

Board of Governors of the Federal Reserve System

APR 14 2014



Annual Report of Holding Companies—FR Y-6 Supervision, Regulation and Credit Department

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

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

12/31/13
 Month / Day / Year

I, Curtis G. Simard

Name of the Holding Company Director and Official

President and Chief Executive Officer

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Reporter's Name, Street, and Mailing Address

Bar Harbor Bankshares

Legal Title of Holding Company

P.O. Box 400

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

Bar Harbor, Maine

04609

City

State

Zip Code

82 Main Street, Bar Harbor, ME 04609

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Lester Porter

Asst. Controller

Name

Title

207-669-6858

Area Code / Phone Number / Extension

207-430-4400

Area Code / FAX Number

lporter@bhbt.com

E-mail Address

Curtis G. Simard

Signature of Holding Company Director and Official

March 26 2014

Date of Signature

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

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

For holding companies not registered with the SEC—
 Indicate status of Annual Report to Shareholders:

is included with the FR Y-6 report

will be sent under separate cover

is not prepared

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. 1115385

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

BAR HARBOR BANKSHARES
 Legal Title of Subsidiary Holding Company

P.O. BOX 400
 (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

BAR HARBOR, MAINE 04609
 City State Zip Code

82 MAIN STREET, BAR HARBOR, ME
 Physical location (if different from mailing address) **04609**

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

BAR HARBOR BANK & TRUST
 Legal Title of Subsidiary Holding Company

P.O. BOX 400
 (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

BAR HARBOR, MAINE 04609
 City State Zip Code

82 MAIN STREET, BAR HARBOR, ME
 Physical location (if different from mailing address) **04609**

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

BAR HARBOR TRUST SERVICES
 Legal Title of Subsidiary Holding Company

P.O. BOX 1100
 (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

ELLSWORTH, MAINE 04605
 City State Zip Code

135 HIGH STREET, ELLSWORTH, ME
 Physical location (if different from mailing address) **04605**

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

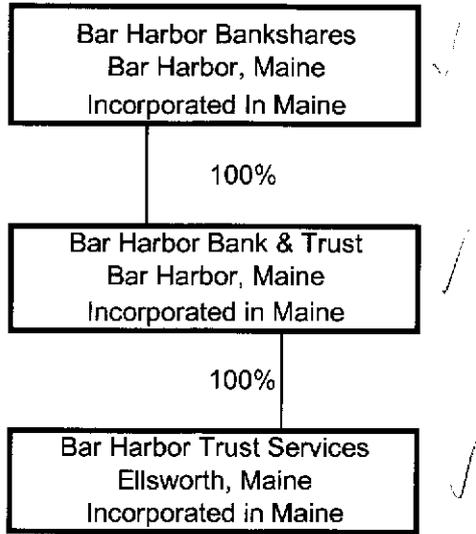
Physical location (if different from mailing address)

Form FR Y-6

Bar Harbor Bankshares, Inc.
Bar Harbor, Maine 04609
Fiscal Year Ending December 31, 2013

- 1: a) The BHC is required to prepare form 10K with the SEC.
- 1: b) The BHC does prepare an annual report for its shareholders.

2: Organizational Chart



FORM FR Y-6
 Bar Harbor Bankshares
 Fiscal Year ending December 31, 2013

12/31/2013
 3,939,075

Name and Address	Principal Occupation other than Holding Co.	Title and Position with Bank Holding Co.	Title and Position with Subsidiaries Sub-Names	Title and Position with other Business	Percentage of Voting shares	Percentage of Voting shares (Subs)	Companies with 25% Ownership	Direct Shares Owned
<u>5% Owners</u>								
<u>Common Shares</u>								
NONE								
<u>Less than 5% Owners</u>								
<u>Common Shares</u>								
<u>Directors</u>								
Carter, Robert Machias, ME	Retired	Director	Director/BHBT	Owner Carter Enterprises	0.0984%	0	0	3,878
Colwell, Thomas Deer Isle, ME	Retired	Director	Director/BHBT	Retired	0.1551%	0	0	6,111
Dodge, Peter Blue Hill, ME	Company President	Chairman of the Board	Chairman of the Board/BHBT	President Merle Grindle Insurance	0.1711%	0	0	6,738
Dudman, Martha Northeast Harbor, ME	Consultant and Author	Director	Director/BHBT	Fundraising Consultant and Author	0.1091%	0	0	4,296
Fernald, Lauri Mt. Desert, ME	Business Owner	Director	Director/BHBT	Owner Fernald Funeral Homes	0.0661%	0	0	2,603
Hannah, Gregg Surry, ME	Retired	Director	Director/BHBT	Retired	0.0375%	0	0	1,478
Lewis, Clyde Sullivan, ME	Retired	Director	Director/BHBT	Retired	0.1261%	0	0	4,966
Murphy, Joseph Mt. Desert, ME	Retired	Director	Director/BHBT	Retired	1.6055%	0	0	63,240
Phillips, Robert Sullivan, ME	Retired	Director	Director/BHBT	Retired	0.0680%	0	0	2,678
Simard, Curtis C. Mt. Desert, ME	President and CEO	Director from June 2013 President and CEO from August 2013	Director from June 2013 President and CEO from June 2013	N/A	0.0178%			700
Shea, Constance Mt. Desert, ME	Real Estate Broker	Director	Director/BHBT	Real Estate Broker	0.0694%	0	0	2,734
Smith, Kenneth Bar Harbor, ME	Business Owner	Director	Director/BHBT	Manor House Inn	0.0771%	0	0	3,038
Toothaker, Scott Ellsworth, ME	Vice President and CPA	Director	Director/BHBT	Melanson & Heath	0.0870%	0	0	3,428
Woodside, David Bar Harbor, ME	Company President	Director	Director/BHBT	Acadia Corporation	0.0561%	0	0	2,211

<u>Name and Address</u>	<u>Principal Occupation other than Holding Co.</u>	<u>Title and Position with Bank Holding Co.</u>	<u>Title and Position with Subsidiaries Sub-Names</u>	<u>Title and Position with other Business</u>	<u>Percentage of Voting shares</u>	<u>Percentage of Voting shares (Subs)</u>	<u>Companies with 25% Ownership</u>	<u>Direct Shares Owned</u>
<u>Named Executive Officers</u>								
Murphy, Joseph Mt. Desert, ME		Director President and CEO thru August 2013	Director President and CEO thru June 2013	N/A	above			above
Simard, Curtis C. Mt. Desert, ME		Director from June 2013 President and CEO from August 2013	Director from June 2013 President and CEO from June 2013	N/A	above			above
Gerald Shencavitz Mt. Desert, ME	Company EVP/CFO	EVP/CFO	EVP,CFO, Treasurer and COO	N/A	0.1145%	0	0	4,511
Michael Bonsey Bar Harbor, ME	EVP Bar Harbor Bank & Trust	N/A	EVP Bar Harbor Bank & Trust	N/A	0.2112%	0	0	8,321
Gregory Dalton Mt. Desert, ME	EVP Bar Harbor Bank & Trust	N/A	EVP Bar Harbor Bank & Trust	Part owner Bar Harbor Jam	0.0915%	0	0	3,605
Stephen Leackfeldt Harrington, ME	EVP Bar Harbor Bank & Trust	N/A	EVP Bar Harbor Bank & Trust	Owner State Cinemas	0.0128%	0	0	505

