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.

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 Officer
President and Chief Executive Officer
Title of the Holding Company Director and Officer

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 Officer
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

RUSID
C.J.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2015

Date/Day/Year
549399Y393TN4924YUR09—

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

Reporters’ Name, Street, and Mailing Address
Bar Harbor Bankshares
PO Box 400
Bar Harbor, ME 04609

City State Zip Code

Physical Location (different from mailing address)
52 Main Street, Bar Harbor, ME 04609

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

Public reporting burden for this information collection is estimated to vary from 1 3 to 101 hours per response, with an average of 5.26 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7020-0087), Washington, DC 20503.

122915
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.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Mailing Address of the Subsidiary Holding Company</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>Physical Location (if different from mailing address)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bar Harbor Bankshares</td>
<td>PO Box 400</td>
<td>Bar Harbor</td>
<td>ME</td>
<td>04609</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>City</td>
<td>State</td>
<td>Zip Code</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>82 Main Street, Bar Harbor, ME 04609</td>
<td></td>
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</tr>
<tr>
<td>Bar Harbor Bank &amp; Trust</td>
<td>PO Box 400</td>
<td>Bar Harbor</td>
<td>ME</td>
<td>04609</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>City</td>
<td>State</td>
<td>Zip Code</td>
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<tr>
<td></td>
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<td>82 Main Street, Bar Harbor, ME 04609</td>
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</tr>
<tr>
<td>Bar Harbor Trust Services</td>
<td>PO Box 1100</td>
<td>Ellsworth</td>
<td>ME</td>
<td>04605</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>City</td>
<td>State</td>
<td>Zip Code</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>135 High Street, Ellsworth, ME 04605</td>
<td></td>
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</tbody>
</table>

12/2012
Form FR Y-6

Bar Harbor Bankshares, Inc.
Bar Harbor, Maine  04609
Fiscal Year Ending December 31, 2016

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

```
Bar Harbor Bankshares
Bar Harbor, Maine
  Incorporated in Maine
   100%

Bar Harbor Bank & Trust
Bar Harbor, Maine
  Incorporated in Maine
   100%

Bar Harbor Trust Services
Ellsworth, Maine
  Incorporated in Maine
```

2b: Domestic Branch Listing
The Domestic Branch Listing was submitted via e-mail on 02/19/16

The LEI is n/a.

02/23/16
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

```
Bar Harbor Bankshares  
Bar Harbor, Maine  
Incorporated In Maine

100%  

Bar Harbor Bank & Trust  
Bar Harbor, Maine  
Incorporated in Maine

100%  

Bar Harbor Trust Services  
Ellsworth, Maine  
Incorporated in Maine
```

2b: Domestic Branch Listing
The Domestic Branch Listing was submitted via e-mail on 02/19/16

02/23/16
### Explanatory Notes

- **Branches - Foreign Locations**
  - **Section A**: Foreign Branches
  - **Section B**: Domestic Branches

- **Section C**: Branch Office

- **Section D**: Home Office

- **Section E**: Head Office

### Their Selection Criteria

**Total Number of Entities in the Tree**

<table>
<thead>
<tr>
<th>Branch Name</th>
<th>Entity ID</th>
<th>Type</th>
<th>Country</th>
<th>State</th>
<th>City</th>
<th>Legal Name</th>
<th>Address</th>
<th>Accounts</th>
<th>Key Accountant</th>
<th>FRN</th>
<th>Applicant Name</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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</tr>
</tbody>
</table>

### Time Stamp

- **Time**: 11:01:58
- **Date**: 02/15/2016

### RSSD Tracking Numbers

- **Bar Harbor Bankshares**: 115361
- **Bar Harbor Bankshares**: 200407350
<table>
<thead>
<tr>
<th>Common Shares Name and Address</th>
<th>Principal Occupation other than Holding Co.</th>
<th>Title and Position with Bank Holding Co.</th>
<th>Title and Position with Subsidiaries</th>
<th>Title and Position with other Business</th>
<th>Percentage of Voting Shares Owned</th>
<th>Direct Shares Owned</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>5% Owners</strong> NONE</td>
<td></td>
<td></td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td><strong>Less than 5% Owners</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Directors</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Caras, Matthew</td>
<td>Business Owner</td>
<td>Director</td>
<td>Director/BHBT</td>
<td>Owner</td>
<td>0.0779%</td>
<td>4,681</td>
</tr>
<tr>
<td>Arrowsic, ME</td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Colwell, Thomas</td>
<td>Retired Owner</td>
<td>Director</td>
<td>Director/BHBT</td>
<td>Retired</td>
<td>0.1612%</td>
<td>9,691</td>
</tr>
<tr>
<td>Deer Isle, ME</td>
<td></td>
<td></td>
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<tr>
<td>Dodge, Peter Blue Hill, ME</td>
<td>Retired Chairman of the Board</td>
<td>Chairman of the Board</td>
<td>Chairman of the Board/BHBT</td>
<td>Retired</td>
<td>0.1769%</td>
<td>10,632</td>
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<tr>
<td>Dudman, Martha Northeast Harbor, ME</td>
<td>Fundraising Consultant and Author</td>
<td>Director</td>
<td>Director/BHBT</td>
<td>Fundraising Consultant and Author</td>
<td>0.1160%</td>
<td>6,969</td>
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<tr>
<td>Fernald, Lauri Mt. Desert, ME</td>
<td>Owner Fernald Funeral Homes</td>
<td>Director</td>
<td>Director/BHBT</td>
<td>Owner Fernald Funeral Homes</td>
<td>0.0745%</td>
<td>4,478</td>
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<tr>
<td>Hill, Daina Camden, ME</td>
<td>Business Owner</td>
<td>Director</td>
<td>Director/BHBT</td>
<td>Owner</td>
<td>0.0093%</td>
<td>560</td>
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<td>Lewis, Clyde Sullivan, ME</td>
<td>Retired Owner</td>
<td>Director</td>
<td>Director/BHBT</td>
<td>Retired</td>
<td>0.1955%</td>
<td>11,750</td>
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<tr>
<td>Simard, Curtis C. Mt. Desert, ME</td>
<td>President and CEO</td>
<td>Director</td>
<td>Director</td>
<td>N/A</td>
<td>0.0921%</td>
<td>5,537</td>
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<tr>
<td>Shea, Constance Mt. Desert, ME</td>
<td>Real Estate Broker</td>
<td>Director</td>
<td>Director/BHBT</td>
<td>Real Estate Broker</td>
<td>0.0849%</td>
<td>5,105</td>
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<tr>
<td>Smith, Kenneth Bar Harbor, ME</td>
<td>Business Owner</td>
<td>Director</td>
<td>Director/BHBT</td>
<td>Manor House Inn</td>
<td>0.0956%</td>
<td>5,748</td>
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<tr>
<td>Tootahker, Scott Ellsworth, ME</td>
<td>Vice President and CPA</td>
<td>Director</td>
<td>Director/BHBT</td>
<td>Melanson &amp; Heath</td>
<td>0.0964%</td>
<td>5,792</td>
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<tr>
<td>Woodside, David Bar Harbor, ME</td>
<td>Company President</td>
<td>Director</td>
<td>Director/BHBT</td>
<td>The Acadia Corporation</td>
<td>0.0821%</td>
<td>4,934</td>
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<tr>
<td><strong>Named Executive Officers</strong></td>
<td></td>
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</tr>
<tr>
<td>Simard, Curtis C. Mt. Desert, ME</td>
<td>President and CEO</td>
<td>CEO and President</td>
<td>CEO and President</td>
<td>N/A</td>
<td>above</td>
<td>above</td>
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<tr>
<td>Gerald Shenclawitz Mt. Desert, ME</td>
<td>Company EVP/CFO</td>
<td>EVP/CFO</td>
<td>EVP, CFO, Treasurer and COO</td>
<td>N/A</td>
<td>0.1471%</td>
<td>8,840</td>
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<tr>
<td>Richard B. Maltz Bar Harbor, ME</td>
<td>EVP N/A</td>
<td>EVP</td>
<td>N/A</td>
<td>0.0036%</td>
<td>216</td>
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</tr>
<tr>
<td>Name</td>
<td>Position</td>
<td>Company</td>
<td>Relationship</td>
<td>Ownership</td>
<td>Shares</td>
<td></td>
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<tr>
<td>Gregory Dalton</td>
<td>EVP</td>
<td>N/A</td>
<td>EVP</td>
<td>Part owner</td>
<td>0.1039%</td>
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<td>Bar Harbor Bank &amp; Trust</td>
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<tr>
<td>Stephen Leackfeldt</td>
<td>EVP</td>
<td>N/A</td>
<td>EVP</td>
<td>Owner</td>
<td>0.0777%</td>
<td>4,669</td>
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<td></td>
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<td></td>
<td>State Cinemas</td>
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