

MAR 18 2015

Board of Governors of the Federal Reserve System



Supervision, Regulation and
Credit Administration

Annual Report of Holding Companies—FR Y-6

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):

December 31, 2014

Month / Day / Year

I, Curtis C. 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.

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.

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Bar Harbor Bankshares

Legal Title of Holding Company

PO Box 400

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

Bar Harbor

ME

04609

City

State

Zip Code

82 Main Street, Bar Harbor, ME 04609

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Kim Wright

Assistant Controller

Name

Title

207-669-6853

Area Code / Phone Number / Extension

207-430-4400

Area Code / FAX Number

kwright@bhbt.com

E-mail Address

Curtis C. Simard

Signature of Holding Company Director and Official

3-11-2015

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 _____

C.I. _____

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

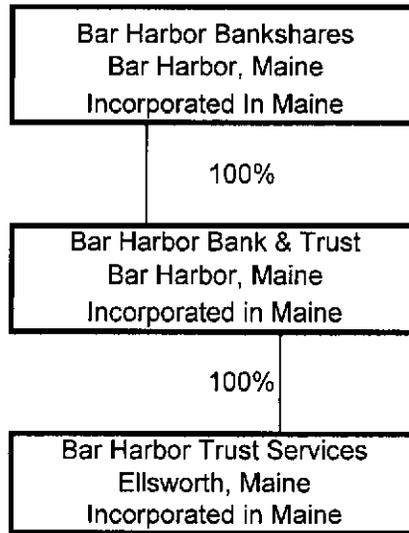
ETL 3/18/15

Form FR Y-6

**Bar Harbor Bankshares, Inc.
Bar Harbor, Maine 04609
Fiscal Year Ending December 31, 2014**

- 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.
The annual report is not available at this time, and will be submitted as soon as practicable.

2a: Organizational Chart



- 2b: Domestic Branch Listing
The Domestic Branch Listing was submitted via e-mail on 03/03/15

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

PO Box 400

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

Bar Harbor ME 04609
City State Zip Code

82 Main Street, Bar Harbor, ME 04609

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)

Bar Harbor Bank & Trust

Legal Title of Subsidiary Holding Company

PO Box 400

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

Bar Harbor ME 04609
City State Zip Code

82 Main Street, Bar Harbor, ME 04609

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)

Bar Harbor Trust Services

Legal Title of Subsidiary Holding Company

PO Box 1100

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

Ellsworth ME 04605
City State Zip Code

135 High Street, Ellsworth, ME 04605

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)

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
 Fiscal Year ending December 31, 2014

12/31/2014
 5,946,325

Common Shares 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
5% Owners								
<u>Common Shares</u>								
NONE								
Less than 5% Owners								
<u>Directors</u>								
Caras, Matthew Arrowsic, ME	Business Owner	Director	Director/BHBT	Owner	0.0743%	0	0	4,421
Carter, Robert Machias, ME	Retired	Director	Director/BHBT	Owner Carter Enterprises	0.1023%	0	0	6,082
Colwell, Thomas Deer Isle, ME	Retired	Director	Director/BHBT	Retired	0.1586%	0	0	9,431
Dodge, Peter Blue Hill, ME	Company President	Chairman of the Board	Chairman of the Board/BHBT	President Merle Grindle Insurance	0.1744%	0	0	10,372
Dudman, Martha Northeast Harbor, ME	Consultant and Author	Director	Director/BHBT	Fundraising Consultant and Author	0.1128%	0	0	6,709
Fernald, Lauri Mt. Desert, ME	Business Owner	Director	Director/BHBT	Owner Fernald Funeral Homes	0.0701%	0	0	4,169
Hannah, Gregg Surry, ME	Retired	Director	Director/BHBT	Retired	0.0417%	0	0	2,482
Lewis, Clyde Sullivan, ME	Retired	Director	Director/BHBT	Retired	0.1900%	0	0	11,297
Murphy, Joseph Mt. Desert, ME	Retired	Director	Director/BHBT	Retired	1.6027%	0	0	95,303
Simard, Curtis C.	President and	Director	Director	N/A	0.0830%			4,937

Mt. Desert, ME	CEO							
Shea, Constance Mt. Desert, ME	Real Estate Broker	Director	Director/BHBT	Real Estate Broker	0.0779%	0	0	4,631
Smith, Kenneth Bar Harbor, ME	Business Owner	Director	Director/BHBT	Manor House Inn	0.0868%	0	0	5,163
Toothaker, Scott Ellsworth, ME	Vice President and CPA	Director	Director/BHBT	Melanson & Heath	0.0796%	0	0	4,732
Woodside, David Bar Harbor, ME	Company President	Director	Director/BHBT	The Acadia Corporation	0.0651%	0	0	3,871
<u>Named Executive Officers</u>								
Simard, Curtis C. Mt. Desert, ME		CEO and President	CEO and President	N/A	above			above
Gerald Shencavitz Mt. Desert, ME	Company EVP/CFO	EVP/CFO Treasurer	EVP,CFO, Treasurer and COO	N/A	0.3211%	0	0	19,092
Richard B. Maltz Bar Harbor, ME	EVP Bar Harbor Bank & Trust	N/A	EVP Bar Harbor Bank & Trust	N/A	0.0000%	0	0	0
Gregory Dalton Mt. Desert, ME	EVP Bar Harbor Bank & Trust	N/A	EVP Bar Harbor Bank & Trust	Part owner Bar Harbor Jam	0.1579%	0	0	9,391
Stephen Leackfeldt Harrington, ME	EVP Bar Harbor Bank & Trust	N/A	EVP Bar Harbor Bank & Trust	Owner State Cinemas	0.0837%	0	0	4,978

Results: A list of branches for your depository institution: **BAR HARBOR BANK AND TRUST COMPANY (ID_RSSD: 522605)**.
This depository institution is held by **BAR HARBOR BANKSHARES (1115385)** of **BAR HARBOR, ME**.
The data are as of **12/31/2014**. Data reflects information that was received and processed through **01/07/2015**.

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*
OK		Full Service (Head Office)	522605	BAR HARBOR BANK AND TRUST COMPANY	82 MAIN STREET	BAR HARBOR	ME	04609	HANCOCK	UNITED STATES	7640	0
OK		Full Service	4426439	AUGUSTA BRANCH	227 WATER STREET	AUGUSTA	ME	04330	KENNEBEC	UNITED STATES	533103	14
OK		Full Service	498308	BLUE HILL BRANCH	21 MAIN STREET	BLUE HILL	ME	04614	HANCOCK	UNITED STATES	226082	1
OK		Full Service	524300	DEER ISLE BRANCH	25 CHURCH STREET	DEER ISLE	ME	04627	HANCOCK	UNITED STATES	226087	6
OK		Full Service	559601	ELLSWORTH BRANCH	137 HIGH STREET	ELLSWORTH	ME	04605	HANCOCK	UNITED STATES	226088	7
OK		Full Service	431408	LUBEC BRANCH	68 WASHINGTON STREET	LUBEC	ME	04652	WASHINGTON	UNITED STATES	226083	2
OK		Full Service	521000	MACHIAS BRANCH	20 MAIN STREET	MACHIAS	ME	04654	WASHINGTON	UNITED STATES	180719	9
OK		Full Service	467902	MILBRIDGE BRANCH	BRIDGE AND MAIN STREET	MILBRIDGE	ME	04658	WASHINGTON	UNITED STATES	226086	5
OK		Full Service	3718061	SOMESVILLE BRANCH	1055 MAIN STREET	MOUNT DESERT	ME	04660	HANCOCK	UNITED STATES	450694	11
OK		Full Service	523107	NORTHEAST HARBOR AGENCY BRANCH	111 MAIN STREET	NORTHEAST HARBOR	ME	04662	HANCOCK	UNITED STATES	226084	3
OK		Full Service	320502	ROCKLAND BRANCH	245 CAMDEN ST	ROCKLAND	ME	04841	KNOX	UNITED STATES	242690	10
OK		Full Service	3773202	SOUTH CHINA BRANCH	368 ROUTE 3	SOUTH CHINA	ME	04358	KENNEBEC	UNITED STATES	463066	13
OK		Full Service	467201	SOUTHWEST HARBOR AGENCY BRANCH	314 MAIN STREET	SOUTHWEST HARBOR	ME	04679	HANCOCK	UNITED STATES	226085	4
OK		Full Service	3773239	TOPSHAM BRANCH	2 MAIN STREET	TOPSHAM	ME	04086	SAGADAHOC	UNITED STATES	361032	12
OK		Full Service	532408	WINTER HARBOR BRANCH	385 MAIN STREET	WINTER HARBOR	ME	04693	HANCOCK	UNITED STATES	232387	8

