

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

MAR 26 2014
SUPERVISION, REGULATION
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.

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.

I, Gregory A. Dufour

Name of the Holding Company Director and Official

President and CEO

Title of the Holding Company Director and Official

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

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

Signature of Holding Company Director and Official

Date of Signature

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 1130249
C.I. _____

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.

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Camden National Corporation

Legal Title of Holding Company

2 Elm Street

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

Camden

ME

04843

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Michael R. Archer

VP, Controller

Name

Title

207-230-2058

Area Code / Phone Number / Extension

207-230-5346

Area Code / FAX Number

marcher@camdennational.com

E-mail Address

www.camdennational.com

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

2nd review done 7-9-14
leg Epm

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.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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Legal Title of Subsidiary Holding Company

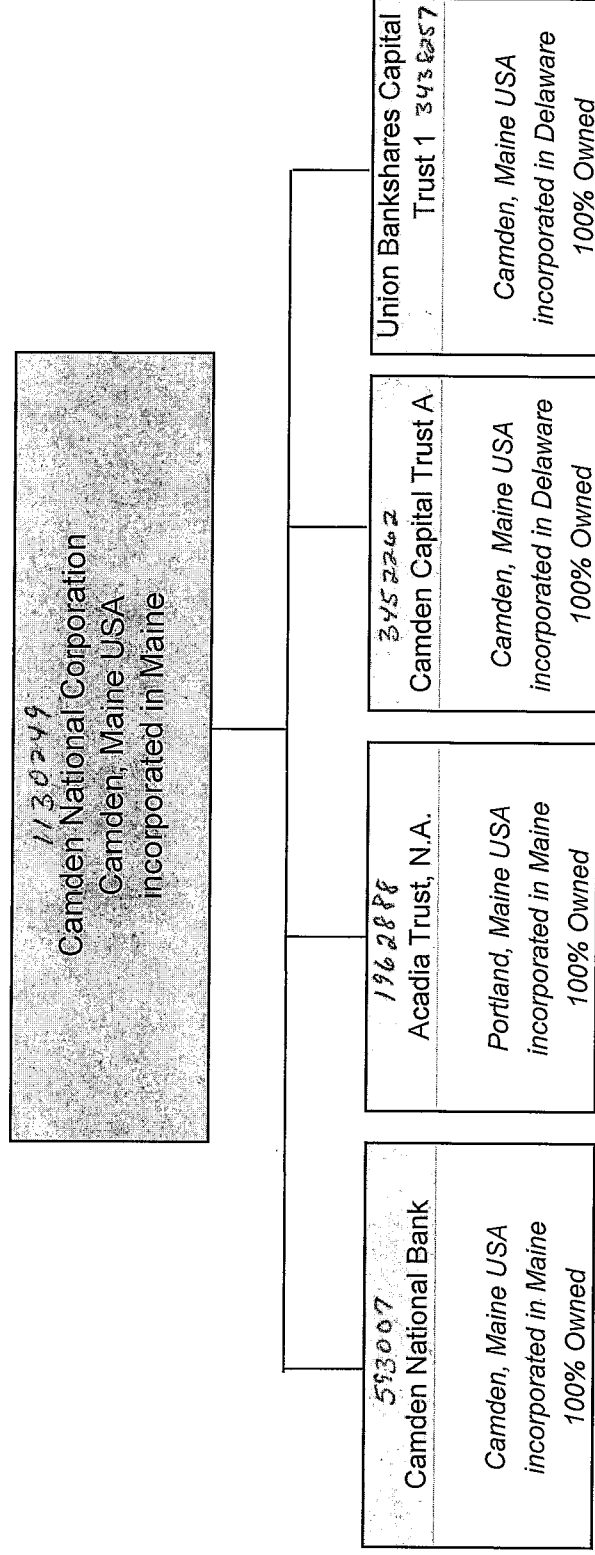
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

FR Y-6 Report
FYE 12/31/13
Camden National Corporation
Camden, Maine

Report Item 2a: Organization Chart



FR Y-6 Report
FYE 12/31/13
Camden National Corporation
Camden, Maine

Report Item 1: Annual Report to Shareholders

SEC registrant (not required)

FR Y-6 Report
FYE 12/31/13
Camden National Corporation
Camden, Maine

Report Item 2b: Domestic Branch Listing

Submitted via e-mail on 2/11/14

Results: A list of branches for your depository institution: CAMDEN NATIONAL BANK (ID: RSSD: 593007). This depository institution is held by CAMDEN NATIONAL CORPORATION (1130249) of CAMDEN, ME. The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Actions

OK: If the branch information is correct, enter 'OK' in the Data Action column.

Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.

Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.

Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.

Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add. The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
		Full Service	593007	CAMDEN NATIONAL BANK	2 ELM STREET	CAMDEN	ME	04813	KNOX	UNITED STATES	Not Required	2790	CAMDEN NATIONAL BANK	593007	
		Full Service	321406	COURT STREET OFFICE	178 COURT STR	AUBURN	ME	04210	ANDROSCOGGIN	UNITED STATES	Not Required		CAMDEN NATIONAL BANK	593007	
		Full Service	411709	AUGUSTA CIVIC CENTER BRANCH	127 COMMUNITY DRIVE, SUITE 101	AUGUSTA	ME	04330	KENNEBEC	UNITED STATES	Not Required		CAMDEN NATIONAL BANK	593007	
		Full Service	552808	AUGUSTA MAIN BRANCH	21 ARMORY STREET	AUGUSTA	ME	04330	KENNEBEC	UNITED STATES	Not Required		CAMDEN NATIONAL BANK	593007	
		Full Service	553300	BANGOR STREET BRANCH	38 BANGOR STREET	AUGUSTA	ME	04330	KENNEBEC	UNITED STATES	Not Required		CAMDEN NATIONAL BANK	593007	
		Full Service	103509	BANGOR MALL BRANCH	109 BANGOR MALL BLD	BANGOR	ME	04403	PENOBSCOT	UNITED STATES	Not Required		CAMDEN NATIONAL BANK	593007	
		Full Service	257000	EXCHANGE STREET BRANCH	80 EXCHANGE STREET	BANGOR	ME	04403	PENOBSCOT	UNITED STATES	15444		CAMDEN NATIONAL BANK	593007	
		Full Service	424905	UNION STREET BRANCH	117E UNION STREET	BANGOR	ME	04403	PENOBSCOT	UNITED STATES	Not Required		CAMDEN NATIONAL BANK	593007	
		Full Service	2594231	BAR HARBOR BRANCH	43 COTTAGE STREET	BANGOR	ME	04609	HANCOCK	UNITED STATES	180753		CAMDEN NATIONAL BANK	593007	
		Full Service	2943697	BELEAST BRANCH	17 BELMONT AVENUE	BELEAST	ME	04915	WALDO	UNITED STATES	278900		CAMDEN NATIONAL BANK	593007	
		Full Service	558408	BELEAST OFFICE	156 MAIN STREET	BELEAST	ME	04915	WALDO	UNITED STATES	248814		CAMDEN NATIONAL BANK	593007	
		Full Service	280802	BINGHAM OFFICE	512 MAIN STREET	BINGHAM	ME	04920	SOMERSET	UNITED STATES	229544		CAMDEN NATIONAL BANK	593007	
		Full Service	533002	BLUE HILL BRANCH	9 TENNEY HILL	BLUE HILL	ME	04614	HANCOCK	UNITED STATES	180748		CAMDEN NATIONAL BANK	593007	
		Full Service	436805	PARKWAY SOUTH BRANCH	15 PARKWAY SOUTH	BREWSTER	ME	04412	PENOBSCOT	UNITED STATES	Not Required		CAMDEN NATIONAL BANK	593007	
		Full Service	594602	BUCKSPORT OFFICE	90 MAIN STREET	BUCKSPORT	ME	04416	HANCOCK	UNITED STATES	232386		CAMDEN NATIONAL BANK	593007	
		Full Service	437307	CAMDEN SQUARE OFFICE	14 ELM STREET, CAMDEN SQUARE	CAMDEN	ME	04813	KNOX	UNITED STATES	202448		CAMDEN NATIONAL BANK	593007	
		Full Service	1860331	CASTINE VILLAGE BRANCH	SHOPPING PLAZA	CASTINE	ME	04421	HANCOCK	UNITED STATES	180751		CAMDEN NATIONAL BANK	593007	
		Full Service	493200	CORINTH OFFICE	317 MAIN STREET	CORINTH	ME	04427	PENOBSCOT	UNITED STATES	202435		CAMDEN NATIONAL BANK	593007	
		Full Service	1462164	DAMARISCOTTA OFFICE	4 COASTAL MARKET PLACE, OLD BUSINESS ROUTE 1	DAMARISCOTTA	ME	04543	LINCOLN	UNITED STATES	202594		CAMDEN NATIONAL BANK	593007	
		Full Service	494104	DOVER-FOXCRIFT OFFICE	1083 WEST MAIN STREET	DOVER-FOXCRIFT	ME	04426	PISCATAQUIS	UNITED STATES	180715		CAMDEN NATIONAL BANK	593007	
		Full Service	440709	ELLSWORTH BRANCH	3 MYRICK STREET	ELLSWORTH	ME	04605	HANCOCK	UNITED STATES	180744		CAMDEN NATIONAL BANK	593007	
		Full Service	563907	UNION TRUST COMPANY MAIN OFFICE	66 MAIN STREET	ELLSWORTH	ME	04605	HANCOCK	UNITED STATES	4		CAMDEN NATIONAL BANK	593007	
		Full Service	2029920	GARDNER BRANCH	192 WATER STREET, BOX 892	GARDNER	ME	04345	KENNEBEC	UNITED STATES	Not Required		CAMDEN NATIONAL BANK	593007	
		Full Service	244206	GREENVILLE OFFICE	20 LILLY BAY ROAD	GREENVILLE	ME	04441	PISCATAQUIS	UNITED STATES	248802		CAMDEN NATIONAL BANK	593007	
		Full Service	1215242	HAMPDEN OFFICE	58 MAIN ROAD NORTH	HAMPDEN	ME	04444	PENOBSCOT	UNITED STATES	253698		CAMDEN NATIONAL BANK	593007	
		Full Service	1459721	HERMON OFFICE	2530 RTE 2, HERMAN CORNER	HERMON	ME	04402	PENOBSCOT	UNITED STATES	253700		CAMDEN NATIONAL BANK	593007	
		Full Service	441201	JONESPORT BRANCH	51 MAIN STREET	JONESPORT	ME	04649	WASHINGTON	UNITED STATES	180747		CAMDEN NATIONAL BANK	593007	
		Full Service	3279919	KENNEBUNK OFFICE	108 LAFAYETTE CENTER, LAFAYETTE CENTER	KENNEBUNK	ME	04043	YORK	UNITED STATES	419577		CAMDEN NATIONAL BANK	593007	
		Full Service	3566767	SOUTH AVENUE BRANCH	993 LISBON STREET	LEWISTON	ME	04240	ANDROSCOGGIN	UNITED STATES	Not Required		CAMDEN NATIONAL BANK	593007	
		Full Service	506409	MADISON OFFICE	53 MAIN STREET	MADISON	ME	04950	SOMERSET	UNITED STATES	276049		CAMDEN NATIONAL BANK	593007	
		Full Service	532800	MILBRIDGE AGENCY BRANCH	29 MAIN STREET	MILBRIDGE	ME	04658	WASHINGTON	UNITED STATES	180745		CAMDEN NATIONAL BANK	593007	
		Full Service	463708	MILLO OFFICE	53 MAIN STREET	MILLO	ME	04463	PISCATAQUIS	UNITED STATES	180720		CAMDEN NATIONAL BANK	593007	
		Full Service	227508	TOWN HILL BRANCH	1316 STATE HIGHWAY 102	MOUNT DESERT	ME	04660	HANCOCK	UNITED STATES	180750		CAMDEN NATIONAL BANK	593007	
		Full Service	517106	NEWPORT BRANCH	79 MAIN STREET	NEWPORT	ME	04953	PENOBSCOT	UNITED STATES	Not Required		CAMDEN NATIONAL BANK	593007	
		Full Service	1902772	OLD TOWN BRANCH	330 MAIN STREET (ROUTE 2)	OLD TOWN	ME	04468	PENOBSCOT	UNITED STATES	Not Required		CAMDEN NATIONAL BANK	593007	
		Full Service	4446035	ORONO BRANCH	56 MAIN STREET	ORONO	ME	04473	PENOBSCOT	UNITED STATES	Not Required		CAMDEN NATIONAL BANK	593007	
		Full Service	3082249	PORTLAND OFFICE	5 MILK STREET	PORTLAND	ME	04101	CUMBERLAND	UNITED STATES	364766		CAMDEN NATIONAL BANK	593007	
		Full Service	530301	ROCKLAND OFFICE	300 MAIN STREET	ROCKLAND	ME	04841	KNOX	UNITED STATES	202449		CAMDEN NATIONAL BANK	593007	
		Full Service	595104	STONINGTON BRANCH	3 ATLANTIC AVENUE	STONINGTON	ME	04681	HANCOCK	UNITED STATES	180746		CAMDEN NATIONAL BANK	593007	
		Full Service	470603	THOMASTON OFFICE	188 MAIN STREET	THOMASTON	ME	04861	KNOX	UNITED STATES	202450		CAMDEN NATIONAL BANK	593007	
		Full Service	529408	ON THE COMMON BRANCH	52 BURKETT ROAD	UNION	ME	04862	KNOX	UNITED STATES	202471		CAMDEN NATIONAL BANK	593007	
		Full Service	415202	VINAL HAVEN OFFICE	6 MAIN STREET	VINALHAVEN	ME	04863	KNOX	UNITED STATES	226058		CAMDEN NATIONAL BANK	593007	
		Full Service	830672	WALDOBORO MAIN OFFICE	1768 ATLANTIC HWY	WALDOBORO	ME	04572	LINCOLN	UNITED STATES	42855		CAMDEN NATIONAL BANK	593007	
		Full Service	115801	FEDERAL BRANCH	33 MAIN STREET	WATERVILLE	ME	04901	KENNEBEC	UNITED STATES	Not Required		CAMDEN NATIONAL BANK	593007	

Total number of branches at 12/31/13

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Camden National Corporation
Camden, Maine

Report Item 3: Securities holders

(1)(a)(b)(c)

<u>(1)(a) Name and address</u>	<u>(1)(b) Country of citizenship</u>	<u>(1)(c) Number of shares & Percentage owned</u>
Royce & Associates, LLC New York, NY USA	USA	551,861 7.22% Common Stock
✓ BlackRock Inc. New York, NY USA	USA	508,861 7.10% Common Stock

Report Item 3(2): Securities holders

None

Principal Shareholder

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Camden National Corporation
Camden, Maine

Report Item 4(4)c

Any other company, if 25 percent or more of it's outstanding voting securities or proportionate interest in a partnership are held.

Name of Director, Officer or Principal Shareholder	Description	Percentage
Ann W. Bresnahan Analine Corporation ✓	Corporation ✓	50% ✓
Robert J. Campbell Osprey Partners ✓ Goshawk, LLC ✓ Plover LLC	Husband 50% & Wife 50% LLC ✓ LLC	100% 100% ✓ 30%
Gregory A. Dufour / None		
David C. Flanagan Viking Lumber, Inc. ✓ Pine Tree Products, Inc. ✓	Corporation ✓ Corporation ✓	46.72% ✓ 100% ✓
Craig S. Gunderson None ✓		
John W. Holmes Consumers Fuel Company ✓ Baker Avenue Realty ✓	Sole Investment ✓ Real Estate Trust	(↓ 80%) 74% ✓ 100% ✓
James H. Page ✓ None		
John M. Rohman ✓ None		
Robin A. Sawyer Smart-Tech Building Solutions LLC ✓ Revocable Trust	LLC / Husband & Wife ✓ Trust	100% ✓ 100% ✓
Karen W. Stanley ✓ Stanley Realty Trust	Real Estate Trust ✓	100% ✓