

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who 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

3-25-2019

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 1115385
C.I. _____

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate 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, 2018

Month / Day / Year

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 Min Street, Bar Harbor, ME 04609

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Caitlin Dunston

Corporate Counsel

Name

Title

207-667-6925

Area Code / Phone Number / Extension

N/A

Area Code / FAX Number

cdunston@barharbor.bank

E-mail Address

bhbt.com

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

Is confidential treatment requested for any portion of this report submission? ☐ No ☐ Yes

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report ☐

2. a letter justifying this request has been provided separately ☐

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

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	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
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Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)

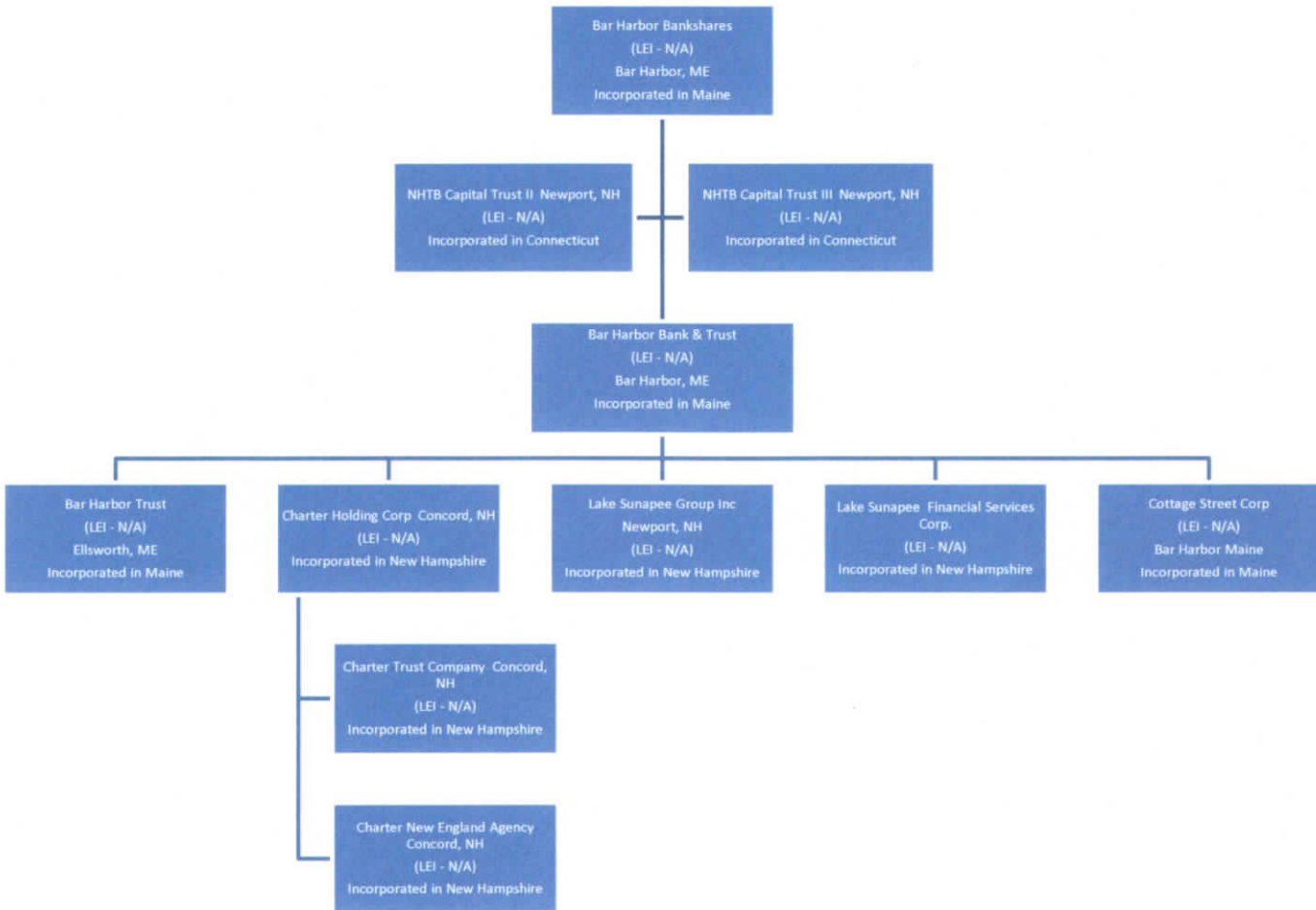
Form FR Y-6

Bar Harbor Bankshares, Inc.
Bar Harbor, Maine 04609
Fiscal Year Ending December 31, 2018

- 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.

2a: Organizational Chart

All subsidiaries are 100% owned.



2b: Domestic Branch Listing

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 (1115190) of BAR HARBOR, ME.

The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

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://f10online.federalreserve.gov>.

* FDIC UNLINK, 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 UNLINK*	Office Number*	Head Office	Head Office ID: RSSD*	Comments
Full Service (Frat Office)		Full Service	52305	BAR HARBOR BANK AND TRUST COMPANY	85 MAIN STREET	BAR HARBOR	ME	04809	NOCK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	48008	BLUE HILL BRANCH	21 MAIN STREET	BLUE HILL	ME	04907	HANCOCK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	52400	DEER ISLE BRANCH	25 CHURCH STREET	DEER ISLE	ME	04827	HANCOCK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	55903	ELLSWORTH BRANCH	125 HIGH STREET	ELLSWORTH	ME	04605	HANCOCK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	43140	LIBEC BRANCH	68 WASHINGTON STREET	LIBEC	ME	04652	WASHINGTON	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	52100	MACHIAS BRANCH	41 MAIN STREET	MACHIAS	ME	04654	WASHINGTON	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	46700	MILBIDGE BRANCH	BRIDGE AND MAIN STREET	MILBIDGE	ME	04658	WASHINGTON	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	37180	SOMESVILLE BRANCH	1055 MAIN STREET	MOUNT DESERT	ME	04660	HANCOCK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	32002	NORTHEAST HARBOR AGENCY BRANCH	245 CANNON ST	NORTHEAST HARBOR	ME	04662	HANCOCK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	37730	ROCKLAND BRANCH	368 ROUTE 3	ROCKLAND	ME	04841	KNOX	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	37720	SOUTH CHINA BRANCH	314 MAIN STREET	SOUTH CHINA	ME	04358	KENNEBEC	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	46701	TOPSHAM HARBOR AGENCY BRANCH	2 MAIN STREET	TOPSHAM	ME	04086	SAGadahoc	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	53240	WINTER HARBOR BRANCH	385 MAIN STREET	WINTER HARBOR	ME	04926	HANCOCK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	41504	ANDOVER BRANCH	7 LAWRENCE ST	ANDOVER	NH	03216	MERRIMACK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	58310	BRADFORD BRANCH	115 EAST MAIN STREET	BRADFORD	NH	03243	SULLIVAN	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	41502	CLAREMONT BRANCH	345 WASHINGTON STREET	CLAREMONT	NH	03743	SULLIVAN	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	49746	CONCORD LOUDON ROAD BRANCH	8 LOUDON ROAD	CONCORD	NH	03301	MERRIMACK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	41504	ENFIELD BRANCH	468 US ROUTE 4	ENFIELD	NH	03748	SULLIVAN	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	33802	GRANTHAM BRANCH	165 ROUTE 10 N	GRANTHAM	NH	03244	GRAFTON	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	35962	HANOVER BRANCH	68 SOUTH MAIN STREET	HANOVER	NH	03755	GRAFTON	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	41503	HILLSBORO BRANCH	15 ANTRIM RD	HILLSBOROUGH	NH	03753	GRAFTON	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	18451	HANOVER HEATER ROAD BRANCH	106 HANOVER STREET	LEBANON	NH	03766	GRAFTON	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	41504	LEBANON HEATER ROAD BRANCH	200 HEATER ROAD	LEBANON	NH	03766	GRAFTON	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	35471	MILFORD BRANCH	32 ELM STREET	MILFORD	NH	03055	HILLSBOROUGH	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	46134	DANIEL WEBSTER HIGHWAY BRANCH	115 DANIEL WEBSTER HIGHWAY	NASHUA	NH	03060	HILLSBOROUGH	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	38379	NASHUA BRANCH	188 MAIN STREET	NASHUA	NH	03060	HILLSBOROUGH	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	41503	NEW LONDON MAIN STREET BRANCH	321 MAIN STREET	NEW LONDON	NH	03257	MERRIMACK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	41508	NEW LONDON NEWPORT ROAD BRANCH	116 NEWPORT ROAD	NEW LONDON	NH	03257	MERRIMACK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	41505	NEWBURY BRANCH	976 ROUTE 103	NEWBURY	NH	03255	MERRIMACK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Limited Service		Limited Service	45030	GUILD DRIVE UP BRANCH	9 MAIN STREET, BOX 29	NEWPORT	NH	03273	SULLIVAN	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	91101	LAKE SUNAPEE BRANCH	2 MAIN STREET	MANCHESTER	NH	3101	HILLSBOROUGH	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	41501	PETERBOROUGH BRANCH	565 ROUTE 11	PETERBOROUGH	NH	03458	HILLSBOROUGH	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	90609	SUNAPEE BRANCH	83 MAIN STREET	SUNAPEE	NH	03782	SULLIVAN	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	41766	WEST LEBANON BRANCH	1340 FRANKLIN STR	WEST LEBANON	NH	03784	GRAFTON	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	22360	FRANKLIN STREET BRANDON BRANCH	2 PARK STREET	BRANDON	VT	05733	RUTLAND	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	26190	PARK STREET BRANDON BRANCH	ROUTE 7 & DEPOT HILL ROAD, ROUTE 7	BRANDON	VT	05763	RUTLAND	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	22450	PITTSFORD BRANCH	6931 US RT	PITTSFORD	VT	05763	RUTLAND	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	34889	QUICHEE BRANCH	189 VT ROUTE 12 SOUTH	QUICHEE	VT	05609	CHANG	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	26187	JUSTIN MORGAN PLAZA BRANCH	21 N MAIN STREET	RANDOLPH	VT	05660	CHANG	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	52160	ROCHESTER BRANCH	85 NORTH MAIN STREET	ROCHESTER	VT	05609	CHANG	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	28004	BETHEL BRANCH	1583 VT HIGHWAY 107	ROCHESTER	VT	05609	CHANG	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	39960	WOODSTOCK AVENUE BRANCH	100 WOODSTOCK AVENUE	ROYALTON	VT	05609	CHANG	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	34495	WOODSTOCK AVENUE BRANCH	52 WOODSTOCK STREET	RUTLAND	VT	05609	CHANG	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	58207	SOUTH ROYALTON BRANCH	484 MAIN STREET	SOUTH ROYALTON	VT	05609	CHANG	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	32917	WEST RUTLAND BRANCH	20 METHODIST LANE	WEST RUTLAND	VT	05677	RUTLAND	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	28909	WILLIAMSTOWN OFFICE	ONE BOND STREET	WILLIAMSTOWN	VT	05691	WINDSOR	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Full Service		Full Service	14133	FIRST COMMUNITY MAIN OFFICE	906 W WOODSTOCK RD	WOODSTOCK	VT	05691	WINDSOR	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	
Limited Service		Limited Service	36213	WEST WOODSTOCK DRIVE UP BRANCH		WOODSTOCK	VT	05691	WINDSOR	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	52305	

(Item 3)
(Item 4)

FORM FR Y-6 Bar Harbor Bankshares Fiscal Year ending December 31, 2018						No Shares	12/31/2018 15,523,187
Common Shares	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 Direct Voting Shares	Direct Shares Owned	Indirect ^{1,2}
<u>5% Owners</u> NONE BlackRock, Inc. ³					5.61%	871,538	
<u>Less than 5% Owners</u>							
<u>Directors</u>							
Belair, Daina Lincolnton, ME	Business Owner	Director	Director/BHBT	Owner of Inn	0.022%	3,361	
Caras, Matthew Arrowsic, ME	Business Owner	Director	Director/BHBT	Owner	0.0608%	9,442	
Colter, David Hampden, ME	Business Executive	Director	Director/BHBT	Business Executive	0.022%	3,430	
Dimick, Steven Randolph, Vermont	Retired Bank Exec	Director	Director/BHBT	Retired	0.039%	6,061	
Dudman, Martha Northeast Harbor, ME	Fundraising Consultant and Author	Director	Director/BHBT	Fundraising Consultant and Author	0.094%	14,568	
Ensign, Stephen W. New London, NH	Retired Bank Exec	Director	Director/BHBT	Retired	0.347%	53,828	45,594
Fernald, Lauri Mt. Desert, ME	Owner Fernald Funeral Homes	Director	Director/BHBT	Owner Fernald Funeral Homes	0.061%	9,526	
O'Halloran, Brendan J.	Retired Bank Professional	Director	Director/BHBT	N/A	0.0099%	1,535	
Simard, Curtis C. Mt. Desert, ME	President and CEO	Director	Director	N/A	0.175%	27,126	685
Smith, Kenneth Bar Harbor, ME	Business Owner	Director	Director/BHBT	Manor House Inn	0.080%	12,402	
Theroux, Stephen R. New London, NH	Retired Bank Exec	Director	Director/BHBT	Retired	0.011%	1,702	57,996
Toothaker, Scott Ellsworth, ME	Vice President and CPA	Director	Director/BHBT	Melanson & Heath	0.156%	24,209	
Woodside, David Bar Harbor, ME	Company President	Director	Director/BHBT	The Acadia Corporation	0.069%	10,676	1,500
<u>Named Executive Officers</u>							
Simard, Curtis C. Mt. Desert, ME	President and CEO	CEO and President	CEO and President	N/A	above	above	
Iannelli, Josephine Ellsworth, ME	Company EVP/CFO	EVP/CFO Treasurer	EVP, CFO, Treasurer and COO	N/A	0.0183%	2,835	
Richard B. Maltz Bar Harbor, ME	EVP Bar Harbor Bank & Trust	N/A	EVP, COO/CRO	N/A	0.051%	7,939	
Colombo, Marion	EVP Bar Harbor Bank & Trust	N/A	EVP, Retail Delivery	N/A	0.000%		
Mercier, John	EVP Bar Harbor Bank & Trust	N/A	EVP, Chief Commercial Officer	N/A	0.0109%	1,692	
<u>Other</u>							
FORM FR Y-6 Bar Harbor Bankshares Fiscal Year ending December 31, 2018						No Shares	12/31/2018 15,523,187

Joseph Pratt Bangor, ME	President BHTS	N/A	President BHTS	N/A	0.015%	2,316	341
			SVP Bar Harbor Bank & Trust				
John Land Ellsworth, ME	EVP Bar Harbor Bank & Trust	N/A	EVP Bar Harbor Bank & Trust	N/A	0.012%	1,831	
					Director and Insider Totals	194,479	149,581
					Director and Insider Percentage	1.25%	0.96%

¹ Directors and Insiders with shares in the Company 401K which provides pass-through voting are included in this column

² Does not include shares held in RABBIT Trusts for the future benefit of Ensign and Theroux

³ As disclosed in Form 13G filed February 8, 2019