, total other operating expenses amounted to $1,566, compared with $1,414 for the first quarter of 2013, representing an increase of $152, or 10.7%. This increase was principally attributed to higher levels of loan collection and other real estate owned expenses.

Efficiency Ratio

The Company s efficiency ratio measures the relationship of operating expenses to revenues. The efficiency ratio is calculated by dividing non-interest operating expenses by the sum of tax-equivalent net interest income and non-interest income other than net securities gains, other-than-temporary impairments, and other significant non-recurring expenses. For the three months ended March 31, 2014, the Company s efficiency ratio amounted to 53.6%, compared with 55.3% for the first quarter of 2013.

Income Taxes

For the three months ended March 31, 2014, total income taxes amounted to $1,585, compared with $1,363 for the first quarter of 2013.

The Company's effective tax rate for the three months ended March 31, 2014 amounted to 29.5%, compared with 29.8% for the first quarter of 2013. The income tax provisions for these periods were less than the expense that would result from applying the federal statutory rate of 35% to income before income taxes, principally because of the impact of tax exempt interest income on certain investment securities, loans and bank owned life insurance. Fluctuations in the Company s effective tax rate are generally attributed to changes in the relationship between non-taxable income and non-deductible expense, and income before income taxes, during any given reporting period.

FINANCIAL CONDITION

Total Assets

The Company s assets principally consist of loans and securities, which at March 31, 2014, represented 61.7% and 33.1%, respectively, of total assets, compared with 62.1% and 32.8%, respectively, at December 31, 2013.

At March 31, 2014, the Company s total assets amounted to $1,404,083, compared with $1,373,893 at December 31, 2013, representing an increase of $30,190, or 2.2%.

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, and debt obligations of other U.S. Government sponsored enterprises.

Management considers securities as a relatively attractive means to effectively leverage the Bank s strong capital position, as securities are typically assigned a significantly lower risk weighting 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, 2014, and December 31, 2013. Securities available for sale are reported at their fair value with unrealized gains or losses, net of taxes, excluded from earnings but shown separately as a component of shareholders equity. At March 31, 2014, total net unrealized securities losses amounted to $2,904, or 0.06% of the amortized cost of the total securities portfolio, compared with net unrealized losses of losses of $11,465 at December 31, 2013. The unrealized losses were attributed to market interest rates and wider pricing spreads, which increased significantly beginning in late in the second quarter of 2013. The yield on the 10-year U.S. Treasury Note reached a year-to-date low of 1.61% on May 1, 2013 and then increased steadily to 3.03% by year end 2013. The decline in unrealized losses from December 31, 2013 was attributed to a moderate decline in long-term interest rates during the first quarter of 2014, combined with tighter pricing spreads.

Total Securities: At March 31, 2014, total securities amounted to $464,827, compared with $450,170 at December 31, 2013, representing an increase of $14,657, or 3.3%. The securities purchased during the first quarter of 2014 consisted of MBS issued and guaranteed by U.S. Government age