

Board of Governors of the Federal Reserve System



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.

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.

Curtis C. Simard
 Signature of Holding Company Director and Official
February 26, 2016
 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. _____

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

December 31, 2015
 Month / Day / Year
549300VR30TN40ZYUR05 — n/a
 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

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 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

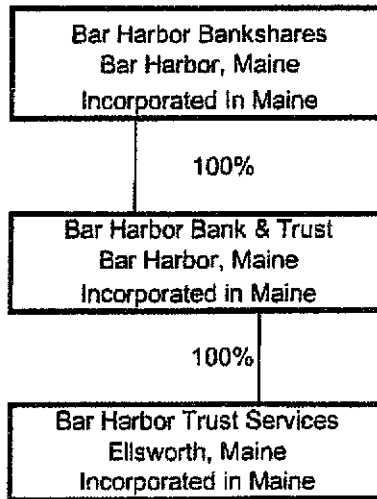
Physical Location (if different from mailing address)

Form FR Y-6

Bar Harbor Bankshares, Inc.
Bar Harbor, Maine 04609
Fiscal Year Ending December 31, 2015

- 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 02/19/16

The LEI is n/a.

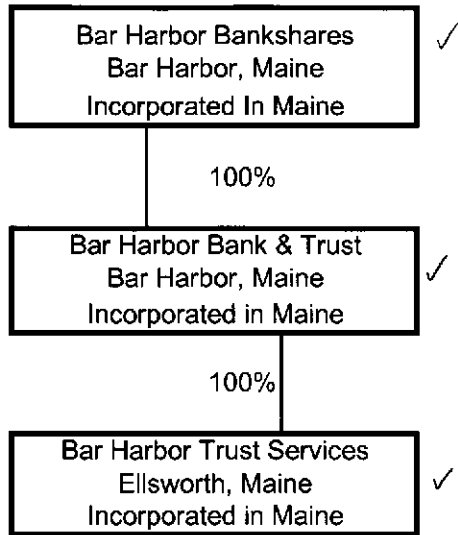
2/23/16

Form FR Y-6

Bar Harbor Bankshares, Inc.
Bar Harbor, Maine 04609
Fiscal Year Ending December 31, 2015

- 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 02/19/16 ✓

RSSD Tiering for:
 BAR HARBOR BANKSHARES
 Structure as of 20160315 and going downward

Seq Num	ID RSSD	Legal Name	Addr	City	State/ Country	State/ Country Inc	Dist FRS	ARDF	Ent Type	Actv Code	Basis of Relationship	PCT
✓ 0001	1115385	BAR HARBOR BANKSHARES ✓	BAR HARBOR	BAR HARBOR	MAINE	MAINE	1	1	BHC	561111		
✓ 0002	522605	BAR HARBOR BANK AND TRUST COMPANY ✓	BAR HARBOR	BAR HARBOR	MAINE	MAINE	1	1	NMB	52211	Vg Eqly	100
✓ 0003	4426439	AUGUSTA BRANCH ✓	AUGUSTA	AUGUSTA	MAINE		1	0	DBR	0		
✓ 0004	498308	BLUE HILL BRANCH ✓	BLUE HILL	BLUE HILL	MAINE		1	0	DBR	0		
✓ 0005	524300	DEER ISLE BRANCH ✓	DEER ISLE	DEER ISLE	MAINE		1	0	DBR	0		
✓ 0006	559601	ELLSWORTH BRANCH ✓	ELLSWORTH	ELLSWORTH	MAINE		1	0	DBR	0		
✓ 0007	431408	LUBEC BRANCH ✓	LUBEC	LUBEC	MAINE		1	0	DBR	0		
✓ 0008	521000	MACHIAS BRANCH ✓	MACHIAS	MACHIAS	MAINE		1	0	DBR	0		
✓ 0009	467902	MILBRIDGE BRANCH ✓	MILBRIDGE	MILBRIDGE	MAINE		1	0	DBR	0		
✓ 0010	523107	NORTHEAST HARBOR AGENCY BRANCH ✓	NORTHEAST HARBOR	NORTHEAST HARBOR	MAINE		1	0	DBR	0		
✓ 0011	320502	ROCKLAND BRANCH ✓	ROCKLAND	ROCKLAND	MAINE		1	0	DBR	0		
✓ 0012	3718061	SOMESVILLE BRANCH ✓	MOUNT DESERT	MOUNT DESERT	MAINE		1	0	DBR	0		
✓ 0013	3773202	SOUTH CHINA BRANCH ✓	SOUTH CHINA	SOUTH CHINA	MAINE		1	0	DBR	0		
✓ 0014	467201	SOUTHWEST HARBOR AGENCY BRANCH ✓	SOUTHWEST HARBOR	SOUTHWEST HARBOR	MAINE		1	0	DBR	0		
✓ 0015	3773239	TOPSHAM BRANCH ✓	TOPSHAM	TOPSHAM	MAINE		1	0	DBR	0		
✓ 0016	532408	WINTER HARBOR BRANCH ✓	WINTER HARBOR	WINTER HARBOR	MAINE		1	0	DBR	0		
✓ 0017	2908435	BAR HARBOR TRUST SERVICES ✓	ELLSWORTH	ELLSWORTH	MAINE	MAINE	1	0	NTC	523991	Vg Eqly	100

Total Number of Entities in the tree 17
 Total Number of Unique Entities in the tree 17

Tier Selection Criteria

RSSD Tiering for 1115385 BAR HARBOR BANKSHARES
 As of Date 20160315
 Direction Down
 Selection Rule All Entities
 Branches - Domestic Institutions All Branches
 Branches - Foreign Institutions All Branches

Explanatory Notes

Two asterisks (***) next to the Seq Num indicates that confidentiality is pending or granted.
 An asterisk (*) next to the Addl Line Num denotes the Seq Num at which the offspring of this entity are listed.
 A dot dot dot notation (...) next to Legal Name denotes a circular relationship.
 Dist FRS is the district that denotes the physical location of the entity and ARDF is the regulating FRB.
 The ARDF is only applicable to BHCs, SLHCs, FBOs, Dis, and Edge/Agreement Corps.

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 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

ESD 3/15/2016

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
OK		Full Service (Head Office)	522605	BAR HARBOR BANK AND TRUST COMPANY	82 MAIN STREET	BAR HARBOR	ME	04609	HANCOCK	UNITED STATES	7640		0 BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	4426439	AUGUSTA BRANCH	227 WATER STREET	AUGUSTA	ME	04300	KENNEBEC	UNITED STATES	53103		14 BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	498308	BLUE HILL BRANCH	21 MAIN STREET	BLUE HILL	ME	04614	HANCOCK	UNITED STATES	226082		1 BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	524300	DEER ISLE BRANCH	25 CHURCH STREET	DEER ISLE	ME	04627	HANCOCK	UNITED STATES	226087		6 BAR HARBOR BANK AND TRUST COMPANY	522605	
Change	7/2/2014	Full Service	599601	ELLSWORTH BRANCH	125 HIGH STREET	ELLSWORTH	ME	04605	HANCOCK	UNITED STATES	226088		7 BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	431408	LUBEC BRANCH	68 WASHINGTON STREET	LUBEC	ME	04652	WASHINGTON	UNITED STATES	226083		2 BAR HARBOR BANK AND TRUST COMPANY	522605	Branch has not moved - 41 Main St is the correct address
Change	7/2/2014	Full Service	521000	MACHIAS BRANCH	41 MAIN STREET	MACHIAS	ME	04654	WASHINGTON	UNITED STATES	180719		9 BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	467902	MILBRIDGE BRANCH	BRIDGE AND MAIN STREET	MILBRIDGE	ME	04658	WASHINGTON	UNITED STATES	226086		5 BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	3718061	SOMESVILLE BRANCH	1055 MAIN STREET	MOUNT DESERT	ME	04660	HANCOCK	UNITED STATES	450694		11 BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	523107	NORTHEAST HARBOR AGENCY BRANCH	111 MAIN STREET	NORTHEAST HARBOR	ME	04662	HANCOCK	UNITED STATES	226084		3 BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	320502	ROCKLAND BRANCH	245 CAMDEN ST	ROCKLAND	ME	04841	KNOX	UNITED STATES	242690		10 BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	377302	SOUTH CHINA BRANCH	968 ROUTE 3	SOUTH CHINA	ME	04358	KENNEBEC	UNITED STATES	463666		13 BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	467201	SOUTHWEST HARBOR AGENCY BRANCH	314 MAIN STREET	SOUTHWEST HARBOR	ME	04679	HANCOCK	UNITED STATES	226085		4 BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	377329	TOPSHAM BRANCH	2 MAIN STREET	TOPSHAM	ME	04086	SAGadahOC	UNITED STATES	361032		12 BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	532408	WINTER HARBOR BRANCH	385 MAIN STREET	WINTER HARBOR	ME	04693	HANCOCK	UNITED STATES	223287		8 BAR HARBOR BANK AND TRUST COMPANY	522605	

FORM FR Y-6

Bar Harbor Bankshares

No Shares

12/31/2015

6,010,211

Fiscal Year ending December 31, 2015

Common Shares	Principal Occupation	Title and Position	Title and Position with Subsidiaries	Title and Position with other Business	Percentage of Voting shares	Direct Shares Owned
Name and Address	other than Holding Co.	with Bank Holding Co.	Sub-Names			
<u>5% Owners</u>						
NONE						
<u>Less than 5% Owners</u>						
<u>Directors</u>						
Caras, Matthew Arrowsic, ME	Business Owner	Director	Director/BHBT	Owner	0.0779%	4,681
Colwell, Thomas Deer Isle, ME	Retired	Director	Director/BHBT	Retired	0.1612%	9,691
Dodge, Peter Blue Hill, ME	Retired	Chairman of the Board	Chairman of the Board/BHBT	Retired	0.1769%	10,632
Dudman, Martha Northeast Harbor, ME	Fundraising Consultant and Author	Director	Director/BHBT	Fundraising Consultant and Author	0.1160%	6,969
Fernald, Lauri Mt. Desert, ME	Owner Fernald Funeral Homes	Director	Director/BHBT	Owner Fernald Funeral Homes	0.0745%	4,478
Hill, Daina Camden, ME	Business Owner	Director	Director/BHBT	Owner of Inn	0.0093%	560
Lewis, Clyde Sullivan, ME	Retired	Director	Director/BHBT	Retired	0.1955%	11,750
Simard, Curtis C. Mt. Desert, ME	President and CEO	Director	Director	N/A	0.0921%	5,537
Shea, Constance Mt. Desert, ME	Real Estate Broker	Director	Director/BHBT	Real Estate Broker	0.0849%	5,105
Smith, Kenneth Bar Harbor, ME	Business Owner	Director	Director/BHBT	Manor House Inn	0.0956%	5,748
Toothaker, Scott Ellsworth, ME	Vice President and CPA	Director	Director/BHBT	Melanson & Heath	0.0964%	5,792
Woodside, David Bar Harbor, ME	Company President	Director	Director/BHBT	The Acadia Corporation	0.0821%	4,934
<u>Named Executive Officers</u>						
Simard, Curtis C. Mt. Desert, ME	President and CEO	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	0.1471%	8,840
Richard B. Maltz Bar Harbor, ME	EVP Bar Harbor Bank & Trust	N/A	EVP Bar Harbor Bank & Trust	N/A	0.0036%	216

Gregory Dalton	EVP	N/A	EVP	Part owner	0.1039%	6,246
Mt. Desert, ME	Bar Harbor Bank & Trust		Bar Harbor Bank & Trust	Bar Harbor Jam		
Stephen Leackfeldt	EVP	N/A	EVP	Owner	0.0777%	4,669
Harrington, ME	Bar Harbor Bank & Trust		Bar Harbor Bank & Trust	State Cinemas		