



# 2013 Annual Report





## **Selected Financial Data**

*The First Bancorp, Inc. and Subsidiary*

<i>Dollars in thousands, except for per share amounts</i>	<u>Years ended December 31,</u>				
	<b>2013</b>	2012	2011	2010	2009
<b>Summary of Operations</b>					
Interest Income	\$ 49,936	\$ 51,825	\$ 55,702	\$ 57,260	\$ 62,569
Interest Expense	12,496	12,938	14,709	16,671	18,916
Net Interest Income	37,440	38,887	40,993	40,589	43,653
Provision for Loan Losses	4,200	7,835	10,550	8,400	12,160
Non-Interest Income	12,087	11,278	11,750	9,135	12,754
Non-Interest Expense	28,937	26,271	26,038	25,130	26,658
Net Income	12,965	12,688	12,364	12,116	13,042
<b>Per Common Share Data</b>					
Basic Earnings per Share	\$ 1.20	\$ 1.22	\$ 1.14	\$ 1.10	\$ 1.22
Diluted Earnings per Share	1.20	1.22	1.14	1.10	1.22
Cash Dividends Declared	0.785	0.780	0.780	0.780	0.780
Book Value per Common Share	13.69	14.60	14.12	12.80	12.66
Tangible Book Value per Common Share	10.83	11.47	11.20	9.84	9.65
Market Value	17.42	16.47	15.37	15.79	15.42
<b>Financial Ratios</b>					
Return on Average Equity <sup>1</sup>	8.72%	8.84%	9.37%	9.53%	10.66%
Return on Average Tangible Equity <sup>1,2</sup>	10.66	10.40	10.80	10.97	12.76
Return on Average Assets <sup>1</sup>	0.90	0.89	0.87	0.89	0.96
Average Equity to Average Assets	10.62	10.96	10.72	11.20	10.85
Average Tangible Equity to Average Assets <sup>2</sup>	8.49	8.96	8.70	9.06	8.69
Net Interest Margin Tax-Equivalent <sup>1,2</sup>	3.05	3.14	3.27	3.38	3.66
Dividend Payout Ratio	65.42	63.93	68.42	70.91	63.93
Allowance for Loan Losses/Total Loans	1.31	1.44	1.50	1.50	1.43
Non-Performing Loans to Total Loans	1.86	2.20	3.21	2.39	1.95
Non-Performing Assets to Total Assets	1.44	1.89	2.32	1.87	1.80
Efficiency Ratio <sup>2</sup>	55.44	51.01	49.75	48.15	43.39
<b>At Year End</b>					
Total Assets	\$1,463,963	\$1,414,999	\$1,372,867	\$1,393,802	\$1,331,394
Total Loans	876,367	869,284	864,988	887,596	952,492
Total Investment Securities	489,013	449,382	424,306	416,052	287,818
Total Deposits	1,024,399	958,850	941,333	974,518	922,667
Total Borrowings	279,125	282,905	265,663	257,330	249,778
Total Shareholders' Equity	146,098	156,323	150,858	149,848	147,938
				High	Low
Market price per common share of stock during 2013				\$18.20	\$15.80

<sup>1</sup>Annualized using a 365-day basis in 2012 and 2013

<sup>2</sup>These ratios use non-GAAP financial measures. See Management's Discussion and Analysis of Financial Condition and Results of Operations for additional disclosures and information.



## Dear First Bancorp Shareholders:

I am once again very pleased to share with you the strong performance the Company posted in 2013 as well as the many significant highlights of the year. The past five years have been more than challenging for the banking sector and I am relieved that we finally are experiencing some real positive improvements. While each of the last five years presented its own challenge, the Company was able to make appropriate adjustments with our strategic business decisions which, in turn, enabled us to maintain a strong, consistent level of earnings, meet the needs of our customers, improve our capital ratios, grow the balance sheet, maintain our generous dividend payout and take advantage of strategic opportunities.

### THE YEAR AT THE FIRST BANCORP

Net income of \$12,965,000 increased \$277,000 or 2.2% from 2012 – this was especially good given the Company continued to experience margin compression in 2013 and had a much higher level of operating expenses. Non-interest expense increased \$2,666,000 in 2013 over the prior year due to first-year costs associated with two additional branches: the former Bank of America branch on Union Street in Rockland and a de-novo branch on Exchange Street in Bangor. When we made the decision to add these two branches, we fully realized the added costs would impact short-term earnings. Strategic moves such as these commonly have an impact on short-term profitability but generally have long-term benefits far exceeding the cost of building new business.

Being able to increase earnings while covering these added expenses and absorbing a decline in net interest income at the same time was a major accomplishment in 2013.

Net interest income declined by \$1,447,000 in 2013 as yields on loans continued to decrease, a reflection of the historically low interest rate environment we have been operating in for several years now. Our ability to reduce our interest costs was hampered by the already low rates being paid on deposits and the amount of longer-term certificates of deposit and borrowings the Company has on its books. About three years ago, with interest rates already at historic lows for an extended period and the recession appearing to be over, the expectation by most economists was that the interest rates would soon rise. In order to reduce our exposure to potential rising rates, we extended some of our liabilities out to five years at these record-low rates. This provided the Company with a much lower risk profile, but, as with any step taken to reduce risk, there was an opportunity cost. The net-interest margin on a tax-equivalent basis was 3.05% in 2013, a drop from the 3.14% margin in 2012 and substantially below the 3.66% posted in 2009.

In 2013, some of this decline in net interest income was nicely offset by an \$809,000 increase in non-interest income, tied directly to mortgage origination and servicing income. This increased revenue is a reflection of the strong residential loan origination we experienced in 2013, primarily related to refinancing of existing mortgage loans. With continued low loan rates, especially through the first half of the year, we had a very



strong volume of loan origination which provided the Company with a healthy increase in income from our mortgage banking activities. In addition, non-interest income was helped by a strong increase in revenues from First Advisors, our Trust and Wealth Management division, which has procured a substantial amount of new business over the last few years and is contributing nearly \$2.0 million in revenues annually.

The Company was also able to decrease the amount of money put aside for problem loans in 2013 as the level of non-performing assets declined. All of these positive factors worked together to deliver an increase in earnings.

### Increasing the Quarterly Dividend to \$0.20

After the collapse of Lehman Brothers in September of 2008 and the ensuing financial crisis, the Company paused on our long history of regular increases in our cash dividends. We deemed it prudent to preserve our capital given the unknowns presented by the worst financial crisis since the Great Depression. We also set as a priority a goal to maintain the dividend of \$0.195 per share paid each quarter. The Company succeeded in doing so and did not miss a beat paying the quarterly dividend. In the fourth quarter of 2013, based on the good earnings along with strong capital and improved performance metrics, the Board of Directors felt comfortable increasing the quarterly dividend by a half cent. Although the U.S. economy remains fragile, it is much improved with far less uncertainty, and this provided the Company with enough comfort to increase the quarterly dividend to \$0.20 per share. In 2013, the dividend payout ratio was 65.42% – the amount of our net income distributed to our shareholders. This ratio is on the higher end of that seen for most public companies and is indicative of our history and our deeply seated philosophy of sharing our earnings with our shareholders.

### Successful Equity Raise

The amount of common equity on the balance sheet of financial institutions has become increasingly more important. As a reaction to the 2008 financial crisis, a number of legislative and regula-

tory changes have taken place and stricter capital requirements have been imposed on banks. The new rules established under Basel III set minimum common equity capital levels. In order to comfortably meet these new requirements and provide room for future growth, the Company decided to raise additional common stock and on March 28, 2013, we consummated a fully underwritten offering of 760,771 shares of the Company's common stock, providing net proceeds of approximately \$11.5 million. The execution and timing could not have been better, with our stock's market price at the high for the year and a lot of interest was generated from institutional investors. The result was an oversubscribed offering for our shares at a strong price. This additional common stock put the Company's capital position well above the new Basel III requirements, allowed us to redeem the remaining preferred stock issued under the Capital Purchase Program, and provides a good base for future growth.

### Repayment of Preferred Stock in Full

In January 2009, the Company increased its bank capital base by participating in the U.S. Treasury's Capital Purchase Program. By issuing \$25.0 million in preferred stock with a 5.00% dividend rate for the first five years, the Company was able to raise capital at a relatively low cost – enabling us to improve bank capital ratios significantly and putting the Company in a stronger position. This additional capital has served the Company well over the last few years by providing more flexibility to work with troubled borrowers, allowing for growth in the level of earning assets and enabling us to maintain our common stock dividend. As the economy improved and the level of non-performing assets declined, the Company repaid \$15.0 million of preferred stock from current operations, and in 2013, the remaining \$10.0 million was repaid from proceeds of the equity raise. During the past five years, the Company has increased the earning assets on our balance sheet by adding to the investment portfolio. Retaining the \$10.0 million in capital was important to support the asset growth on the books and to provide flexibility for future growth.





## Strategic Branch Initiatives

The Company made two strategic acquisitions in late 2012. The first was the purchase of the former Bank of America branch located on Union Street in downtown Rockland, Maine. In addition to the facility, the transaction included approximately \$32.2 million in core deposits. During the past year, we experienced a strong growth in this deposit base and solidified our relationship with the former Bank of America customers. In addition to the growth at this new branch, we also experienced a substantial increase in deposits at our existing branch on Park Street in Rockland. On a combined basis, as of the most recent FDIC report on insured deposits, the Company was number two in the market, with a solid base of deposits in both the City of Rockland and Knox County.

The second acquisition was a branch facility on Exchange Street in downtown Bangor, Maine. The branch was totally renovated and we opened for business there on February 25, 2013. The Bangor market provides the Company a lot of upside potential with FDIC-insured deposits exceeding \$2.0 billion. During the ten months of operation in 2013 we were very pleased with the results: deposit growth and loan originations were well above our projections, providing us with a good core base to build upon. It is always a challenge to enter a new market as an unknown. We have focused on building strong brand recognition in Bangor by hiring experienced bankers known in the community and opening up our facility to local groups. All of these efforts have helped us become successful and reinforced our decision to enter this growing market.

## Reduction in Non-Performing Assets

The assets that hold the highest risk on a bank's balance sheet are in its loan portfolio. When customers do not make their loan payments, the result is a higher level of delinquent loans, which often leads to foreclosures and repossessions, and in some circumstances, ends up as a loss on a bank's books. An escalation in delinquencies is usually a direct result of a weak economy, an increase in the

number of people either unemployed or underemployed, and declining sales for local businesses.

The recession of 2008 was, by far, the worst since the Great Depression of the 1930s. As expected, this resulted in an increase in non-performing assets for the Company – total loans greater than 90 days overdue and property acquired by the Company through the foreclosure process. A common measure used in banking is the ratio of non-performing assets to total assets. In the years leading up to 2008's financial collapse, this ratio averaged 0.28% of total assets. As the economy worsened, the Company's non-performing assets peaked at 2.32% at December 31, 2011. Fortunately, the level of non-performing assets has declined from this point and ended 2013 at 1.44% of total assets. While this is still well above historical norms for the Company, it demonstrates substantial improvement. This reduction in non-performing assets also resulted in a much lower provision for loan losses, which totaled \$4.2 million in 2013 compared to our highest level of \$10.5 million in 2011. The level of delinquent loans has improved dramatically, especially in 2013. Although the problems are not all behind us, the trend is encouraging and signals that the economy has improved, people are getting back to work and businesses are seeing improved revenues.



## A VIEW ON THE ECONOMY

During the past year, we actually have seen positive improvements in the economy, especially on a national basis. There are a number of metrics used by economists to measure what is happening; the following ones are the most relevant to the banking sector: (1) Unemployment Rate, (2) GDP Growth, (3) Case-Schiller 20-City Index. Let us look at each of these:

(1) The U.S. unemployment rate declined from 7.8% in December 2012 to 6.7% as of December 2013. While this is a good improvement and certainly trending in the right direction, it is still elevated and well above the pre-recession level of 4.7%, which was the 2007 yearly average. Labor participation has also declined which indicates the real unemployment rate is a lot higher.



For the State of Maine, the unemployment rate in 2013 was 6.4%, a decline from 7.0% in 2012 and below the national average. For the banking sector, improved employment is a positive and can be directly correlated to the reduction in delinquent loans; however, there is still much room for improvement to get back to pre-recession employment levels. The Federal Reserve Board projects the unemployment rate will range between 6.7% and 6.2% in 2014 and will not reach 5.0% until 2016. If this is what happens, it will have taken nine years for employment to return to pre-recession levels.

(2) Real Gross Domestic Product is defined as the output of goods and services provided by labor and property located in the United States. This metric is generally seen as the best measure of how the U.S. economy is doing. Real GDP increased 1.9% in 2013 compared with an increase of 2.8% in 2012. To have a strong economy the consensus is GDP should be 4.0% or greater. The Federal Reserve Board projects Real GDP will average between 2.2% and 3.6% through 2016, an improvement over 2013 but in no means robust.

(3) The Case Schiller 20-City Index is one of the most highly referenced indices used to gauge housing prices. During 2013, the index showed that home prices increased from the prior year by 13.4%. This was a substantial improvement from the 6.8% increase in home prices seen in 2012 over 2011. By these indications, the value of housing is increasing, but unfortunately, even with these upticks in values, the 20-City Index remains 19.8% below the 2006 peak.

Another measure often referenced as an indicator of the condition of the housing market is "housing starts." At the peak of the market in 2004, the number of housing starts was 2.1 million units annually, and as the recession hit, this declined to a low of 540,000 units in 2010. These numbers point out quite clearly why the construction industry and all related businesses have struggled so much. We have seen an improvement with the number of housing starts now at 1.0 million units, which is double the low point but still half as much as the peak.

## LOOKING FORWARD TO 2014

The positive momentum of the economy and success of the Company in 2013 should continue as we move into 2014. For the past couple of years, I have felt like we were seeing light at the end of the tunnel. My view is that we finally exited the tunnel in 2013 and are moving in the right direction with a healthy level of momentum. The strength of the economy may not be at the levels experienced in the early 2000s, but it still reflects a vitality not seen for several years. Retail sales are up, the stock market has reached new heights, auto sales have rebounded and the housing market is coming back. The State of Maine economy tends to lag the national economy, but it slowly should see improvement as well. As for the Company, we are optimistic that we will continue to experience a reduction in our level of non-performing assets, growth in our new branches in Rockland and Bangor, and additional firming up of our balance sheet.

As we look forward into 2014, this year the country will celebrate the 150th anniversary of the 1864 National Bank Act, which created the national banking system. Despite the vast changes that have taken place in our country since that time, the National Bank Act remains the basic statute under which the Office of the Comptroller of the Currency and the federal banking system operate today. The First N.A. was chartered in 1864, so the Bank will also be celebrating its 150th anniversary this year. We have come a long way since we opened our first office in the Moses Chase Block in Damariscotta, and it would be hard for our founders to have imagined all the changes that have taken place since then in both our country and in the business of banking.

We appreciate the support you have given us and we thank you.

Sincerely,

Daniel R. Daigneault  
President and Chief Executive Officer



UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**FORM 10-K**

**[X] Annual Report Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934  
For the Fiscal Year ended December 31, 2013**

**Commission File Number 0-26589**

**THE FIRST BANCORP, INC.**

(Exact name of Registrant as specified in its charter)

**MAINE**

(State or other jurisdiction of incorporation or organization)

**01-0404322**

(I.R.S. Employer Identification No.)

**MAIN STREET, DAMARISCOTTA, MAINE**

(Address of principal executive offices)

**04543**

(Zip code)

**(207) 563-3195**

Registrant's telephone number, including area code

Securities registered pursuant to Section 12(g) of the Act:

**Common Stock**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

**Large accelerated filer  Accelerated filer  Non-accelerated filer**

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes  No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.

**Common Stock: \$150,599,000**

Indicate the number of shares outstanding of each of the registrant's classes of common stock as of March 1, 2014

**Common Stock: 10,676,721 shares**



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## **ITEM 1. Discussion of Business**

The First Bancorp, Inc. (the "Company") was incorporated under the laws of the State of Maine on January 15, 1985, for the purpose of becoming the parent holding company of The First National Bank of Damariscotta, which was chartered as a national bank under the laws of the United States on May 30, 1864. At the Company's Annual Meeting of Shareholders on April 30, 2008, the Company's name was changed from First National Lincoln Corporation to The First Bancorp, Inc.

On January 14, 2005, the acquisition of FNB Bankshares ("FNB") of Bar Harbor, Maine, was completed, adding seven banking offices and one investment management office in Hancock and Washington counties of Maine. FNB's subsidiary, The First National Bank of Bar Harbor, was merged into The First National Bank of Damariscotta at closing, and since January 31, 2005, the combined banks have operated under a new name: The First, N.A. (the "Bank").

On October 26, 2012, the Bank completed the purchase of a branch at 63 Union Street in Rockland, Maine, from Camden National Bank (Camden National). The branch is one of 15 Maine branches Camden National acquired from Bank of America and divested by Camden National to resolve competitive concerns in that market raised by the U.S. Department of Justice's Antitrust Division. As part of the transaction, the Bank acquired approximately \$32.3 million in deposits as well as a small volume of loans. On the same date, the Bank completed the purchase of a full-service bank building at 145 Exchange Street in Bangor, Maine, also from Camden National, and opened a full-service branch in this building in February of 2013. This Bangor location offers an excellent opportunity to enter the expanding Eastern Maine market. The total value of the transaction was \$6.6 million, which includes the premises and equipment for the two locations, the premium paid for the Rockland deposits, a small amount of loans, plus core deposit intangible and goodwill.

As of December 31, 2013, the Company's securities consisted of one class of common stock and warrants to purchase common stock. At that date, there were 10,671,192 shares of common stock outstanding. In 2013, the Company repurchased the remaining 12,500 shares of cumulative perpetual preferred stock outstanding with a preference value of \$1,000 per share, all of which were issued to the U.S. Treasury under its Capital Purchase Program (the "CPP Shares"). The warrants issued in conjunction with the CPP Shares for 225,904 shares of Common Stock at an exercise price of \$16.60 per share were unchanged as a result of the repurchase transaction and remain outstanding.

The common stock of the Bank is the principal asset of the Company, which has no other subsidiaries. The Bank's capital stock consists of one class of common stock of which 290,069 shares, par value \$2.50 per share, are authorized and outstanding. All of the Bank's common stock is owned by the Company.

The Bank emphasizes personal service, and its customers are primarily small businesses and individuals to whom the Bank offers a wide variety of services, including deposit accounts and consumer, commercial and mortgage loans. The Bank has not made any material changes in its mode of conducting business during the past five years. The banking business in the Bank's market area is seasonal with lower deposits in the winter and spring and higher deposits in the summer and fall. This swing is predictable and has not had a materially adverse effect on the Bank.

In addition to traditional banking services, the Company provides investment management and private banking services through First Advisors, which is an operating division of the Bank. First Advisors is focused on taking advantage of opportunities created as the larger banks have altered their personal service commitment to clients not meeting established account criteria. First Advisors is able to offer a comprehensive array of private banking, financial planning, investment management and trust services to individuals, businesses, non-profit organizations and municipalities of varying asset size, and to provide the highest level of personal service. The staff includes investment and trust professionals with extensive experience.

The financial services landscape has changed considerably over the past five years in the Bank's primary market area. Two large out-of-state banks have continued to experience local change as a result of mergers and acquisitions at the regional and national level. Credit unions have continued to expand their membership and the scope of banking services offered. Non-banking entities such as brokerage houses, mortgage companies and insurance companies are offering very competitive products. Many of these entities and institutions have resources substantially greater than those available to the Bank and are not subject to the same regulatory restrictions as the Company and the Bank.

The Company believes that there will continue to be a need for a bank in the Bank's primary market area with local management having decision-making power and emphasizing loans to small and medium-sized businesses and to individuals. The Bank has concentrated on extending business loans to such customers in the Bank's primary market area and to extending investment and trust services to clients with accounts of all sizes. The Bank's Management also makes decisions based upon, among other things, the knowledge of the Bank's employees regarding the communities and customers in the Bank's primary market area. The individuals employed by the Bank, to a large extent, reside near the branch offices and thus are generally familiar with their communities and customers. This is important in local decision-making and allows the Bank to respond to customer questions and concerns on a timely basis and fosters quality customer service.

The Bank has worked and will continue to work to position itself to be competitive in its market area. The Bank's ability to make decisions close to the marketplace, Management's commitment to providing quality banking products, the caliber of the professional staff, and the community involvement of the Bank's employees are all factors affecting the Bank's ability to be competitive.

## **Supervision and Regulation**

The Company is a financial holding company within the meaning of the Bank Holding Company Act of 1956, as amended (the "BHC Act"), and section 225.82 of Regulation Y issued by the Board of Governors of the Federal Reserve System (the "Federal Reserve Board" or "FRB"), and is required to file with the Federal Reserve Board an annual report and other information required pursuant to the Act. The Company is subject to examination by the Federal Reserve Board. Virtually all of the Company's cash revenues are generally derived from dividends paid to the Company by the Bank. These dividends are subject to various legal and regulatory restrictions which are summarized in Note 18 to the accompanying financial statements. The Bank is regulated by the Office of the Comptroller of the Currency (the "OCC") and is subject to the provisions of the National Bank Act. As a result, it must meet certain liquidity and capital requirements, which are discussed in the following sections.

### ***General***

As a financial holding company, the Company is subject to regulation under the BHC Act and to inspection, examination and supervision by its primary regulator, the FRB. The Company is also subject to the disclosure and regulatory requirements of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, both as administered by the Securities and Exchange Commission (the "SEC"). As a company with securities listed on the NASDAQ, the Company is subject to the rules of the NASDAQ for listed companies. The Bank is subject to regulation and examination primarily by the OCC and is subject to regulations of the Federal Deposit Insurance Corporation (the "FDIC").

### ***Bank Holding Company Activities***

As a bank holding company ("BHC") that has elected to become a financial holding company pursuant to the BHC Act, we may affiliate with securities firms and insurance companies and engage in other activities that are financial in nature or incidental or complementary to activities that are financial in nature. "Financial in nature" activities include securities underwriting, dealing and market making; sponsoring mutual funds and investment companies; insurance underwriting and agency; merchant banking; and activities that the FRB, in consultation with the Secretary of the U.S. Treasury, determines to be financial in nature or incidental to such financial activity. "Complementary activities" are activities that the FRB determines upon application to be complementary to a financial activity and do not pose a safety and soundness risk.

FRB approval is not generally required for us to acquire a company (other than a bank holding company, bank or savings association) engaged in activities that are financial in nature or incidental to activities that are financial in nature, as determined by the FRB. Prior notice to the FRB may be required, however, if the company to be acquired has total consolidated assets of \$10 billion or more. Prior FRB approval is required before we may acquire the beneficial ownership or control of more than 5% of the voting shares or substantially all of the assets of a bank holding company, bank or savings association. In addition, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") also does not allow us to merge, acquire all or substantially all of the assets of, or acquire control of another company if our total resulting consolidated liabilities would exceed 10% of the aggregate consolidated liabilities of all financial companies.

Because we are a financial holding company, if the Bank receives a rating under the Community Reinvestment Act of 1977, as amended (the "CRA"), of less than satisfactory, the Bank and/or the Company will be prohibited, until the rating is raised to satisfactory or better, from engaging in new activities or acquiring companies other than bank holding companies, banks or savings associations, except that we could engage in new activities, or acquire companies engaged in activities, that are closely related to banking under the BHC Act. In addition, if the FRB finds that the Bank is not well capitalized or well managed, we would be required to enter into an agreement with the FRB to comply with all applicable capital and management requirements and which may contain additional limitations or conditions. Until corrected, we could be prohibited from engaging in any new activity or acquiring companies engaged in activities that are not closely related to banking under the BHC Act without prior FRB approval. If we fail to correct any such condition within a prescribed period, the FRB could order us to divest our banking subsidiaries or, in the alternative, to cease engaging in activities other than those closely related to banking under the BHC Act.

Under the Riegle-Neal Interstate Banking and Branching Act (the "Riegle-Neal" Act), a bank holding company may acquire banks in states other than its home state, subject to any state requirement that the bank has been organized and operating for a minimum period of time, not to exceed five years, and the requirement that the bank holding company not control, prior to or following the proposed acquisition, more than 10% of the total amount of deposits of insured depository institutions nationwide or, unless the acquisition is the bank holding company's initial entry into the state, more than 30% of such deposits in the state (or such lesser or greater amount set by the state). The Riegle-Neal Act also authorizes banks to merge across state lines, thereby creating interstate branches. Banks are also permitted to acquire and to establish new branches in other states.

In determining whether to approve a proposed bank acquisition, federal bank regulators will consider, among other factors, the effect of the acquisition on competition, financial condition, and future prospects including current and projected capital ratios and levels, the competence, experience, and integrity of management and record of compliance with laws and regulations, the convenience and needs of the communities to be served, including the acquiring institution's record of

compliance under the CRA, the effectiveness of the acquiring institution in combating money laundering activities and the risk to the stability of the United States banking system.

The Company is a legal entity separate and distinct from the Bank. A primary source of funds to pay dividends on our common stock is dividends from the Bank. Various federal and state statutory provisions and regulations limit the amount of dividends the Bank may pay without regulatory approval. Federal bank regulatory agencies have the authority to prohibit the Bank from engaging in unsafe or unsound practices in conducting its business. The payment of dividends, depending on the financial condition of the Bank, could be deemed an unsafe or unsound practice. The ability of the Bank to pay dividends in the future is currently, and could be further, influenced by bank regulatory policies and capital guidelines.

The Bank is subject to restrictions under federal law that limit the transfer of funds or other items of value from a subsidiary to the Company and any nonbank subsidiaries (including affiliates) in so-called "covered transactions." In general, covered transactions include loans and other extensions of credit, investments and asset purchases, as well as certain other transactions involving the transfer of value from a subsidiary bank to an affiliate or for the benefit of an affiliate. Unless an exemption applies, covered transactions by a subsidiary bank with a single affiliate are limited to 10% of the subsidiary bank's capital and surplus and, with respect to all covered transactions with affiliates in the aggregate, to 20% of the subsidiary bank's capital and surplus. Also, loans and extensions of credit to affiliates generally are required to be secured by qualifying collateral. A bank's transactions with its nonbank affiliates are also generally required to be on arm's-length terms.

The FRB has a policy that a BHC is expected to act as a source of financial and managerial strength to each of its subsidiary banks and, under appropriate circumstances, to commit resources to support each such subsidiary bank. This support may be required at times when the BHC may not have the resources to provide the support. The OCC may order an assessment of the BHC if the capital of one of its national bank subsidiaries were to become impaired. If the BHC failed to pay the assessment within three months, the OCC could order the sale of the BHC's holdings of stock in the national bank to cover the deficiency.

In the event of the "liquidation or other resolution" of an insured depository institution, the claims of deposits payable in the United States (including the claims of the FDIC as subrogee of insured depositors) and certain claims for administrative expenses of the FDIC as a receiver will have priority over other general unsecured claims against the institution. If an insured depository institution fails, claims of insured and uninsured U.S. depositors, along with claims of the FDIC, will have priority in payment ahead of unsecured creditors, including the BHC, and depositors whose deposits are solely payable at such insured depository institution's non-U.S. offices.

#### ***Dodd-Frank Wall Street Reform and Consumer Protection Act***

The Dodd-Frank Act, enacted on July 21, 2010, is resulting in broad changes to the U.S. financial system and is the most significant financial reform legislation since the 1930s. Financial regulatory agencies have issued numerous rulemakings to implement its provisions, but a number of rulemakings required by the Dodd-Frank Act have either not yet been proposed or have not been finalized. As a result, the ultimate impact of the Dodd-Frank Act is not yet known, but it has affected, and we expect it will continue to affect, most of our businesses in some way, either directly through regulation of specific activities or indirectly through regulation of concentration risks, capital or liquidity. Until the remaining provisions of the December 2011 FRB proposal are finalized, we are unable to fully estimate their impact on the Company, but we expect the final rules may significantly increase our compliance and regulatory requirements.

Federal regulatory agencies issued numerous other rulemakings in 2012 and 2013 to implement various other requirements of the Dodd-Frank Act, but many of these other proposed rules remain open for comment. Agencies have proposed rules establishing a comprehensive framework for the regulation of derivatives, restricting banking entities from engaging in proprietary trading or owning interests in or sponsoring hedge funds or private equity funds (the "Volcker Rule"), and requiring sponsors of asset-backed securities ("ABS") to retain an ownership stake in the ABS. In November 2012, the Financial Stability Oversight Council proposed new regulations for addressing perceived risks that money market mutual funds may pose to the financial stability of the United States. Once final recommendations are issued, the SEC is required to adopt the recommendations or explain its reasons for not implementing the recommendations. Although we have analyzed these and other proposed rules, the absence of final rules and the complexity of some of the proposed rules make it difficult for the Company to estimate the financial, compliance or operational impacts of the proposals.

The Dodd-Frank Act also established the Consumer Financial Protection Bureau (the "CFPB") to ensure consumers receive clear and accurate disclosures regarding financial products and to protect consumers from hidden fees and unfair or abusive practices. The CFPB has begun exercising supervisory review of banks under its jurisdiction and has concentrated much of its initial rulemaking efforts on a variety of mortgage-related topics required under the Dodd-Frank Act, including ability-to-repay and qualified mortgage standards, mortgage servicing standards, loan originator compensation standards, high-cost mortgage requirements, appraisal and escrow standards and requirements for higher-priced mortgages. Several of the CFPB's rulemakings were issued in January 2013, and we continue to analyze their requirements to determine the impact of the rules to our businesses. During 2014, we expect the CFPB will focus its rulemaking efforts on integrating disclosure requirements for lenders and settlement agents and expanding the scope of information lenders must report in connection with mortgage and other housing-related loan applications. In addition to the exercise of its rulemaking authority, the CFPB is continuing its on-going examination activities with respect to a number of consumer businesses and products.



### ***Customer Information Security***

The FDIC, the OCC and other bank regulatory agencies have published guidelines (the "Guidelines") establishing standards for safeguarding nonpublic personal information about customers that implement provisions of the Graham-Leach-Bliley Act (the "GLBA"). Among other things, the Guidelines require each financial institution, under the supervision and ongoing oversight of its Board of Directors or an appropriate committee thereof, to develop, implement and maintain a comprehensive written information security program designed to ensure the security and confidentiality of customer information, to protect against any anticipated threats or hazards to the security or integrity of such information, and to protect against unauthorized access to or use of such information that could result in substantial harm or inconvenience to any customer.

### ***Privacy***

The FDIC, the OCC and other regulatory agencies have published privacy rules pursuant to provisions of the GLBA ("Privacy Rules"). The Privacy Rules, which govern the treatment of nonpublic personal information about consumers by financial institutions, require a financial institution to provide notice to customers (and other consumers in some circumstances) about its privacy policies and practices, describe the conditions under which a financial institution may disclose nonpublic personal information to nonaffiliated third parties, and provide a method for consumers to prevent a financial institution from disclosing that information to most nonaffiliated third parties by "opting-out" of that disclosure, subject to certain exceptions.

### ***USA Patriot Act***

The USA Patriot Act of 2001, designed to deny terrorists and others the ability to obtain anonymous access to the U.S. financial system, has significant implications for depository institutions, broker-dealers and other businesses involved in the transfer of money. The USA Patriot Act, together with the implementing regulations of various federal regulatory agencies, have caused financial institutions, including the Bank, to adopt and implement additional or amend existing policies and procedures with respect to, among other things, anti-money laundering compliance, suspicious activity and currency transaction reporting, customer identity verification and customer risk analysis. The statute and its underlying regulations also permit information sharing for counter-terrorist purposes between federal law enforcement agencies and financial institutions, as well as among financial institutions, subject to certain conditions, and require the Federal Reserve Board (and other federal banking agencies) to evaluate the effectiveness of an applicant in combating money laundering activities when considering applications filed under Section 3 of the Act or under the Bank Merger Act.

### ***The Bank Secrecy Act***

The Bank Secrecy Act (the "BSA") requires all financial institutions, including banks and securities broker-dealers, to, among other things, establish a risk-based system of internal controls reasonably designed to prevent money laundering and the financing of terrorism. It includes a variety of recordkeeping and reporting requirements (such as cash and suspicious activity reporting) as well as due diligence/know-your-customer documentation requirements. The Bank has established an anti-money laundering program to comply with the BSA requirements.

### ***The Sarbanes-Oxley Act***

The Sarbanes-Oxley Act of 2002 ("SOX") implements a broad range of corporate governance and accounting measures for public companies (including publicly-held bank holding companies such as the Company) designed to promote honesty and transparency in corporate America and better protect investors from the type of corporate wrongdoings that occurred at Enron and WorldCom, among other companies. SOX's principal provisions, many of which have been implemented through regulations released and policies and rules adopted by the securities exchanges in 2003 and 2004, provide for and include, among other things:

- The creation of an independent accounting oversight board;
- Auditor independence provisions which restrict non-audit services that accountants may provide to clients;
- Additional corporate governance and responsibility measures, including the requirement that the chief executive officer and chief financial officer of a public company certify financial statements;
- The forfeiture of bonuses or other incentive-based compensation and profits from the sale of an issuer's securities by directors and senior officers in the twelve-month period following initial publication of any financial statements that later require restatement;
- An increase in the oversight of, and enhancement of certain requirements relating to, audit committees of public companies and how they interact with the public company's independent auditors;
- Requirements that audit committee members must be independent and are barred from accepting consulting, advisory or other compensatory fees from the issuer;
- Requirements that companies disclose whether at least one member of the audit committee is a 'financial expert' (as such term is defined by the SEC and if not, why not);
- Expanded disclosure requirements for corporate insiders, including accelerated reporting of stock transactions by insiders and a prohibition on insider trading during pension blackout periods;

- A prohibition on personal loans to directors and officers, except certain loans made by insured financial institutions, such as the Bank, on nonpreferential terms and in compliance with bank regulatory requirements;
- Disclosure of a code of ethics and filing a Form 8-K in the event of a change or waiver of such code; and
- A range of enhanced penalties for fraud and other violations.

The Company complies with the provisions of SOX and its underlying regulations. Management believes that such compliance efforts have strengthened the Company's overall corporate governance structure and does not expect that such compliance has to date had, or will in the future have, a material impact on the Company's results of operations or financial condition.

### ***Capital Requirements***

The OCC has established guidelines with respect to the maintenance of appropriate levels of capital by FDIC-insured banks. The Federal Reserve Board has established substantially identical guidelines with respect to the maintenance of appropriate levels of capital, on a consolidated basis, by BHCs. If a banking organization's capital levels fall below the minimum requirements established by such guidelines, a bank or BHC will be expected to develop and implement a plan acceptable to the FDIC or the Federal Reserve Board, respectively, to achieve adequate levels of capital within a reasonable period, and may be denied approval to acquire or establish additional banks or non-bank businesses, merge with other institutions or open branch facilities until such capital levels are achieved. Federal regulations require federal bank regulators to take "prompt corrective action" with respect to insured depository institutions that fail to satisfy minimum capital requirements and imposes significant restrictions on such institutions. See "Prompt Corrective Action" below.

### ***Leverage Capital Ratio***

The regulations of the OCC require national banks to maintain a minimum "Leverage Capital Ratio" or "Tier 1 Capital" (as defined in the Risk-Based Capital Guidelines discussed in the following paragraphs) to Total Assets of 4.0%. Any bank experiencing or anticipating significant growth is expected to maintain capital well above the minimum levels. The Federal Reserve Board's guidelines impose substantially similar leverage capital requirements on bank holding companies on a consolidated basis. It is possible that banking regulators may increase minimum capital requirements for banks should economic conditions worsen.

### ***Risk-Based Capital Requirements***

OCC regulations also require national banks to maintain minimum capital levels as a percentage of a bank's risk-adjusted assets. A bank's qualifying total capital ("Total Capital") for this purpose may include two components: "Core" (Tier 1) Capital and "Supplementary" (Tier 2) Capital. Core Capital consists primarily of common stockholders' equity, which generally includes common stock, related surplus and retained earnings, certain non-cumulative perpetual preferred stock and related surplus, and minority interests in the equity accounts of consolidated subsidiaries, and (subject to certain limitations) mortgage servicing rights and purchased credit card relationships, less all other intangible assets (primarily goodwill). Supplementary Capital elements include, subject to certain limitations, a portion of the allowance for loan losses, perpetual preferred stock that does not qualify for inclusion in Tier 1 capital, long-term preferred stock with an original maturity of at least 20 years and related surplus, certain forms of perpetual debt and mandatory convertible securities, and certain forms of subordinated debt and intermediate-term preferred stock.

The risk-based capital rules assign a bank's balance sheet assets and the credit equivalent amounts of the bank's off-balance sheet obligations to one of four risk categories, weighted at 0%, 20%, 50% or 100%, as applicable. Applying these risk-weights to each category of the bank's balance sheet assets and to the credit equivalent amounts of the bank's off-balance sheet obligations and summing the totals results in the amount of the bank's total Risk-Adjusted Assets for purposes of the risk-based capital requirements. Risk-Adjusted Assets can either exceed or be less than reported balance sheet assets, depending on the risk profile of the banking organization. Risk-Adjusted Assets for institutions such as the Bank will generally be less than reported balance sheet assets because its retail banking activities include proportionally more residential mortgage loans, many of its investment securities have a low risk weighting and there is a relatively small volume of off-balance sheet obligations.

The risk-based capital regulations require all banks to maintain a minimum ratio of Total Capital to Risk-Adjusted Assets of 8.0%, of which at least one-half (4.0%) must be Core (Tier 1) Capital. For the purpose of calculating these ratios: (i) a banking organization's Supplementary Capital eligible for inclusion in Total Capital is limited to no more than 100% of Core Capital; and (ii) the aggregate amount of certain types of Supplementary Capital eligible for inclusion in Total Capital is further limited. For example, the regulations limit the portion of the allowance for loan losses eligible for inclusion in Total Capital to 1.25% of Risk-Adjusted Assets. The Federal Reserve Board has established substantially identical risk-based capital requirements, which are applied to bank holding companies on a consolidated basis. The risk-based capital regulations explicitly provide for the consideration of interest rate risk in the overall evaluation of a bank's capital adequacy to ensure that banks effectively measure and monitor their interest rate risk, and that they maintain capital adequate for that risk. A bank deemed by its federal banking regulator to have excessive interest rate risk exposure may be required to maintain additional capital (that is, capital in excess of the minimum ratios discussed above). The Bank believes, based on its level of interest rate risk exposure, that this provision will not have a material adverse effect on it.

On December 31, 2013, the Company's consolidated Total and Tier 1 Risk-Based Capital Ratios were 16.03% and 14.78%, respectively, and its Leverage Capital Ratio was 8.67%. Based on the above figures and accompanying discussion, the Company exceeds all regulatory capital requirements and is considered well capitalized.

### ***Basel III Capital Requirements***

In December 2010, the Basel Committee on Bank Supervision (the "BCBS") finalized a set of international guidelines for determining regulatory capital known as "Basel III." These guidelines were developed in response to the financial crisis of 2008 and 2009 and were intended to address many of the weaknesses identified in the banking sector as contributing to the crisis including excessive leverage, inadequate and low quality capital and insufficient liquidity buffers. The Basel III guidelines would:

- raise the quality of capital to be better able to absorb losses on both a going concern and gone concern basis;
- increase the risk coverage of the capital framework, specifically for trading activities, securitizations, exposures to off-balance sheet vehicles, and counterparty credit exposures arising from derivatives;
- raise the level of minimum capital requirements;
- establish an international leverage ratio;
- develop capital buffers;
- raise standards for the supervisory review process (Pillar 2) and public disclosures (Pillar 3).

U.S. regulatory authorities have been considering the BCBS capital guidelines and proposals, and in June 2013, the U.S. banking regulators finalized rulemaking to implement the BCBS capital guidelines for U.S. banks, including, among other things:

- implement in the United States the Basel III regulatory capital reforms including those that revise the definition of capital, increase minimum capital ratios, and introduce a minimum Tier 1 common equity ratio of 4.5% and a capital conservation buffer of 2.5% (for a total minimum Tier 1 common equity ratio of 7.0%) and a potential countercyclical buffer of up to 2.5%, which would be imposed by regulators at their discretion if it is determined that a period of excessive credit growth is contributing to an increase in systemic risk;
- revise "Basel I" rules for calculating risk-weighted assets to enhance risk sensitivity;
- modify the existing Basel II advanced approaches rules for calculating risk-weighted assets to implement Basel III;
- comply with the Dodd-Frank Act provision prohibiting the reliance on external credit ratings.

The U.S. banking regulators also approved a final rule to implement changes to the market risk capital rule, which requires banking organizations with significant trading activities to adjust their capital requirements to better account for the market risks of those activities.

The Company has evaluated the impact of Basel III on its capital ratios based on our interpretation of the capital requirements, and we estimate that under the Basel III proposals our Tier 1 common equity ratio of 14.8% exceeds the fully phased-in minimum of ratio of 7.0% by 7.8% at December 31, 2013.

From time to time, the OCC, the FRB and the Federal Financial Institutions Examination Council (the "FFIEC") propose changes and amendments to, and issue interpretations of, risk-based capital guidelines and related reporting instructions. In addition, the FRB has closely monitored capital levels of the institutions it supervises during the ongoing financial disruption, and may require such institutions to modify capital levels based on FRB determinations. Such determinations, proposals or interpretations could, if implemented in the future, affect our reported capital ratios and net risk-adjusted assets.

### ***Prompt Corrective Action***

The Federal Deposit Insurance Corporation Improvement Act of 1991 ("FDICIA") requires, among other things, that the federal banking regulators take "prompt corrective action" with respect to, and imposes significant restrictions on, any bank that fails to satisfy its applicable minimum capital requirements. FDICIA establishes five capital categories consisting of "well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized" and "critically undercapitalized." Under applicable regulations, a bank that has a Total Risk-Based Capital Ratio of 10.0% or greater, a Tier 1 Risk-Based Capital Ratio of 6.0% or greater and a Leverage Capital Ratio of 5.0% or greater, and is not subject to any written agreement, order, capital directive or prompt corrective action directive to meet and maintain a specific capital level for any capital measure is deemed to be "well capitalized." A bank that has a Total Risk-Based Capital Ratio of 8.0% or greater, a Tier 1 Risk-Based Capital Ratio of 4.0% or greater and a Leverage Capital Ratio of 4.0% (or 3% for banks with the highest regulatory examination rating that are not experiencing or anticipating significant growth or expansion) or greater and does not meet the definition of a well-capitalized bank is considered to be "adequately capitalized." A bank that has a Total Risk-Based Capital Ratio of less than 8.0% or has a Tier 1 Risk-Based Capital Ratio that is less than 4.0%, except as noted above, or a Leverage Capital Ratio of less than 4.0% is considered "undercapitalized." A bank that has a Total Risk-Based Capital Ratio of less than 6.0%, or a Tier 1 Risk-Based Capital Ratio that is less than 3.0% or a Leverage Capital Ratio that is less than 3.0% is considered to be "significantly undercapitalized," and a bank that has a ratio of tangible equity to total assets equal to or less than 2% is deemed to be "critically undercapitalized." A bank may be deemed to be in a capital category lower than is indicated by its actual capital position if it is determined to be in an unsafe or unsound condition or receives an unsatisfactory examination rating. FDICIA generally prohibits a bank from making capital distributions (including payment of dividends) or



paying management fees to controlling stockholders or their affiliates if, after such payment, the bank would be undercapitalized.

Under FDICIA and the applicable implementing regulations, an undercapitalized bank will be (i) subject to increased monitoring by its primary federal banking regulator; (ii) required to submit to its primary federal banking regulator an acceptable capital restoration plan (guaranteed, subject to certain limits, by the bank's holding company) within 45 days of being classified as undercapitalized; (iii) subject to strict asset growth limitations; and (iv) required to obtain prior regulatory approval for certain acquisitions, transactions not in the ordinary course of business, and entries into new lines of business. In addition to the foregoing, the primary federal banking regulator may issue a "prompt corrective action directive" to any undercapitalized institution. Such a directive may (i) require sale or re-capitalization of the bank; (ii) impose additional restrictions on transactions between the bank and its affiliates; (iii) limit interest rates paid by the bank on deposits; (iv) limit asset growth and other activities, (v) require divestiture of subsidiaries; (vi) require replacement of directors and officers; and (vii) restrict capital distributions by the bank's parent holding company. In addition to the foregoing, a significantly undercapitalized institution may not award bonuses or increases in compensation to its senior executive officers until it has submitted an acceptable capital restoration plan and received approval from its primary federal banking regulator.

No later than 90 days after an institution becomes critically undercapitalized, the primary federal banking regulator for the institution must appoint a receiver or, with the concurrence of the FDIC, a conservator, unless the agency, with the concurrence of the FDIC, determines that the purpose of the prompt corrective action provisions would be better served by another course of action. FDICIA requires that any alternative determination be "documented" and reassessed on a periodic basis. Notwithstanding the foregoing, a receiver must be appointed after 270 days unless the appropriate federal banking agency and the FDIC certify that the institution is viable and not expected to fail.

### ***Deposit Insurance Assessments***

The Bank is a member of the Deposit Insurance Fund (DIF) maintained by the FDIC. Through the DIF, the FDIC insures the deposits of the Bank up to prescribed limits for each depositor. The DIF was formed March 31, 2006, upon the merger of the Bank Insurance Fund and the Savings Insurance Fund in accordance with the Federal Deposit Insurance Reform Act of 2005 (the "FDIR Act"). The FDIR Act established a range of 1.15% to 1.50% within which the FDIC Board of Directors may set the Designated Reserve Ratio (the "reserve ratio" or "DRR"). The FDIR Act also granted the FDIC Board the discretion to price deposit insurance according to risk for all insured institutions regardless of the level of the reserve ratio.

In 2009, the FDIC undertook several measures in an effort to replenish the DIF. On February 27, 2009, the FDIC adopted a final rule modifying the risk-based assessment system and set new initial base assessment rates beginning April 1, 2009. Annual rates ranged from a minimum of 12 cents per \$100 of domestic deposits for well-managed, well-capitalized institutions with the highest credit ratings, to 45 cents per \$100 for those institutions posing the most risk to the DIF. Risk-based adjustments to the initial assessment rate could have lowered the rate to 7 cents per \$100 of domestic deposits for well-managed, well-capitalized banks with the highest credit ratings or raised the rate to 77.5 cents per \$100 for depository institutions posing the most risk to the DIF. On May 22, 2009, the FDIC adopted a final rule imposing a 5 basis point special assessment on each insured depository institution's assets minus Tier 1 capital as of June 30, 2009. The amount of the special assessment for any institution was limited to 10 basis points times the institution's assessment base for the second quarter 2009. On November 17, 2009, the FDIC amended its regulations to require insured institutions to prepay their estimated quarterly risk-based assessments for fourth quarter 2009, and all of 2010, 2011, 2012 and 2013. For purposes of determining the prepayment, the FDIC used the institution's assessment rate in effect on September 30, 2009. The unused portion of the prepaid assessment was refunded on June 28, 2013.

The Dodd-Frank Act gave the FDIC greater discretion to manage the DIF, raised the minimum DRR to 1.35% and removed the upper limit of the range. In October 2010, the FDIC Board adopted a Restoration Plan to ensure that the DIF reserve ratio reaches 1.35% by September 30, 2020, as required by the Dodd-Frank Act. At the same time, the FDIC Board proposed a comprehensive, long-range plan for DIF management. In December 2010, as part of the comprehensive plan, the FDIC Board adopted a final rule to set the DRR at 2%, and in February 2011, the FDIC Board approved the remainder of the comprehensive plan. The Restoration Plan eliminated a 3 basis point increase in the annual assessment rates that was to take effect January 1, 2011.

On February 7, 2011, the FDIC Board approved a final rule on assessments, dividends, assessment base and large bank pricing that took effect on April 1, 2011. To maintain the DIF, member institutions are assessed an insurance premium based on an assessment base and an assessment rate. Generally, the assessment base is an institution's average consolidated total assets minus average tangible equity. For large and highly complex institutions (those that are very large and are structurally and operationally complex or that pose unique challenges and risks in the case of failure), the assessment rate is determined by combining supervisory ratings and certain financial measures into scorecards. The score received by an institution will be converted into an assessment rate for the institution. The FDIC retains the ability to adjust the total score of large and highly complex institutions based upon quantitative or qualitative measures not adequately captured in the scorecards.

All FDIC-insured depository institutions must also pay a quarterly assessment towards interest payments on bonds issued by the Financing Corporation, a federal corporation chartered under the authority of the Federal Housing Finance Board. The bonds (commonly referred to as FICO bonds) were issued to capitalize the Federal Savings and Loan Insurance Corporation.

FDIC-insured depository institutions paid approximately 1.00 to 1.02 cents per \$100 of assessable deposits during the first nine months of 2011. To coincide with Dodd-Frank Act mandated changes to the insurance assessment base, the FDIC established lower FICO assessment rates, 0.66 cents per \$100 of assessment base for 2012, 0.64 cents per \$100 of assessment base for 2013, and 0.62 cents per \$100 of assessment base for the first quarter of 2014.

The FDIC may terminate a depository institution's deposit insurance upon a finding that the institution's financial condition is unsafe or unsound or that the institution has engaged in unsafe or unsound practices or has violated any applicable rule, regulation, order or condition enacted or imposed by the institution's regulatory agency. The termination of deposit insurance for the Bank could have a material adverse effect on our earnings.

#### ***Brokered Deposits and Pass-Through Deposit Insurance Limitations***

Under FDICIA, a bank cannot accept brokered deposits unless it either (i) is "Well Capitalized" or (ii) is "Adequately Capitalized" and has received a written waiver from its primary federal banking regulator. For this purpose, "Well Capitalized" and "Adequately Capitalized" have the same definitions as in the Prompt Corrective Action regulations. See "Prompt Corrective Action" above. Banks that are not in the "Well Capitalized" category are subject to certain limits on the rates of interest they may offer on any deposits (whether or not obtained through a third-party deposit broker). Pass-through insurance coverage is not available in banks that do not satisfy the requirements for acceptance of brokered deposits, except that pass-through insurance coverage will be provided for employee benefit plan deposits in institutions which at the time of acceptance of the deposit meet all applicable regulatory capital requirements and send written notice to their depositors that their funds are eligible for pass-through deposit insurance. The Bank currently accepts brokered deposits.

#### ***Real Estate Lending Standards***

FDICIA requires the federal bank regulatory agencies to adopt uniform real estate lending standards. The FDIC and the OCC have adopted regulations which establish supervisory limitations on Loan-to-Value ("LTV") ratios in real estate loans by FDIC-insured banks, including national banks. The regulations require banks to establish LTV ratio limitations within or below the prescribed uniform range of supervisory limits.

#### ***Standards for Safety and Soundness***

Pursuant to FDICIA the federal bank regulatory agencies have prescribed, by regulation, standards and guidelines for all insured depository institutions and depository institution holding companies relating to: (i) internal controls, information systems and internal audit systems; (ii) loan documentation; (iii) credit underwriting; (iv) interest rate risk exposure; (v) asset growth; and (vi) compensation, fees and benefits. The compensation standards prohibit employment contracts, compensation or benefit arrangements, stock option plans, fee arrangements or other compensatory arrangements that would provide "excessive" compensation, fees or benefits, or that could lead to material financial loss. In addition, the federal bank regulatory agencies are required by FDICIA to prescribe standards specifying: (i) maximum classified assets to capital ratios; (ii) minimum earnings sufficient to absorb losses without impairing capital; and (iii) to the extent feasible, a minimum ratio of market value to book value for publicly-traded shares of depository institutions and depository institution holding companies.

#### ***Consumer Protection Provisions***

FDICIA also includes provisions requiring advance notice to regulators and customers for any proposed branch closing and authorizing (subject to future appropriation of the necessary funds) reduced insurance assessments for institutions offering "lifeline" banking accounts or engaged in lending in distressed communities. FDICIA also includes provisions requiring depository institutions to make additional and uniform disclosures to depositors with respect to the rates of interest, fees and other terms applicable to consumer deposit accounts.

#### ***FDIC Waiver of Certain Regulatory Requirements***

The FDIC issued a rule, effective on September 22, 2003, that includes a waiver provision which grants the FDIC Board of Directors extremely broad discretionary authority to waive FDIC regulatory provisions that are not specifically mandated by statute or by a separate regulation.

#### ***Future Legislation or Regulation***

In light of recent conditions in the U.S. and global financial markets and the U.S. and global economy, legislators, the presidential administration and regulators have continued their increased focus on regulation of the financial services industry. Proposals that further increase regulation of the financial services industry have been and are expected to continue to be introduced in the U.S. Congress, in state legislatures and abroad. In addition, not all regulations authorized or required under the Dodd-Frank Act have been proposed or finalized by federal regulators. Further legislative changes and additional regulations may change our operating environment in substantial and unpredictable ways. Such legislation and regulations could increase our cost of doing business, affect our compensation structure, restrict or expand the activities in which we may engage or affect the competitive balance among banks, savings associations, credit unions, and other financial institutions. We cannot predict whether future legislative proposals will be enacted and, if enacted, the effect that they, or any implementing

regulations, would have on our business, results of operations or financial condition. The same uncertainty exists with respect to regulations authorized or required under the Dodd-Frank Act but that have not yet been proposed or finalized.

### ***Impact of Monetary Policy***

Our business and earnings are affected significantly by the fiscal and monetary policies of the federal government and its agencies. We are particularly affected by the policies of the FRB, which regulates the supply of money and credit in the United States. Among the instruments of monetary policy available to the FRB are (a) conducting open market operations in United States government securities, (b) changing the discount rates of borrowings of depository institutions, (c) imposing or changing reserve requirements against depository institutions' deposits, and (d) imposing or changing reserve requirements against certain borrowings by banks and their affiliates. These methods are used in varying degrees and combinations to directly affect the availability of bank loans and deposits, as well as the interest rates charged on loans and paid on deposits. The policies of the FRB may have a material effect on our business, results of operations and financial condition. The nature of future monetary policies and the effect of such policies on the future business and earnings of the Company and the Bank cannot be predicted. See Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operations, regarding the Bank's net interest margin and the effect of interest-rate volatility on future earnings.

### ***Employees***

At December 31, 2013, the Company had 233 employees and full-time equivalency of 223 employees. The Company enjoys good relations with its employees. A variety of employee benefits, including health, group life and disability income, a defined contribution retirement plan, and an incentive bonus plan, are available to qualifying officers and other employees.

### ***Company Website***

The Company maintains a website at [www.thefirstbancorp.com](http://www.thefirstbancorp.com) where it makes available, free of charge, its annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as well as all Section 16 reports on Forms 3, 4, and 5, as soon as reasonably practicable after such reports are electronically filed with, or furnished to, the SEC. The Company's reports filed with, or furnished to, the SEC are also available at the SEC's website at [www.sec.gov](http://www.sec.gov). Information contained on the Company's website does not constitute a part of this report. Interactive reports for our 10-K and 10-Q filings are available in XBRL format at the Company's website.



## **ITEM 1A. Risk Factors**

The risks and uncertainties described below are not the only ones the Company faces. Additional risks and uncertainties that we are unaware of, or that we currently deem immaterial, also may become important factors that affect us and our business. If any of these risks were to occur, our business, financial condition or results of operations could be materially and adversely affected.

### **Risk Associated With Our Business**

*We are subject to credit risk and may incur losses if loans are not repaid.*

There are inherent risks associated with our lending activities. These risks include, among other things, the impact of changes in interest rates and changes in the economic conditions in the markets where we operate as well as those across the United States and abroad. Increases in interest rates and/or weakening economic conditions could adversely impact the ability of borrowers to repay outstanding loans or the value of the collateral securing these loans. We seek to mitigate the risks inherent in our loan portfolio by adhering to specific underwriting practices. Although we believe that our underwriting criteria are appropriate for the various kinds of loans we make, we may incur losses on loans that meet our underwriting criteria, and these losses may exceed the amounts set aside as reserves in our allowance for loan losses.

*Our loan portfolio includes commercial and commercial real estate loans that may have higher risks than other types of loans.*

Our commercial, commercial real estate, and commercial construction loans at December 31, 2013 and 2012 were \$361.6 million and \$354.9 million, respectively, or 41.4% and 40.8% of total loans. Commercial and commercial real estate loans generally carry larger loan balances and can involve a greater degree of financial and credit risk than other loans. As a result, banking regulators continue to give greater scrutiny to lenders with a high concentration of commercial real estate loans in their portfolios, and such lenders are expected to implement stricter underwriting, internal controls, risk management policies and portfolio stress testing, as well as higher capital levels and loss allowances. The increased financial and credit risk associated with these types of loans are a result of several factors, including the concentration of principal in a limited number of loans and borrowers, the size of loan balances, the effects of general economic conditions on income-producing properties and the increased difficulty of evaluating and monitoring these types of loans.

Regulators have the right to request banks to maintain elevated levels of capital or liquidity due to commercial real estate loan concentrations, and could do so, especially if there is a further downturn in our local real estate markets. In addition, when underwriting a commercial or industrial loan, we may take a security interest in commercial real estate, and, in some instances upon a default by the borrower, we may foreclose on and take title to the property, which may lead to potential financial risks for us under applicable environmental laws. If hazardous substances were discovered on any of these properties, we may be liable to governmental agencies or third parties for the costs of remediation of the hazard, as well as for personal injury and property damage. Many environmental laws can impose liability regardless of whether the Company knew of, or had been responsible for, the contamination.

Furthermore, the repayment of loans secured by commercial real estate is typically dependent upon the successful operation of the related real estate or commercial project. If the cash flows from the project are reduced, a borrower's ability to repay the loan may be impaired. This cash flow shortage may result in the failure to make loan payments. In such cases, we may be compelled to modify the terms of the loan. In addition, the nature of these loans is such that they are generally less predictable and more difficult to evaluate and monitor. As a result, repayment of these loans may, to a greater extent than residential loans, be subject to adverse conditions in the real estate market or economy.

*Our allowance for loan losses may be insufficient and require additional provision from earnings.*

The Bank maintains an allowance for loan losses based on, among other things, national and regional economic conditions, historical loss experience and delinquency trends. We make various assumptions and judgments about the collectability of our loan portfolio, including the creditworthiness of borrowers and the value of the real estate and other assets serving as collateral for the repayment of loans. In determining the size of the allowance for loan losses, we rely on our experience and our evaluation of economic conditions. However, we cannot predict loan losses with certainty, and we cannot provide assurance that charge-offs in future periods will not exceed the allowance for loan losses. If, as a result of general economic conditions, previously incorrect assumptions or an increase in defaulted loans, we determine that additional increases in the allowance for loan losses are necessary, we will incur additional provision expenses. In addition, regulatory agencies review the Bank's allowance for loan losses and may require additions to the allowance based on their judgment about information available to them at the time of their examination. Management could also decide that the allowance for loan losses should be increased. If charge-offs in future periods exceed the allowance for loan losses, we will need additional provisions to increase the allowance for loan losses. Furthermore, growth in the loan portfolio would generally lead to an increase in the provision for loan losses. Any increases in the allowance for loan losses will result in a decrease in net income and capital, and may have a material

adverse effect on our financial condition, results of operations and cash flows. See the section captioned "Credit Risk Management and Allowance for Loan Losses" in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, located elsewhere in this report for further discussion related to our process for determining the appropriate level of the allowance for loan losses.

***The Maine foreclosure process can be lengthy and add additional losses for the Bank.***

Residential foreclosures in Maine occur through the judicial system. Under ideal circumstances, it can take as little as six months to foreclose on a Maine property, however, if the borrower contests the foreclosure or the court delays the foreclosure, the process may take as long as two years. In 2009, the Maine Legislature passed "An Act to Preserve Home Ownership and Stabilize the Economy by Preventing Unnecessary Foreclosures." This law provides for mediation of foreclosure of residential mortgages and borrowers may choose mediation at which parties must attend and evaluate foreclosure alternatives in good faith. This law also provides that issues such as reinstatement of the mortgage, modification of the loan and restructuring of the mortgage debt are to be addressed at these mediations. Given the uncertain timeframe related to foreclosure in Maine, the Bank can incur additional legal fees and other costs, such as payment of property taxes and insurance, if the foreclosure process is extended. In addition, the value of the property may further decline if the borrower fails to maintain the property in good order.

***Our level of troubled debt restructured ("TDR") remains elevated.***

Our efforts between 2011 and 2013 to assist homeowners and other borrowers increased our overall level of TDRs. In each case when a loan was modified, Management determined it was in the Bank's best interest to work with the borrower with modified terms rather than to proceed to foreclosure. Once a loan is classified as a TDR, however, it remains classified as a TDR until the balance is fully repaid, whether or not the loan is performing under the modified terms. As of December 31, 2013 there were 99 loans with an outstanding balance of \$29.1 million that have been restructured. This compares to 101 loans with a value of \$30.0 million as of December 31, 2012.

As of December 31, 2013, 75 loans with an aggregate balance of \$24.2 million were performing under the modified terms, eight loans with an aggregate balance \$1.8 million were more than 30 days past due and accruing and 16 loans with an aggregate balance of \$3.1 million were on nonaccrual. As a percentage of aggregate outstanding balances, 83.2% were performing under the modified terms, 6.3% were more than 30 days past due and accruing and 10.5% were on nonaccrual. Although a large percentage of TDRs continue to be performing, as a group our TDRs are relatively unseasoned and the full collection of principal and interest on some TDRs may not occur, which could adversely affect our financial condition and results of operations.

***Changes in interest rates could adversely affect our net interest income and profitability.***

Our earnings and cash flows are largely dependent upon our net interest income. Net interest income is the difference between interest income earned on interest-earning assets, such as loans and securities, and interest expense paid on interest-bearing liabilities, such as deposits and borrowed funds. Interest rates are highly sensitive to many factors that are beyond our control, including general economic conditions, demand for loans, securities and deposits, and policies of various governmental and regulatory agencies and, in particular, the Board of Governors of the Federal Reserve System. Changes in monetary policy, including changes in interest rates, could influence not only the interest we receive on loans and securities and the amount of interest we pay on deposits and borrowings, but such changes could also affect

- our ability to originate loans and obtain deposits;
- the fair value of our financial assets and liabilities; and
- the average duration of our loans and securities that are collateralized by mortgages.

If the interest rates paid on deposits and other borrowings increase at a faster rate than the interest rates received on loans and other investments, our net interest income, and therefore earnings, could be adversely affected. Earnings could also be adversely affected if the interest rates received on loans and other investments fall more quickly than the interest rates paid on deposits and other borrowings. If interest rates decline, our higher-rate loans and investments may be subject to prepayment risk, which could negatively impact our net interest margin. Conversely, if interest rates increase, our loans and investments may be subject to extension risk, which could negatively impact our net interest margin as well. Any substantial, unexpected, prolonged change in market interest rates could have a material adverse effect on our financial condition, results of operations and cash flows. See Item 7A. Quantitative and Qualitative Disclosures about Market Risk located elsewhere in this report for further discussion related to our management of interest rate risk.

***The value of our investment portfolio may be negatively affected by changes in interest rates and disruptions in securities markets.***

The market for some of the investment securities held in our portfolio has become volatile over the past several years. Volatile market conditions may detrimentally affect the value of these securities due to the perception of heightened credit and liquidity risks. There can be no assurance that the declines in market value associated with these disruptions will not result in other than

temporary impairments of these assets, which would lead to accounting charges that could have a material adverse effect on our net income and capital levels. Our mortgage-backed portfolio may be subject to extension risk as interest rates rise and borrowers are unable to refinance their current mortgages into lower rate mortgages, extending the average life of the bonds. As of December 31, 2013, we had \$305.8 million and \$169.3 million in available for sale and held to maturity investment securities, respectively. Numerous factors, including lack of liquidity for re-sales of certain investment securities, absence of reliable pricing information for investment securities, adverse changes in business climate, adverse actions by regulators, or unanticipated changes in the competitive environment could have a negative effect on our investment portfolio in future periods. If an impairment charge is significant enough it could affect the ability of the Bank to renew funding. This could have a material adverse effect on our liquidity and the Bank's ability to upstream dividends to the Company and for the Company to then pay dividends to shareholders. It could also negatively impact our regulatory capital ratios and result in our not being classified as "well-capitalized" for regulatory purposes.

***Illiquidity could impair our ability to fund operations and jeopardize our financial condition.***

Liquidity is essential to our business. An inability to raise funds through traditional deposits, brokered deposit renewals or rollovers, secured or unsecured borrowings, the sale of securities or loans and other sources could have a substantial negative effect on our liquidity. Our access to funding sources in amounts adequate to finance our activities could be impaired by factors that affect us specifically or the financial services industry or economy in general, or could be available only under terms which are unacceptable to us. We rely primarily on commercial and retail deposits and, to a lesser extent, brokered deposit renewals and rollovers, advances from the Federal Home Loan Bank of Boston (the "FHLB") and other secured and unsecured borrowings to fund our operations. Factors that could detrimentally impact our access to liquidity sources include a decrease in the level of our business activity as a result of a downturn in the markets in which our loans are concentrated, adverse regulatory action against us, changes in market interest rates or increased competition for funding within our market. Disruptions in the capital markets or interest rate changes may make the terms of wholesale funding sources less favorable and may make it difficult to sell securities when needed to provide additional liquidity. In addition, if we fall below the FDIC's thresholds to be considered "well capitalized", we will be unable to continue to rollover or renew brokered funds, and the interest rate paid on deposits would be subject to restrictions. As a result, there is a risk that our cost of funding will increase or we will not have sufficient funds to meet our obligations when they become due.

***Loss of lower-cost funding sources could lead to margin compression and decrease net interest income.***

Checking and savings, NOW, and money market deposit account balances and other forms of customer deposits can decrease when customers perceive alternative investments, such as the stock market, as providing a better risk/return tradeoff. If customers move money out of bank deposits and into other investments, we could lose a relatively low-cost source of funds, increasing our funding costs and reducing our net interest income and net income. Advances from the FHLB are currently a relatively low-cost source of funding. The availability of qualified collateral on the Bank's balance sheet determines the level of advances available from FHLB and a deterioration in quality in the Bank's loan portfolio can adversely impact the availability of this source of funding, which could increase our funding costs and reduce our net interest income.

***The soundness of other financial institutions could adversely affect us.***

Since mid-2007, the financial services industry as a whole, as well as the securities markets generally, have been materially and adversely affected by very significant declines in the values of nearly all asset classes and by a very serious lack of liquidity. Financial institutions in particular have been subject to increased volatility and an overall loss in investor confidence. Our ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Financial services companies are interrelated as a result of trading, clearing, counterparty, or other relationships. We have exposure to many different industries and counterparties, and we routinely execute transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, mutual and hedge funds, and other institutional clients. As a result, defaults by, or even rumors or questions about, one or more financial services companies, or the financial services industry generally, have led to market-wide liquidity problems and could lead to losses or defaults by us or by other institutions. In addition, many of these transactions expose us to credit risk in the event of default of our counterparty or client. Further, our credit risk may be exacerbated when the collateral held by us cannot be realized or is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure due us. There is no assurance that any such losses would not materially and adversely affect our business, financial condition or results of operations.

***Lack of loan demand may adversely impact net interest income.***

Loan demand in the Bank's market area has been limited as a result of continued weak economic conditions. This has had the greatest impact on the commercial loan portfolio. In addition, in order to reduce the Bank's exposure to interest rate risk, the Bank has sold residential mortgages to the secondary market that have been refinanced by borrowers seeking to take advantage of lower interest rates. Should this trend continue, net interest income may be negatively impacted if loans are replaced by lower-yielding investment securities or if the balance sheet is allowed to shrink.



***Our recent acquisitions may negatively impact earnings.***

On October 26, 2012, the Company completed the purchase of the former Bank of America branch at 63 Union Street in Rockland, Maine, from Camden National Bank. As part of the transaction, the Company acquired approximately \$32.3 million in deposits as well as a small volume of loans. On the same date, the Company completed the purchase of a full-service bank building at 145 Exchange Street in Bangor, Maine, also from Camden National, and opened a full-service branch in this building in February of 2013. While these locations offer an excellent opportunity for the Company to expand its presence in Mid-Coast Maine and enter a new market in Eastern Maine, there is no guarantee that the increased operating costs for facilities and personnel will be offset by growth in loans and deposits in the new locations.

***A decline in real estate values in our primary market area could adversely impact results of operations and financial condition.***

Most of the Bank's lending is in Mid-Coast and Down East Maine. As a result of this geographic concentration, a significant broad-based deterioration in economic conditions in this area of Northern New England could have a material adverse impact on the quality of the Bank's loan portfolio, and could result in a decline in the demand for our products and services and, accordingly, could negatively impact our results of operations. Such a decline in economic conditions could impair borrowers' ability to pay outstanding principal and interest on loans when due and, consequently, adversely affect the cash flows of our business. The Bank's loan portfolio is largely secured by real estate collateral. A substantial portion of the real and personal property securing the loans in the Bank's portfolio is located in Mid-Coast and Down East Maine. Conditions in the real estate market in which the collateral for the Bank's loans is located strongly influence the level of the Bank's non-performing loans and results of operations. The decline during the past several years in the Mid-Coast and Down East Maine area real estate values, as well as other external factors, could adversely affect the Bank's loan portfolio.

***Our investment management activities are dependent on the value of investment securities which may lead to revenue fluctuations.***

First Advisors is the investment management arm of the Bank, operating under trust powers granted from the OCC in the Bank's charter. First Advisors provides trustee, investment management and custody services for individual, municipal and business clients, predominantly in the Bank's market area. First Advisors' revenues are directly tied to the market performance of the investments it manages for clients, and these may be adversely affected by a decline in the market value of these investments caused by normal fluctuations in the bond and stock markets.

***We are dependent upon the services of our management team and if we are unable to retain the services of our management team, our business may suffer.***

Our future success and profitability are substantially dependent upon the management and banking abilities of our senior executives. Changes in key personnel may be disruptive to our business and could have a material adverse effect on our business, financial condition and results of operations. We believe that our future results will also depend in part upon our attracting and retaining highly skilled and qualified management. Competition for the best people in most activities in which we are engaged can be intense, and we may not be able to retain or hire the people we want and/or need. In order to attract and retain qualified employees, we must compensate such employees at market levels. Typically, those levels have caused employee compensation to be our greatest expense. If we are unable to continue to attract and retain qualified employees, or do so at rates necessary to maintain our competitive position, our performance, including our competitive position, could suffer, and, in turn, have a material adverse effect on us. Although we have incentive compensation plans aimed, in part, at long-term employee retention, the unexpected loss of services of one or more of our key personnel could still occur, and such events may have a material adverse effect on us because of the loss of the employee's skills, knowledge of our market, and years of industry experience, and the difficulty of promptly finding qualified replacement personnel for our talented executives and/or relationship managers.

Other restrictions on executive compensation were imposed under the Recovery Act, the Dodd-Frank Act and other legislation or regulations. Our ability to attract and/or retain talented executives and/or relationship managers may be negatively affected by these developments or any new executive compensation limits.

***Our internal control systems are inherently limited and may fail or be circumvented.***

We face the risk that the design of our controls and procedures, including those intended to mitigate the risk of fraud by employees or outsiders, may prove to be inadequate or may be circumvented, thereby causing delays in detection of errors or inaccuracies in data and information. Although Management regularly reviews and updates our internal controls, disclosure controls and procedures, and corporate governance policies and procedures, the Company's systems of internal controls, disclosure controls and corporate governance policies and procedures are inherently limited. The inherent limitations of our system of internal controls include the use of judgment in decision-making that can be faulty; breakdowns can occur because of human error or mistakes; and controls can be circumvented by individual acts or by collusion of two or more people. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and any design may not succeed in achieving its stated goals under all potential future conditions. Because of the inherent limitation of a cost-

effective control system, misstatements due to error or fraud may occur and may not be detected, which may have an adverse effect on the Company's business, results of operations or financial condition. Additionally, any plans of remediation for any identified limitations may be ineffective in improving internal controls.

***We continually encounter technological change that may be difficult to keep up with.***

The financial services industry is continually undergoing rapid technological change with frequent introductions of new technology-driven products and services. The effective use of technology increases efficiency and enables financial institutions to better serve customers and to reduce costs. Our future success depends, in part, upon our ability to address the needs of our customers by using technology to provide products and services that will satisfy customer demands, as well as to create additional efficiencies in our operations. Our largest competitors have substantially greater resources to invest in technological improvements. We may not be able to effectively implement new technology-driven products and services or be successful in marketing these products and services to our customers. Failure to successfully keep pace with technological change affecting the financial services industry could have a material adverse effect on us.

***We are subject to security, transactional and operational risks relating to the use of technology that could damage our reputation and our business.***

We rely heavily on communications and information systems to conduct our business serving both internal and customer constituencies. Any failure, interruption or breach in security of these systems could result in failures or disruptions in our customer relationship management, general ledger, deposit, loan, and other systems. While we have policies and procedures, security applications and fraud mitigation applications, designed to prevent or limit the effect of the failure, interruption, fraud attacks or security breach of our information systems, there can be no assurance that any such failures, interruptions, fraud attacks or security breaches will not occur or, if they do occur, that they will be adequately addressed. Fraud attacks targeting customer-controlled devices, plastic payment card terminals, and merchant data collection points provide another source of potential loss, again through no fault of our own. The occurrence of any failures, interruptions or security breaches of information systems used to process customer transactions could damage our reputation, result in a loss of customer business, subject us to additional regulatory scrutiny, or expose us to civil litigation and possible financial liability, any of which could have a material adverse effect on our financial condition, results of operations and cash flows.

***We are subject to claims and litigation that may impact our earnings and/or our reputation.***

From time to time, customers, vendors or other parties may make claims and take legal actions against us. Whether any particular claims and legal actions are founded or unfounded, if such claims and legal actions are not resolved in a manner favorable to us, they may result in financial liability and/or adversely affect the market perception of the Company and its products and services. Any financial liability or reputation damage could have a material adverse effect on our business, which, in turn, could have a material adverse effect on our financial condition and results of operations. We maintain reserves for certain claims when deemed appropriate based upon our assessment that a loss is probable, consistent with applicable accounting guidance. At any given time we may have legal actions asserted against us in various stages of litigation. Resolution of a legal action can often take years. We are also involved, from time to time, in other reviews, investigations and proceedings (both formal and informal) by governmental and self-regulatory agencies regarding our business, including, among other things, accounting and operational matters, certain of which may result in adverse judgments, settlements, fines, penalties, injunctions or other relief. The number and risk of these investigations and proceedings has increased in recent years with regard to many firms in the financial services industry due to legal changes to the consumer protection laws provided for by the Dodd-Frank Act, the creation of the CFPB, and the uncertainty as to whether federal preemption of certain state consumer laws remains intact for federally chartered financial institutions like the Bank. A weakening of federal pre-emption would potentially increase our compliance and operational costs and risks since we are a national bank and we would potentially face new state and local enforcement activity. There have also been a number of highly publicized cases involving fraud or misconduct by employees in the financial services industry in recent years, and we face the risk that employee misconduct could occur. It is not always possible to deter or prevent employee misconduct, and the precautions we take to prevent and detect this activity may not be effective in all cases. Any financial liability for which we have not adequately maintained reserves or insurance coverage, and/or any damage to our reputation from such claims and legal actions, could have a material adverse effect on us.

***Damage to our reputation could significantly harm our businesses.***

Our ability to attract and retain customers, clients, investors and highly-skilled management and employees is impacted by our reputation. Public perception of the financial services industry declined since the recent downturn in the U.S. economy. We continue to face increased public and regulatory scrutiny resulting from the financial crisis and economic downturn. Significant harm to our reputation can also arise from other sources, including employee misconduct, actual or perceived unethical behavior, litigation or regulatory outcomes, failing to deliver minimum or required standards of service and quality, compliance failures, disclosure of confidential information, and the activities of our clients, customers and counterparties, including vendors. Actions by the financial services industry generally or by certain members or individuals in the industry can also significantly adversely affect our reputation. We could also suffer significant reputational harm if we fail to properly identify

and manage potential conflicts of interest. The actual or perceived failure to adequately address conflicts of interest could affect the willingness of clients to deal with us, which could adversely affect our businesses. Our actual or perceived failure to address these and other issues gives rise to reputational risk that could cause significant harm to us and our business prospects, and may have a material adverse effect on us.

***Our recent results may not be indicative of our future results.***

We may not be able to sustain our historical rate of growth or may not even be able to grow our business at all. In addition, our recent growth may distort some of our historical financial ratios and statistics. Various factors, such as economic conditions, regulatory and legislative considerations and competition, may also impede our ability to expand our market presence. If we experience a significant decrease in our historical rate of growth, our results of operations and financial condition may be adversely affected due to a high percentage of our operating costs being fixed expenses.

## **Risks Associated With Our Industry**

***Our business has been and may continue to be adversely affected by conditions in the financial markets and economic conditions generally and by increased regulation.***

Negative developments in 2008 and 2009 in the financial services industry have resulted in uncertainty in the financial markets in general and a related general economic downturn, which have continued into 2014. In addition, as a consequence of the recent U.S. recession, businesses across a wide range of industries have faced serious difficulties due to the decrease in consumer spending, reduced consumer confidence brought on by deflated home values, among other things, and reduced liquidity in the credit markets. Unemployment also increased significantly over the past several years.

As a result of these financial and economic crises, many lending institutions, including us, have experienced in recent years declines in the performance of their loans, including construction, land development and land loans, commercial real estate loans and other commercial and consumer loans (see "Credit Risk Management and Allowance for Loan Losses" in ITEM 7: Management's Discussion and Analysis of Financial Condition and Results of Operations). Moreover, competition among depository institutions for core deposits and quality loans has increased significantly. In addition, the values of real estate collateral supporting many commercial loans and home mortgages have declined and may continue to decline. BHC stock prices have been negatively affected, and the ability of banks and BHCs to raise capital or borrow in the debt markets has been more difficult compared to years prior to the economic downturn. As a result, bank regulatory agencies have been and are expected to continue to be very aggressive in responding to concerns and trends identified in examinations, including the issuance of formal or informal enforcement actions or orders. New legislation responding to these developments may negatively impact us by restricting our business operations, including our ability to originate or sell loans, and adversely impact our financial performance or our stock price.

In addition, further negative market developments may affect consumer confidence levels and may cause adverse changes in payment patterns, causing increases in delinquencies and default rates, which may impact our charge-offs and provision for credit losses. A worsening of these conditions would likely exacerbate the adverse effects of these difficult market conditions on us and others in the financial services industry.

Overall, during the past four years, the general business environment has had an adverse effect on our business, and there can be no assurance that the environment will improve in the near term. Until conditions improve, we expect our business, financial condition and results of operations to be adversely affected.

***The downgrade of the U.S. credit rating and Europe's debt crisis could have a material adverse effect on our business, financial condition and liquidity.***

Standard & Poor's lowered its long term sovereign credit rating on the United States of America from AAA to AA+ on August 5, 2011. A further downgrade or a downgrade by other rating agencies could have a material adverse impact on financial markets and economic conditions in the United States and worldwide. Any such adverse impact could have a material adverse effect on our liquidity, financial condition and results of operations. Many of our investment securities are issued by U.S. government agencies and U.S. government sponsored entities. In addition, the possibility that certain European Union ("EU") member states will default on their debt obligations, or that recessionary conditions will reappear or deepen in parts of the EU, has negatively impacted economic conditions and global markets. The continued uncertainty over the outcome of international and the EU's financial support programs and the possibility that other EU member states may experience similar financial troubles could further disrupt global markets. The negative impact on economic conditions and global markets could also have a material adverse effect on our liquidity, financial condition and results of operations.

***We operate in a highly regulated environment and may be adversely affected by changes in law and regulations.***

Bank holding companies and nationally chartered banks operate in a highly regulated environment and are subject to supervision and examination by various regulatory agencies. The Company is subject to the BHC Act, as amended, and to regulation and supervision by the Federal Reserve Board. The Bank is subject to regulation and supervision by the OCC. The cost of compliance with regulatory requirements may adversely affect our results of operations or financial condition. Federal and state laws and regulations govern numerous matters including: changes in the ownership or control of banks and bank holding companies; maintenance of adequate capital and the financial condition of a financial institution; permissible types, amounts and terms of extensions of credit and investments; permissible non-banking activities; the required level of reserves against deposits; and restrictions on dividend payments. The OCC possesses cease and desist powers to prevent or remedy unsafe or unsound practices or violations of law by banks subject to their regulation, and the Federal Reserve Board possesses similar powers with respect to bank holding companies. These and other restrictions limit the manner in which we may conduct our business and obtain financing. Under regulatory capital adequacy guidelines and other regulatory requirements, we must meet guidelines that include quantitative measures of assets, liabilities, and certain off-balance sheet items, subject to qualitative judgments by regulators about components, risk weightings and other factors. If we fail to meet these minimum capital guidelines and other regulatory requirements, our financial condition would be materially and adversely affected. Our failure to maintain the status of "well-capitalized" under our regulatory framework could affect the confidence of our customers in us, thus compromising our competitive position, or could cause our regulators to take corrective or other supervisory action.

***The Dodd-Frank Act created a new Consumer Financial Protection Bureau, tightened capital standards and will continue to result in new laws and regulations that are expected to increase our costs of operations.***

The Dodd-Frank Act is significantly changing the current bank regulatory structure and affecting the lending, deposit, investment, trading and operating activities of financial institutions and their holding companies. The Dodd-Frank Act requires various federal agencies to adopt a broad range of new rules and regulations, and to prepare numerous studies and reports for Congress. The federal agencies are given significant discretion in drafting the implementing rules and regulations, and consequently, many of the details and the impacts of the Dodd-Frank Act may not be known for many months or years. However, it is expected that the legislation and implementing regulations may materially increase our operating and compliance costs.

The Dodd-Frank Act created a new Consumer Financial Protection Bureau with broad powers to supervise and enforce consumer protection laws. The CFPB has broad rule-making authority for a wide range of consumer protection matters that apply to all banks and savings institutions, including the authority to prohibit "unfair, deceptive or abusive" acts and practices. The CFPB's authority to prescribe rules governing the provision of consumer financial products and services could result in rules and regulations that reduce the profitability of such products or services, or impose new disclosure or substantive requirements on us that could increase the cost to us of providing such products and services. The Dodd-Frank Act also weakens the federal preemption rules that have been applicable to national banks and federal savings associations, and gives state attorneys general the ability to enforce federal consumer protection laws, which could increase our operating costs.

Effective July 21, 2011, the Dodd-Frank Act eliminated the federal prohibitions on paying interest on demand deposits, thus allowing businesses to have interest bearing checking accounts, which could result in an increase in our interest expense.

The Dodd-Frank Act also broadens the base for FDIC deposit insurance assessments. Assessments are now based on the average consolidated total assets less tangible equity capital of a financial institution, rather than deposits. The Dodd-Frank Act also permanently increases the maximum amount of deposit insurance for banks, savings institutions and credit unions to \$250,000 per depositor, retroactive to January 1, 2009. The legislation also increases the required minimum reserve ratio for the Deposit Insurance Fund, from 1.15% to 1.35% of insured deposits, but directs the FDIC to offset the effects of increased assessments on depository institutions, such as the Bank, with less than \$10 billion in assets. Any increase in our deposit insurance premiums will result in an increase in our non-interest expense.

The Dodd-Frank Act requires publicly traded companies to give stockholders a non-binding vote on executive compensation and so-called "golden parachute" payments. It also provides that the listing standards of the national securities exchanges shall require listed companies to implement and disclose "clawback" policies mandating the recovery of incentive compensation paid to executive officers in connection with accounting restatements. The legislation also directs the Federal Reserve Board to promulgate rules prohibiting excessive compensation paid to bank holding company executives. These rules could adversely affect our ability to hire and retain qualified management personnel, which could have an adverse effect on our business.

***The short-term and long-term impact of changing regulatory capital requirements and anticipated new capital rules is uncertain.***

In June 2013, the Federal Reserve Board finalized rules that would substantially amend the regulatory risk-based capital rules applicable to us. These rules implement the Basel III regulatory capital reforms and changes required by the Dodd-Frank Act.

Various provisions of the Dodd-Frank Act increase the capital requirements of financial institutions. The proposed rules include new minimum risk-based capital and leverage ratios, which would be phased in over several years, and would refine the definition of what constitutes "capital" for purposes of calculating these ratios. The proposed new minimum capital requirements would be:

- a new common equity Tier 1 capital ratio of 4.5%;
- a Tier 1 capital ratio of 6% (increased from 4%);
- a total capital ratio of 8% (unchanged from current rules); and
- a Tier 1 leverage ratio of 4% for all institutions.

The proposed rules would also establish a "capital conservation buffer" of 2.5% above the new regulatory minimum capital ratios, and would result in the following minimum ratios:

- a common equity Tier 1 capital ratio of 7.0%,
- a Tier 1 capital ratio of 8.5%, and
- a total capital ratio of 10.5%.

The new capital conservation buffer requirement would be phased in beginning in January 2016 at 0.625% of risk-weighted assets and would increase each year until fully implemented in January 2019. An institution would be subject to limitations on paying dividends, engaging in share repurchases, and paying discretionary bonuses if its capital level falls below the buffer amount. These limitations would establish a maximum percentage of eligible retained income that could be utilized for such actions. While the proposed Basel III changes and other regulatory capital requirements will result in higher regulatory capital standards, it is difficult at this time to predict when or how any new standards will ultimately be applied. In addition, in



the current economic and regulatory environment, bank regulators may impose capital requirements that are more stringent than those required by applicable existing regulations.

The application of more stringent capital requirements could, among other things, result in lower returns on equity, require the raising of additional capital, and result in adverse regulatory actions if we were to be unable to comply with such requirements. Furthermore, the imposition of liquidity requirements in connection with the implementation of Basel III could result in our having to lengthen the term of our funding, restructure our business models, and/or increase our holdings of liquid assets. Implementation of changes to asset risk weightings for risk based capital calculations, items included or deducted in calculating regulatory capital or additional capital conservation buffers, could result in management modifying our business strategy and could limit our ability to make distributions, including paying dividends or buying back our shares.

***Significant competition in the financial services industry may impact our results.***

We face substantial competition in all areas of our operations from a variety of different competitors, many of which are larger and have more financial resources than we do. We compete with other providers of financial services such as commercial and savings banks, savings and loan associations, credit unions, money market and mutual funds, mortgage companies, asset managers, insurance companies and a wide array of other local, regional and national institutions which offer financial services. Mergers between financial institutions within Maine and in neighboring states have added competitive pressure. If we are unable to compete effectively, we will lose market share and our income generated from loans, deposits, and other financial products will decline.

**Risks Associated With Our Common Stock**

***There may not be a robust trading market for the common stock.***

Although our common stock is traded on the NASDAQ Global Select market, the trading volume of the common stock has historically not been substantial. For the year ended December 31, 2013, the average monthly trading volume of our common stock was 321,331 shares, or approximately 3.06% of the average number of outstanding common shares for the year. Due to the limited trading volume in our common stock, the intraday spread between bid and ask prices of the shares can be quite high. There can be no assurance that a more robust, active or economical trading market for our common stock will develop. The market value and liquidity of our common stock may, as a result, be adversely affected.

***The price of our common stock may fluctuate.***

The price of our common stock on the NASDAQ Global Select Market constantly changes and recently, given the uncertainty in the financial markets, has fluctuated widely. We expect the market price of our common stock will continue to fluctuate. Holders of our common stock will be subject to the risk of volatility and changes in prices. Our common stock price can fluctuate as a result of many factors which are beyond our control, including:

- quarterly fluctuations in our operating and financial results;
- operating results that vary from the expectations of Management and investors;
- changes in expectations as to our future financial performance, including financial estimates;
- events negatively impacting the financial services industry which result in a general decline for the industry;
- announcements of material developments affecting our operations or our dividend policy;
- future sales of our equity securities;
- new laws or regulations or new interpretations of existing laws or regulations applicable to our business;
- changes in accounting standards, policies, guidance, interpretations or principles; and
- general domestic economic and market conditions.

In addition, recently the stock market generally has experienced extreme price and volume fluctuations, and industry factors and general economic and political conditions and events, such as economic slowdowns or recessions, interest rate changes or credit loss trends, could also cause our stock price to decrease regardless of our operating results.

***The inability to receive dividends from the Bank would negatively affect our ability to pay dividends to shareholders.***

The Company is a legal entity separate and distinct from the Bank. With the exception of cash raised from debt and equity issuances, we receive substantially all of our cash flow from dividends from the Bank. These dividends are the principal source of funds to pay dividends on our equity securities. Federal banking law and regulations limit the amount of dividends that the Bank can pay. For further information on the regulatory restrictions on the payment of dividends by the Bank, see "Supervision and Regulation" in Item 1. In the event the Bank is unable to pay dividends to the Company, we may not be able to service debt, pay obligations or pay dividends on our equity securities. Our right to participate in a distribution of assets upon the Bank's liquidation or reorganization is subject to the prior claims of the Bank's creditors.

***If we do not manage our capital position strategically, our return on equity could be lower compared to our competitors as a result of our high level of capital.***

If we are unable to use strategically our excess capital, or to successfully continue capital management programs, such as stock repurchase programs or quarterly dividends to our shareholders, then our goal of generating a return on average equity that is competitive, increasing earnings per share and book value per share without assuming undue risk, could be delayed or may not be attained. Failure to achieve a competitive return on average equity might decrease investments in our common stock and might cause our common stock to trade at lower prices.

***We may issue additional equity securities or engage in other transactions which dilute our book value or affect the priority of the common stock, which may adversely affect the market price of our common stock.***

Our Board of Directors may determine from time to time that we need to raise additional capital by issuing additional shares of our common stock or other securities. Except pursuant to the rules of the NASDAQ Stock Market, we are not restricted from issuing additional shares of common stock, including securities that are convertible into or exchangeable for, or that represent the right to receive, common stock. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of any future offerings, or the prices at which such offerings may be affected. Such offerings could be dilutive to common shareholders or reduce the market price of our common stock. Holders of our common stock are not entitled to preemptive rights or protection against dilution. New investors also may have rights, preferences and privileges that are senior to, and that adversely affect, our then current common shareholders. We may attempt to increase our capital resources or, if our or the Bank's capital ratios fall below the required minimums, we could be forced to raise additional capital, by making offerings of debt or preferred equity securities, including medium-term notes, trust preferred securities, senior or subordinated notes and preferred stock. Upon liquidation, holders of our shares of preferred stock and lenders with respect to other borrowings will receive distributions of our available assets prior to the holders of our common stock. Our Board of Directors is authorized to issue one or more series of preferred stock from time to time without any action on the part of our shareholders. Our Board of Directors also has the power, without shareholder approval, to set the terms of any such series of preferred stock that may be issued, including voting rights, dividend rights and preferences over our common stock with respect to dividends or upon our dissolution, winding-up and liquidation and other terms. If we issue preferred stock in the future that has a preference over our common stock with respect to the payment of dividends or upon our liquidation, dissolution or winding up, or if we issue preferred stock with voting rights that dilute the voting power of our common stock, the rights of holders of our common stock or the market price of our common stock could be adversely affected.

***Potential acquisitions may disrupt our business and dilute shareholder value.***

Acquiring other banks, businesses, or branches involves various risks commonly associated with acquisitions, including:

- potential exposure to unknown or contingent liabilities of the target;
- exposure to potential asset quality issues of the target;
- difficulty and expense of integrating the operations and personnel of the target;
- potential disruption to our business;
- potential diversion of Management's time and attention;
- the possible loss of key employees and customers of the target;
- difficulty in estimating the value of the assets and liabilities of the target;
- potential changes in banking or tax laws or regulations that may affect the target.

Merger or acquisition discussions and, in some cases, negotiations may take place and future mergers or acquisitions involving cash, debt or equity securities may occur at any time. Acquisitions typically involve the payment of a premium over book and market values, and, therefore, some dilution of our tangible book value and net income per common share may occur in connection with any future transaction. Furthermore, failure to realize the expected revenue increases, cost savings, increases in geographic or product presence, and/or other projected benefits from an acquisition could have a material adverse effect on us.

#### **ITEM 1B. Unresolved Staff Comments**

None

## **ITEM 2. Properties**

The principal office of the Company and the Bank is located in Damariscotta, Maine. The Bank operates 16 full-service banking offices in five counties in the Mid-Coast, Eastern and Down East regions of Maine:

<b>Lincoln County</b>	<b>Knox County</b>	<b>Hancock County</b>	<b>Washington County</b>
Boothbay Harbor	Camden	Bar Harbor	Eastport
Damariscotta	Rockland Park Street	Blue Hill	Calais
Waldoboro	Rockland Union Street	Ellsworth	
Wiscasset	Rockport	Northeast Harbor	<b>Penobscot County</b>
		Southwest Harbor	Bangor

First Advisors, the investment management and trust division of the Bank, operates from four offices in Bangor, Bar Harbor, Ellsworth and Damariscotta. The Bank also maintains an Operations Center in Damariscotta. The Company owns all of its facilities except for the land on which the Ellsworth branch is located, and except for the Camden office and the Southwest Harbor drive-up facility, for which the Bank has entered into long-term leases. Management believes that the Bank's current facilities are suitable and adequate in light of its current needs and its anticipated needs over the near term.

## **ITEM 3. Legal Proceedings**

There are no material pending legal proceedings to which the Company or the Bank is a party or to which any of its property is subject, other than routine litigation incidental to the business of the Bank. None of these proceedings is expected to have a material effect on the financial condition of the Company or of the Bank.

## **ITEM 4. Mine Safety Disclosures**

Not applicable.

## **ITEM 5. Market for Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities**

The common stock of The First Bancorp, Inc., (ticker symbol FNLC) trades on the NASDAQ Global Select Market System. As of December 31, 2013, there were 10,671,192 shares outstanding and held of record by approximately 3,767 shareholders. The following table reflects the high and low prices of actual sales in each quarter of 2013 and 2012. Such quotations do not reflect retail mark-ups, mark-downs or brokers' commissions.

	<b>2013</b>		<b>2012</b>	
	<b>High</b>	<b>Low</b>	<b>High</b>	<b>Low</b>
1st Quarter	\$ <b>18.14</b>	\$ <b>16.56</b>	\$ 16.38	\$ 14.00
2nd Quarter	<b>17.75</b>	<b>15.80</b>	17.44	13.41
3rd Quarter	<b>18.20</b>	<b>16.28</b>	18.96	16.02
4th Quarter	<b>18.06</b>	<b>16.56</b>	18.14	14.32

The last transaction in the Company's stock on NASDAQ during 2013 was on December 31 at \$17.42 per share. There are no warrants outstanding with respect to the Company's common stock other than warrants to purchase up to 225,904 shares of its common stock (subject to adjustment) at \$16.60 per share issued to the U.S. Treasury. The Company has no securities outstanding which are convertible into common equity.

The ability of the Company to pay cash dividends depends on receipt of dividends from the Bank. Dividends may be declared by the Bank out of its net profits as the directors deem appropriate, subject to the limitation that the total of all dividends declared by the Bank in any calendar year may not exceed the total of its net profits of that year plus retained net profits of the preceding two years. The amount available for dividends in 2014 will be that year's net income plus \$9.2 million.

The payment of dividends from the Bank to the Company may be additionally restricted if the payment of such dividends resulted in the Bank failing to meet regulatory capital requirements. The Bank is also required to maintain minimum amounts of capital-to-total-risk-weighted-assets, as defined by banking regulators. At December 31, 2013, the Bank was required to have minimum Tier 1 and Tier 2 risk-based capital ratios of 4.00% and 8.00%, respectively. The Bank's actual ratios were 14.65% and 15.90%, respectively, as of December 31, 2013. The table below sets forth the cash dividends declared in the last two fiscal years:

<b>Date Declared</b>	<b>Amount Per Share</b>	<b>Date Payable</b>
March 15, 2012	\$ 0.195	April 30, 2012
June 20, 2012	\$ 0.195	July 31, 2012
September 20, 2012	\$ 0.195	October 31, 2012
December 20, 2012	\$ 0.195	January 31, 2013
March 21, 2013	\$ 0.195	April 30, 2013
June 20, 2013	\$ 0.195	July 31, 2013
September 19, 2013	\$ 0.195	October 31, 2013
December 19, 2013	\$ 0.200	January 31, 2014

#### ***Repurchase of Shares and Use of Proceeds***

During the year ended December 31, 2013, the Company repurchased no common stock.

#### ***Unregistered Sales of Equity Securities***

The Company had no unregistered sales of equity securities in 2013.

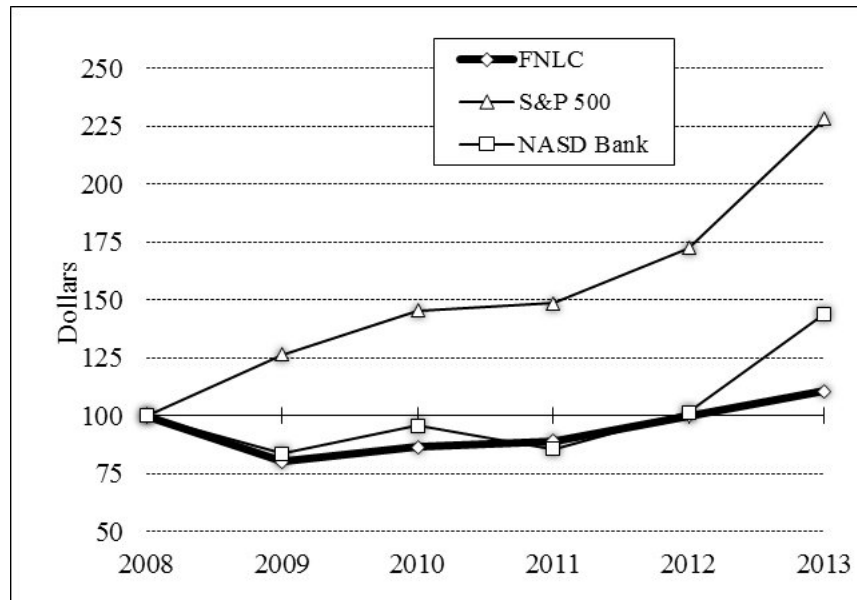
#### ***Securities Authorized for Issuance Under Equity Compensation Plans***

The following table lists the amount and weighted-average exercise price of securities authorized for issuance under equity compensation plans:

<b>Plan category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
	<b>(a)</b>	<b>(b)</b>	<b>(c)</b>
Equity compensation plans approved by security holders	42,000	\$ 18.00	353,159
Equity compensation plans not approved by security holders	—	\$ —	—
<b>Total</b>	<b>42,000</b>	<b>\$ 18.00</b>	<b>353,159</b>

**Performance Graph**

Set forth below is a line graph comparing the five-year cumulative total return of \$100.00 invested in the Company's common stock ("FNLC"), assuming reinvestment of all cash dividends and retention of all stock dividends, with a comparable amount invested in the Standard & Poor's 500 Index ("S&P 500") and the NASDAQ Combined Bank Index ("NASD Bank"). The NASD Bank index is a capitalization-weighted index designed to measure the performance of all NASDAQ stocks in the banking sector.



	2008	2009	2010	2011	2012	2013
FNLC	100.00	80.00	86.50	88.92	99.92	110.56
S&P 500	100.00	126.47	145.51	148.58	172.35	228.15
NASD Bank	100.00	83.70	95.54	85.51	101.49	143.84



**ITEM 6. Selected Financial Data***The First Bancorp, Inc. and Subsidiary*

	Years ended December 31,				
<i>Dollars in thousands, except for per share amounts</i>	2013	2012	2011	2010	2009
<b>Summary of Operations</b>					
Interest Income	\$ 49,936	\$ 51,825	\$ 55,702	\$ 57,260	\$ 62,569
Interest Expense	12,496	12,938	14,709	16,671	18,916
Net Interest Income	37,440	38,887	40,993	40,589	43,653
Provision for Loan Losses	4,200	7,835	10,550	8,400	12,160
Non-Interest Income	12,087	11,278	11,750	9,135	12,754
Non-Interest Expense	28,937	26,271	26,038	25,130	26,658
Net Income	12,965	12,688	12,364	12,116	13,042
<b>Per Common Share Data</b>					
Basic Earnings per Share	\$ 1.20	\$ 1.22	\$ 1.14	\$ 1.10	\$ 1.22
Diluted Earnings per Share	1.20	1.22	1.14	1.10	1.22
Cash Dividends Declared	0.785	0.780	0.780	0.780	0.780
Book Value per Common Share	13.69	14.60	14.12	12.80	12.66
Tangible Book Value per Common Share	10.83	11.47	11.20	9.84	9.65
Market Value	17.42	16.47	15.37	15.79	15.42
<b>Financial Ratios</b>					
Return on Average Equity <sup>1</sup>	8.72%	8.84%	9.37%	9.53%	10.66%
Return on Average Tangible Equity <sup>1,2</sup>	10.66%	10.40%	10.80%	10.97%	12.76%
Return on Average Assets <sup>1</sup>	0.90%	0.89%	0.87%	0.89%	0.96%
Average Equity to Average Assets	10.62%	10.96%	10.72%	11.20%	10.85%
Average Tangible Equity to Average Assets <sup>2</sup>	8.49%	8.96%	8.70%	9.06%	8.69%
Net Interest Margin Tax-Equivalent <sup>1,2</sup>	3.05%	3.14%	3.27%	3.38%	3.66%
Dividend Payout Ratio	65.42%	63.93%	68.42%	70.91%	63.93%
Allowance for Loan Losses/Total Loans	1.31%	1.44%	1.50%	1.50%	1.43%
Non-Performing Loans to Total Loans	1.86%	2.20%	3.21%	2.39%	1.95%
Non-Performing Assets to Total Assets	1.44%	1.89%	2.32%	1.87%	1.80%
Efficiency Ratio <sup>2</sup>	55.44%	51.01%	49.75%	48.15%	43.39%
<b>At Year End</b>					
Total Assets	\$ 1,463,963	\$ 1,414,999	\$ 1,372,867	\$ 1,393,802	\$ 1,331,394
Total Loans	876,367	869,284	864,988	887,596	952,492
Total Investment Securities	489,013	449,382	424,306	416,052	287,818
Total Deposits	1,024,399	958,850	941,333	974,518	922,667
Total Borrowings	279,125	282,905	265,663	257,330	249,778
Total Shareholders' Equity	146,098	156,323	150,858	149,848	147,938
				High	Low
Market price per common share of stock during 2013				\$ 18.20	\$ 15.80

<sup>1</sup>Annualized using a 365-day basis in 2013 and 366-day basis in 2012<sup>2</sup>These ratios use non-GAAP financial measures. See Management's Discussion and Analysis of Financial Condition and Results of Operations for additional disclosures and information.

## **ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The First Bancorp, Inc. (the "Company" or "The First Bancorp") was incorporated in the State of Maine on January 15, 1985, and is the parent holding company of The First, N.A. (the "Bank").

The Company generates almost all of its revenues from the Bank, which was chartered as a national bank under the laws of the United States on May 30, 1864. The Bank, which has sixteen offices along coastal and eastern Maine, emphasizes personal service to the communities it serves, concentrating primarily on small businesses and individuals.

The Bank offers a wide variety of traditional banking services and derives the majority of its revenues from net interest income – the spread between what it earns on loans and investments and what it pays for deposits and borrowed funds. While net interest income typically increases as earning assets grow, the spread can vary up or down depending on the level and direction of movements in interest rates. Management believes the Bank has modest exposure to changes in interest rates, as discussed in "Interest Rate Risk Management" elsewhere in Management's Discussion. The banking business in the Bank's market area historically has been seasonal with lower deposits in the winter and spring and higher deposits in the summer and fall. This seasonal swing is fairly predictable and has not had a materially adverse effect on the Bank.

Non-interest income is the Bank's secondary source of revenue and includes fees and service charges on deposit accounts, income from the sale and servicing of mortgage loans, and income from investment management and private banking services through First Advisors, a division of the Bank.

### **Forward-Looking Statements**

This report contains statements that are "forward-looking statements." We may also make written or oral forward-looking statements in other documents we file with the SEC, in our annual reports to Shareholders, in press releases and other written materials, and in oral statements made by our officers, directors or employees. You can identify forward-looking statements by the use of the words "believe", "expect", "anticipate", "intend", "estimate", "assume", "outlook", "will", "should", "may", "might", "could", and other expressions that predict or indicate future events or trends and which do not relate to historical matters. You should not rely on forward-looking statements, because they involve known and unknown risks, uncertainties and other factors, some of which are beyond the control of the Company. These risks, uncertainties and other factors may cause the actual results, performance or achievements of the Company to be materially different from the anticipated future results, performance or achievements expressed or implied by the forward-looking statements.

Some of the factors that might cause these differences include the following: changes in general national, regional or international economic conditions or conditions affecting the banking or financial services industries or financial capital markets, volatility and disruption in national and international financial markets, government intervention in the U.S. financial system, reductions in net interest income resulting from interest rate volatility as well as changes in the balance and mix of loans and deposits, reductions in the market value of wealth management assets under administration, changes in the value of securities and other assets, reductions in loan demand, changes in loan collectibility, default and charge-off rates, changes in the size and nature of the Company's competition, changes in legislation or regulation and accounting principles, policies and guidelines, and changes in the assumptions used in making such forward-looking statements. In addition, the factors described under "Risk Factors" in Item 1A of this Annual Report on Form 10-K, may result in these differences. You should carefully review all of these factors, and you should be aware that there may be other factors that could cause these differences. These forward-looking statements were based on information, plans and estimates at the date of this annual report, and we assume no obligation to update any forward-looking statements to reflect changes in underlying assumptions or factors, new information, future events or other changes.

Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, actual results may differ materially from the results discussed in these forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company undertakes no obligation to republish revised forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Readers are also urged to carefully review and consider the various disclosures made by the Company, which attempt to advise interested parties of the factors that affect the Company's business.

### **Critical Accounting Policies**

Management's discussion and analysis of the Company's financial condition and results of operations is based on the consolidated financial statements which are prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of such financial statements requires Management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. On an ongoing basis, Management evaluates its estimates, including those related to the allowance for loan losses, goodwill, the valuation of mortgage servicing rights, and other-than-temporary impairment on securities. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis in making judgments about the carrying values of assets that are not readily apparent from

other sources. Actual results could differ from the amounts derived from Management's estimates and assumptions under different assumptions or conditions.

**Allowance for Loan Losses.** Management believes the allowance for loan losses requires the most significant estimates and assumptions used in the preparation of the consolidated financial statements. The allowance for loan losses is based on Management's evaluation of the level of the allowance required in relation to the estimated loss exposure in the loan portfolio. Management believes the allowance for loan losses is a significant estimate and therefore regularly evaluates it to determine the appropriate level by taking into consideration factors such as prior loan loss experience, the character and size of the loan portfolio, business and economic conditions and Management's estimation of potential losses. The use of different estimates or assumptions could produce different provisions for loan losses.

**Goodwill.** Management utilizes numerous techniques to estimate the value of various assets held by the Company, including methods to determine the appropriate carrying value of goodwill as required under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 350 "Intangibles – Goodwill and Other." Goodwill from purchase acquisitions is subject to ongoing periodic evaluation for impairment.

**Mortgage Servicing Rights.** The valuation of mortgage servicing rights is a critical accounting policy which requires significant estimates and assumptions. The Bank often sells mortgage loans it originates and retains the ongoing servicing of such loans, receiving a fee for these services, generally 0.25% of the outstanding balance of the loan per annum. Mortgage servicing rights are recognized at fair value when they are acquired through the sale of loans, and are reported in other assets. They are amortized into non-interest income in proportion to, and over the period of, the estimated future net servicing income of the underlying financial assets. The rights are subsequently carried at the lower of amortized cost or fair value. Management uses an independent firm which specializes in the valuation of mortgage servicing rights to determine the fair value. The most important assumption is the anticipated loan prepayment rate, and increases in prepayment speed results in lower valuations of mortgage servicing rights. The valuation also includes an evaluation for impairment based upon the fair value of the rights, which can vary depending upon current interest rates and prepayment expectations, as compared to amortized cost. Impairment is determined by stratifying rights by predominant characteristics, such as interest rates and terms. The use of different assumptions could produce a different valuation. All of the assumptions are based on standards the Company believes would be utilized by market participants in valuing mortgage servicing rights and are consistently derived and/or benchmarked against independent public sources.

**Other-Than-Temporary Impairment on Securities.** One of the significant estimates related to investment securities is the evaluation of other-than-temporary impairments. The evaluation of securities for other-than-temporary impairments is a quantitative and qualitative process, which is subject to risks and uncertainties and is intended to determine whether declines in the fair value of investments should be recognized in current period earnings. The risks and uncertainties include changes in general economic conditions, the issuer's financial condition and/or future prospects, the effects of changes in interest rates or credit spreads and the expected recovery period of unrealized losses. Securities that are in an unrealized loss position are reviewed at least quarterly to determine if other-than-temporary impairment is present based on certain quantitative and qualitative factors and measures. The primary factors considered in evaluating whether a decline in value of securities is other-than-temporary include: (a) the length of time and extent to which the fair value has been less than cost or amortized cost and the expected recovery period of the security, (b) the financial condition, credit rating and future prospects of the issuer, (c) whether the debtor is current on contractually obligated interest and principal payments, (d) the volatility of the securities' market price, (e) the intent and ability of the Company to retain the investment for a period of time sufficient to allow for recovery, which may be at maturity and (f) any other information and observable data considered relevant in determining whether other-than-temporary impairment has occurred, including the expectation of receipt of all principal and interest when due.

### **Use of Non-GAAP Financial Measures**

Certain information in Management's Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this Report contains financial information determined by methods other than in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Management uses these "non-GAAP" measures in its analysis of the Company's performance and believes that these non-GAAP financial measures provide a greater understanding of ongoing operations and enhance comparability of results with prior periods as well as demonstrating the effects of significant gains and charges in the current period. The Company believes that a meaningful analysis of its financial performance requires an understanding of the factors underlying that performance. Management believes that investors may use these non-GAAP financial measures to analyze financial performance without the impact of unusual items that may obscure trends in the Company's underlying performance. These disclosures should not be viewed as a substitute for operating results determined in accordance with GAAP, nor are they necessarily comparable to non-GAAP performance measures that may be presented by other companies.

In several places in this report, net interest income is presented on a fully taxable equivalent basis. Specifically included in interest income was tax-exempt interest income from certain investment securities and loans. An amount equal to the tax benefit derived from this tax exempt income has been added back to the interest income total, which adjustments increased net

interest income accordingly. Management believes the disclosure of tax-equivalent net interest income information improves the clarity of financial analysis, and is particularly useful to investors in understanding and evaluating the changes and trends in the Company's results of operations. Other financial institutions commonly present net interest income on a tax-equivalent basis. This adjustment is considered helpful in the comparison of one financial institution's net interest income to that of another institution, as each will have a different proportion of tax-exempt interest from its earning assets. Moreover, net interest income is a component of a second financial measure commonly used by financial institutions, net interest margin, which is the ratio of net interest income to average earning assets. For purposes of this measure as well, other financial institutions generally use tax-equivalent net interest income to provide a better basis of comparison from institution to institution. The Company follows these practices. The following table provides a reconciliation of tax-equivalent financial information to the Company's consolidated financial statements, which have been prepared in accordance with GAAP. A 35.0% tax rate was used in 2013, 2012 and 2011.

<i>Dollars in thousands</i>	Years ended December 31,		
	2013	2012	2011
Net interest income as presented	\$ 37,440	\$ 38,887	\$ 40,993
Effect of tax-exempt income	3,573	3,128	2,710
Net interest income, tax equivalent	\$ 41,013	\$ 42,015	\$ 43,703

The Company presents its efficiency ratio using non-GAAP information. The GAAP-based efficiency ratio is noninterest expenses divided by net interest income plus noninterest income from the Consolidated Statements of Income and Comprehensive Income. The non-GAAP efficiency ratio excludes securities losses and other-than-temporary impairment charges from noninterest expenses, excludes securities gains from noninterest income, and adds the tax-equivalent adjustment to net interest income. The following table provides a reconciliation between the GAAP and non-GAAP efficiency ratio:

<i>In thousands of dollars</i>	Years ended December 31,		
	2013	2012	2011
Non-interest expense, as presented	\$ 28,937	\$ 26,271	\$ 26,038
Net interest income, as presented	37,440	38,887	40,993
Effect of tax-exempt income	3,573	3,128	2,710
Non-interest income, as presented	12,087	11,278	11,750
Effect of non-interest tax-exempt income	182	177	182
Net securities gains	(1,087)	(1,968)	(3,293)
Adjusted net interest income plus non-interest income	\$ 52,195	\$ 51,502	\$ 52,342
Non-GAAP efficiency ratio	55.44%	51.01%	49.75%
GAAP efficiency ratio	58.43%	52.37%	49.37%

The Company presents certain information based upon average tangible common shareholders' equity instead of total average shareholders' equity. The difference between these two measures is the Company's intangible assets, specifically goodwill from prior acquisitions, and preferred stock. Management, banking regulators and many stock analysts use the tangible common equity ratio and the tangible book value per common share in conjunction with more traditional bank capital ratios to compare the capital adequacy of banking organizations with significant amounts of goodwill or other intangible assets, typically stemming from the use of the purchase accounting method in accounting for mergers and acquisitions. The following table provides a reconciliation of tangible average shareholders' equity to the Company's consolidated financial statements, which have been prepared in accordance with GAAP:

<i>In thousands of dollars</i>	Years ended December 31,		
	2013	2012	2011
Average shareholders' equity as presented	152,722	155,822	152,254
Less preferred stock (average)	(4,020)	(12,341)	(20,290)
Less intangible assets (average)	(30,664)	(28,422)	(28,698)
Average tangible common shareholders' equity	118,038	115,059	103,266

## **Executive Summary**

This was a very busy and very good year for the First Bancorp, with most of the Company's performance metrics moving in a positive direction. Net income was the best the Company has posted since 2009 and the fourth best year ever. In February, the Company's sixteenth office was opened on Exchange Street in Bangor, which gives the Company the opportunity to enter one of the most important and growing banking markets in the State of Maine. The Company had a very successful stock offering in the first quarter which enabled full repayment to the U.S. Treasury for its 2009 investment in the Company under the Capital Purchase Program. Credit quality improved significantly in 2013, with non-performing assets at their lowest level in nearly five years and net chargeoffs down \$3.1 million from 2012. And perhaps the most important happening for our shareholders in 2013 was the increase in our dividend in the fourth quarter to \$0.20 per share per quarter.

Net income for the year ended December 31, 2013 was \$13.0 million, up \$277,000 or 2.2% from the \$12.7 million posted for the year ended December 31, 2012. Earnings per common share on a fully diluted basis were \$1.20 for the year ended December 31, 2013, down \$0.02 or 1.6% from the \$1.22 posted for the year ended December 31, 2012, due to the higher number of shares outstanding in 2013 as a result of the Company's public offering of 760,771 shares on March 28, 2013. Net interest income on a tax-equivalent basis declined \$1.0 million or 2.4% for the year ended December 31, 2013 compared to the year ended December 31, 2012. This decrease was attributable to a \$1.1 million decline from margin compression experienced in the first half of the year that stabilized in the second half of the year, and this compression was partially offset by a \$109,000 increase due to higher levels of earning assets. As a result, our net interest margin slipped from 3.14% in 2012 to 3.05% in 2013. This year-over-year decline in net interest income was offset by a lower provision for loan losses.

Non-interest income for the year ended December 31, 2013 was \$12.1 million or 7.2% higher than non-interest income posted for the year ended December 31, 2012. This was attributable to an increase in origination income from the sale of refinanced mortgage loans into the secondary market as well as an increase in other operating income. Non-interest expense for the year ended December 31, 2013 was \$28.9 million or 10.1% higher than non-interest expense posted for the year ended December 31, 2012, due to higher operating costs related to the opening of the de novo Bangor office in the first quarter of 2013, as well as from the Union Street Branch in Rockland that we acquired in the fourth quarter of 2012.

During 2013, total assets increased \$49.0 million or 3.5%. After five years of declining balances, the loan portfolio grew \$7.1 million or 0.8% in 2013. The investment portfolio was up \$39.6 million or 8.8% for the year. On the liability side of the balance sheet, low-cost deposits increased \$33.7 million or 9.0% for the year. This year-over-year increase is the result of healthy deposit inflows in 2013. Local certificates of deposit increased \$7.6 million or 3.5%.

As noted before, credit quality improved significantly in 2013. Non-performing loans stood at 1.86% of total loans on December 31, 2013 compared to 2.20% of total loans on December 31, 2012. This compares to non-performing loans at 1.21% for our Uniform Bank Performance Report peer group ("UBPR peer group") as of December 31, 2013. Net chargeoffs were \$5.2 million or 0.60% of average loans in 2013 compared to net chargeoffs of \$8.3 million or 0.95% of average loans in 2012. Net chargeoffs for the UBPR peer group in 2013 were 0.26% of average loans. We provisioned \$4.2 million for loan losses in 2013, down \$3.6 million from the \$7.8 million provision made during 2012. The allowance as a percentage of loans outstanding stood at 1.31% in 2013 compared to 1.44% in 2012.

Remaining well capitalized remains a top priority for The First Bancorp, Inc. Since December 31, 2008, the Company's total risk-based capital ratio has increased from 11.13 % to 16.03%, well above the well-capitalized threshold of 10.0% set by the Federal Deposit Insurance Corporation.

The Company's operating ratios remain good, with a return on average tangible common equity of 10.66% for the year ended December 31, 2013 compared to 10.40% and 10.80% for the years ended December 31, 2012 and 2011, respectively. Our return on average tangible equity was in the top 40% of all banks in the UBPR peer group, which had an average return of 9.63% for the year. Our efficiency ratio continues to be an important component in our overall performance and at 55.44% in 2013, is modestly above the 51.01% and 49.75% posted for 2012 and 2011, respectively. As of December 31, 2013, the average efficiency ratio for our UBPR peer group was 67.18%, which put us in the top 10% of all banks in the UBPR peer group.

## **Results of Operations**

### ***Net Interest Income***

Net interest income on a tax-equivalent basis decreased 2.4% or \$1.0 million to \$41.0 million for the year ended December 31, 2013 from the \$42.0 million reported for the year ended December 31, 2012. This decrease was attributable to a \$1.1 million decline from margin compression experienced in the first half of the year that stabilized in the second half of the year, and this compression was partially offset by a \$109,000 increase due to higher levels of earning assets, resulting in a decrease in the net interest margin from 3.14% in 2012 to 3.05% in 2013.

Total interest income in 2013 was \$49.9 million, a decrease of \$1.9 million or 3.6% from the \$51.8 million posted by the Company in 2012. Total interest expense in 2013 was \$12.5 million, a decrease of \$442,000 or 3.4% from the \$12.9 million posted by the Company in 2012. The decrease in both interest income and interest expense was attributable to lower interest



rates. Tax-exempt interest income amounted to \$6.6 million for the year ended December 31, 2013, \$5.8 million for the year ended December 31, 2012 and \$5.0 million for the year ended December 31, 2011.

The following tables present changes in interest income and expense attributable to changes in interest rates, volume, and rate/volume<sup>1</sup> for interest-earning assets and interest-bearing liabilities. Tax-exempt income is calculated on a tax-equivalent basis, using a 35.0% tax rate.

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**Year ended December 31, 2013 compared to 2012**

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<i>Dollars in thousands</i>	Volume	Rate	Rate/ Volume <sup>1</sup>	Total
<b>Interest on earning assets</b>				
Interest-bearing deposits	\$ 3	\$ —	\$ 1	\$ 4
Investment securities	532	178	5	715
Loans held for sale	15	2	1	18
Loans	(350)	(1,849)	18	(2,181)
<b>Total interest income</b>	<b>200</b>	<b>(1,669)</b>	<b>25</b>	<b>(1,444)</b>
<b>Interest expense</b>				
Deposits	53	(449)	(3)	(399)
Borrowings	38	(80)	(1)	(43)
<b>Total interest expense</b>	<b>91</b>	<b>(529)</b>	<b>(4)</b>	<b>(442)</b>
<b>Change in net interest income</b>	<b>\$ 109</b>	<b>\$ (1,140)</b>	<b>\$ 29</b>	<b>\$ (1,002)</b>

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**Year ended December 31, 2012 compared to 2011**

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<i>Dollars in thousands</i>	Volume	Rate	Rate/ Volume <sup>1</sup>	Total
<b>Interest on earning assets</b>				
Interest-bearing deposits	\$ (8)	\$ —	\$ —	\$ (8)
Investment securities	549	(1,150)	(35)	(636)
Loans held for sale	(15)	(6)	3	(18)
Loans	(379)	(2,441)	23	(2,797)
<b>Total interest income</b>	<b>147</b>	<b>(3,597)</b>	<b>(9)</b>	<b>(3,459)</b>
<b>Interest expense</b>				
Deposits	(316)	(1,068)	34	(1,350)
Borrowings	438	(789)	(70)	(421)
<b>Total interest expense</b>	<b>122</b>	<b>(1,857)</b>	<b>(36)</b>	<b>(1,771)</b>
<b>Change in net interest income</b>	<b>\$ 25</b>	<b>\$ (1,740)</b>	<b>\$ 27</b>	<b>\$ (1,688)</b>

<sup>1</sup> Represents the change attributable to a combination of change in rate and change in volume.

The following table presents the interest earned on or paid for each major asset and liability category, respectively, for the years ended December 31, 2013, 2012, and 2011, as well as the average yield for each major asset and liability category, and the net yield between assets and liabilities. Tax-exempt income has been calculated on a tax-equivalent basis using a 35% rate. Unrecognized interest on non-accrual loans is not included in the amount presented, but the average balance of non-accrual loans is included in the denominator when calculating yields.

<i>Dollars in thousands</i>	2013		2012		2011	
	Amount of interest	Average Yield/Rate	Amount of interest	Average Yield/Rate	Amount of interest	Average Yield/Rate
<b>Interest on earning assets</b>						
Interest-bearing deposits	\$ 8	0.27%	\$ 4	0.25%	\$ 12	0.25%
Investment securities	18,299	3.85%	17,584	3.81%	18,220	4.07%
Loans held for sale	30	4.17%	12	3.69%	30	4.63%
Loans	35,172	4.06%	37,353	4.27%	40,150	4.55%
Total interest-earning assets	53,509	3.98%	54,953	4.11%	58,412	4.37%
<b>Interest-bearing liabilities</b>						
Deposits	7,997	0.88%	8,396	0.93%	9,746	1.04%
Borrowings	4,499	1.69%	4,542	1.73%	4,963	2.05%
Total interest-bearing liabilities	12,496	1.06%	12,938	1.11%	14,709	1.25%
Net interest income	\$ 41,013		\$ 42,015		\$ 43,703	
Interest rate spread		2.92%		3.00%		3.12%
Net interest margin		3.05%		3.14%		3.27%

### Average Daily Balance Sheets

The following table shows the Company's average daily balance sheets for the years ended December 31, 2013, 2012 and 2011.

<i>Dollars in thousands</i>	Years ended December 31,		
	2013	2012	2011
<b>Assets</b>			
Cash and cash equivalents	\$ 15,042	\$ 13,877	\$ 13,405
Interest bearing deposits in other banks	2,975	1,615	4,710
Securities available for sale	298,043	306,454	315,255
Securities to be held to maturity	163,107	140,057	117,020
Restricted equity securities, at cost	14,013	14,697	15,443
Loans held for sale (fair value approximates cost)	719	325	648
Loans	866,278	874,464	882,806
Allowance for loan losses	(12,733)	(13,737)	(14,418)
Net loans	853,545	860,727	868,388
Accrued interest receivable	5,008	5,008	5,180
Premises and equipment	23,447	18,582	18,690
Other real estate owned	5,896	4,760	5,772
Goodwill	29,805	27,690	27,684
Other assets	26,011	27,819	27,680
<b>Total Assets</b>	<b>\$ 1,437,611</b>	<b>\$ 1,421,611</b>	<b>\$ 1,419,875</b>
<b>Liabilities &amp; Shareholders' Equity</b>			
Demand deposits	\$ 93,636	\$ 80,461	\$ 76,686
NOW deposits	144,937	129,125	123,377
Money market deposits	91,618	76,972	74,945
Savings deposits	143,354	124,173	109,561
Certificates of deposit	532,156	576,049	628,855
Total deposits	1,005,701	986,780	1,013,424
Borrowed funds – short term	135,319	142,750	135,500
Borrowed funds – long term	130,148	120,511	106,427
Dividends payable	950	932	989
Other liabilities	12,771	14,816	11,281
Total Liabilities	1,284,889	1,265,789	1,267,621
Shareholders' Equity:			
Preferred stock	4,020	12,341	20,290
Common stock	104	98	98
Additional paid-in capital	55,384	46,122	45,652
Retained earnings	92,747	88,554	83,469
Net unrealized gain on securities available-for-sale	582	8,784	2,807
Net unrealized loss on postretirement benefit costs	(115)	(77)	(62)
Total Shareholders' Equity	152,722	155,822	152,254
<b>Total Liabilities &amp; Shareholders' Equity</b>	<b>\$ 1,437,611</b>	<b>\$ 1,421,611</b>	<b>\$ 1,419,875</b>

### ***Non-Interest Income***

Non-interest income in 2013 was \$12.1 million, an increase of \$809,000 or 7.2% from the \$11.3 million reported in 2012. This was attributable to an increase in income from the origination and sale of refinanced mortgage loans into the secondary market as well as an increase in other operating income.

### ***Non-Interest Expense***

Non-interest expense in 2013 was \$28.9 million, an increase of \$2.7 million or 10.1% from the \$26.3 million reported in 2012, due to higher operating costs related to the opening of the de novo Bangor office in the first quarter of 2013, as well as from the Union Street Branch in Rockland that we acquired in the fourth quarter 2012.

### ***Provision to the Allowance for Loan Losses***

The Company's provision to the allowance for loan losses was \$4.2 million in 2013 compared to \$7.8 million in 2012. This was 0.29% of average assets in 2013, compared to 0.12% of average assets for our peer group. The allowance for loan losses stood at 1.31% of total loans as of December 31, 2013, compared to 1.44% a year ago. Given the number of economic uncertainties at this time, Management believes it is prudent to continue to provide for loan losses and that the current level is directionally consistent with the credit quality seen in the portfolio. A further discussion of asset and credit quality can be found in "Assets and Asset Quality".

Credit quality improved significantly in 2013, which enabled the Company to provision less for loan losses in 2013 than in 2012. Net loan chargeoffs were \$5.2 million or 0.60% of average loans, down \$3.1 million from net chargeoffs of \$8.3 million or 0.95% of average loans in 2012. Non-performing assets stood at 1.44% of total assets as of December 31, 2013 compared to 1.89% of total assets at December 31, 2012. Past-due loans were 1.82% of total loans as of December 31, 2013, the lowest year-end total seen since 2007, and well below 2.67% of total loans as of December 31, 2012.

### ***Net Income***

Net income for 2013 was \$13.0 million, up 2.2% or \$277,000 from net income of \$12.7 million that was posted in 2012. Earnings per share on a fully diluted basis were \$1.20, down \$0.02 or 1.6% from the \$1.22 reported for the year ended December 31, 2012, due to the higher number of shares outstanding in 2013 as a result of the Company's public offering of 760,771 shares on March 28, 2013.

### ***Key Ratios***

Return on average assets in 2013 was 0.90%, up from the 0.89% and the 0.87% posted in 2012 and 2011 respectively. Return on average tangible common equity was 10.66% in 2013, compared to 10.40% in 2012 and 10.80% in 2011. In 2013, the Company's dividend payout ratio (dividends declared per share divided by earnings per share) was 65.42%, compared to 63.93% in 2012 and 68.42% in 2011. The Company's efficiency ratio – a benchmark measure of the amount spent to generate a dollar of income – was 55.44% in 2013 compared to 67.18% for the Bank's peer group, on average. In 2012, the Company's efficiency ratio was 51.01% compared to 66.37% for the Bank's peer group, on average.

### ***Investment Management and Fiduciary Activities***

As of December 31, 2013, First Advisors, the Bank's private banking and investment management division, had assets under management with a market value of \$700.8 million, consisting of 845 trust accounts, estate accounts, agency accounts, and self-directed individual retirement accounts. This compares to December 31, 2012, when 834 accounts with a market value of \$651.3 million were under management.

### **Assets and Asset Quality**

Total assets of \$1.464 billion increased 3.5% or \$49.0 million in 2013 from \$1.415 billion at December 31, 2012. The investment portfolio increased \$39.6 million or 8.8% over December 31, 2012, and the loan portfolio increased \$7.1 million or 0.8%. Year-over-year, average assets were up \$16.0 million in 2013 over 2012. Average loans in 2013 were \$8.2 million lower than in 2012, but average investments in 2013 were \$14.0 million higher than in 2012.

Credit quality improved significantly in 2013. Non-performing assets to total assets stood at 1.44% at December 31, 2013, well below 1.89% of total assets at December 31, 2012 and 2.32% of total assets at December 31, 2011. In Management's opinion, the Company's long-standing approach to working with borrowers and ethical loan underwriting standards helps alleviate some of the payment problems on customers' loans and in the end minimizes actual loan losses.

Net chargeoffs in 2013 were \$5.2 million or 0.60% of average loans outstanding. This compares to net chargeoffs in 2012 of \$8.3 million or 0.95% of average loans outstanding and net charge offs for our UBPR peer group in 2013 of 0.26% of average assets. Residential real estate term loans represent 43.0% of the total loan portfolio, and this loan category generally has a lower level of losses in comparison to other loan types. In 2013, the loss ratio for residential mortgages was 0.30% compared to 0.60% for the entire loan portfolio. The Company does not have a credit card portfolio or offer dealer consumer loans which generally carry more risk and therefore higher losses.

The allowance for loan losses ended the year at \$11.5 million and stood at 1.31% of total loans outstanding compared to \$12.5 million and 1.44% of total loans outstanding at December 31, 2012. A \$4.2 million provision for losses was made in 2013 and net charge offs totaled \$5.2 million, resulting in the allowance for loan losses decreasing \$986,000 or 7.9% from December 31, 2012. Management believes the allowance for loan losses is appropriate as of December 31, 2013. In Management's opinion, the level of the provision for loan losses in 2013 was directionally consistent with the improvement in overall credit quality of our loan portfolio and corresponding levels of nonperforming loans, as well as with the performance of the national and local economies, current levels of unemployment and the outlook for economic recovery continuing for some time to come.

### ***Investment Activities***

During 2013, the investment portfolio increased 8.8% to end the year at \$489.0 million compared to \$449.4 million at December 31, 2012. Average investments in 2013 were \$14.0 million higher than in 2012. As of December 31, 2013, mortgage-backed securities had a carrying value of \$213.4 million and a fair value of \$213.5 million. Of this total, securities with a fair value of \$133.2 million or 62.4% of the mortgage-backed portfolio were issued by the Government National Mortgage Association and securities with a fair value of \$80.3 million or 37.6% of the mortgage-backed portfolio were issued by the Federal Home Loan Mortgage Corporation and the Federal National Mortgage Association.

The Company's investment securities are classified into two categories: securities available for sale and securities to be held to maturity. Securities available for sale consist primarily of debt securities which Management intends to hold for indefinite periods of time. They may be used as part of the Company's funds management strategy, and may be sold in response to changes in interest rates, prepayment risk and liquidity needs, to increase capital ratios, or for other similar reasons. Securities to be held to maturity consist primarily of debt securities that the Company has acquired solely for long-term investment purposes, rather than for trading or future sale. For securities to be categorized as held to maturity, Management must have the intent and the Company must have the ability to hold such investments until their respective maturity dates. The Company does not hold trading account securities.

All investment securities are managed in accordance with a written investment policy adopted by the Board of Directors. It is the Company's general policy that investments for either portfolio be limited to government debt obligations, time deposits, and corporate bonds or commercial paper with one of the three highest ratings given by a nationally recognized rating agency. The portfolio is currently invested primarily in U.S. Government sponsored agency securities and tax-exempt obligations of states and political subdivisions. The individual securities have been selected to enhance the portfolio's overall yield while not materially adding to the Company's level of interest rate risk.

The following table sets forth the Company's investment securities at their carrying amounts as of December 31, 2013, 2012, and 2011.

<i>Dollars in thousands</i>	<b>2013</b>	2012	2011
<b>Securities available for sale</b>			
Mortgage-backed securities	\$ 177,729	\$ 169,093	\$ 198,232
State and political subdivisions	126,315	120,944	85,726
Corporate securities	—	—	811
Other equity securities	1,780	1,577	1,433
	<b>305,824</b>	291,614	286,202
<b>Securities to be held to maturity</b>			
U.S. Government sponsored agencies	92,280	60,919	19,390
Mortgage-backed securities	35,712	39,193	56,800
State and political subdivisions	40,985	42,908	46,171
Corporate securities	300	300	300
	<b>169,277</b>	143,320	122,661
<b>Restricted equity securities</b>			
Federal Home Loan Bank Stock	12,875	13,412	14,031
Federal Reserve Bank Stock	1,037	1,036	1,412
	<b>13,912</b>	14,448	15,443
Total securities	\$ 489,013	\$ 449,382	\$ 424,306

The following table sets forth information on the yields and expected maturities of the Company's investment securities as of December 31, 2013. Yields on tax-exempt securities have been computed on a tax-equivalent basis using a tax rate of 35%. Mortgage-backed securities are presented according to their contractual maturity date, while the yield takes into effect intermediate cashflows from repayment of principal which results in a much shorter average life.



<i>Dollars in thousands</i>	Available For Sale		Held to Maturity	
	Fair Value	Yield to maturity	Amortized Cost	Yield to maturity
<b>U.S. Government Sponsored Agencies</b>				
Due in 1 year or less	\$ —	0.00%	\$ —	0.00%
Due in 1 to 5 years	—	0.00%	—	0.00%
Due in 5 to 10 years	—	0.00%	—	0.00%
Due after 10 years	—	0.00%	92,280	3.32%
Total	—	0.00%	92,280	3.32%
<b>Mortgage-Backed Securities</b>				
Due in 1 year or less	177	2.97%	3	2.82%
Due in 1 to 5 years	20,530	2.52%	593	5.58%
Due in 5 to 10 years	14,541	3.23%	7,870	3.17%
Due after 10 years	142,481	2.89%	27,246	4.22%
Total	177,729	2.88%	35,712	4.01%
<b>State &amp; Political Subdivisions</b>				
Due in 1 year or less	544	7.20%	265	6.03%
Due in 1 to 5 years	106	7.05%	5,527	6.66%
Due in 5 to 10 years	1,726	6.08%	25,572	6.26%
Due after 10 years	123,939	5.38%	9,621	6.14%
Total	126,315	5.40%	40,985	6.28%
<b>Corporate Securities</b>				
Due in 1 year or less	—	0.00%	—	0.00%
Due in 1 to 5 years	—	0.00%	300	1.00%
Due in 5 to 10 years	—	0.00%	—	0.00%
Due after 10 years	—	0.00%	—	0.00%
Total	—	0.00%	300	1.00%
<b>Equity Securities</b>				
	1,780	3.09%	—	0.00%
	\$ 305,824	3.92%	\$ 169,277	4.18%

### **Impaired Securities**

The securities portfolio contains certain securities, the amortized cost of which exceeds fair value, which at December 31, 2013 amounted to an unrealized loss of \$27.3 million, or 5.63% of the amortized cost of the total securities portfolio. At December 31, 2012 this amount represented an unrealized loss of \$739,000, or 0.17% of the total securities portfolio. The change in 2013 was attributable to an increase in interest rates during the year and related decline in the value of securities. As a part of the Company's ongoing security monitoring process, the Company identifies securities in an unrealized loss position that could potentially be other-than-temporarily impaired. If a decline in the fair value of an available-for-sale security is judged to be other-than-temporary, a charge is recorded in net realized securities losses equal to the difference between the fair value and cost or amortized cost basis of the security.

The Company's evaluation of securities for impairment is a quantitative and qualitative process intended to determine whether declines in the fair value of investment securities should be recognized in current period earnings. The primary factors considered in evaluating whether a decline in the fair value of securities is other-than-temporary include: (a) the length of time and extent to which the fair value has been less than cost or amortized cost and the expected recovery period of the security, (b) the financial condition, credit rating and future prospects of the issuer, (c) whether the debtor is current on contractually obligated interest and principal payments, (d) the volatility of the securities market price, (e) the intent and ability of the Company to retain the investment for a period of time sufficient to allow for recovery, which may be at maturity, and (f) any other information and observable data considered relevant in determining whether other-than-temporary impairment has occurred.

The Company's best estimate of cash flows uses severe economic recession assumptions due to market uncertainty. The Company's assumptions include but are not limited to delinquencies, foreclosure levels and constant default rates on the

underlying collateral, loss severity ratios, and constant prepayment rates. If the Company does not expect to receive 100% of future contractual principal and interest, an other-than-temporary impairment charge is recognized. Estimating future cash flows is a quantitative and qualitative process that incorporates information received from third party sources along with certain internal assumptions and judgments regarding the future performance of the underlying collateral.

As of December 31, 2013, the Company had temporarily impaired securities with a fair value of \$257.0 million and unrealized losses of \$27.3 million, as identified in the table below. Securities in a continuous unrealized loss position more than twelve-months amounted to \$12.7 million as of December 31, 2013, compared with \$2.8 million at December 31, 2012. The Company has concluded that these securities were not other-than-temporarily impaired. This conclusion was based on the issuers' continued satisfaction of their obligations in accordance with their contractual terms and the expectation that the issuers will continue to do so, Management's intent and ability to hold these securities for a period of time sufficient to allow for any anticipated recovery in fair value which may be at maturity, the expectation that the Company will receive 100% of future contractual cash flows, as well as the evaluation of the fundamentals of the issuers' financial condition and other objective evidence. The following table summarizes temporarily impaired securities and their approximate fair values at December 31, 2013.

	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<i>Dollars in thousands</i>						
U.S. Government-sponsored agencies	\$ 78,724	\$ (12,757)	\$ —	\$ —	\$ 78,724	\$ (12,757)
Mortgage-backed securities	96,263	(4,977)	5,451	(131)	101,714	(5,108)
State and political subdivisions	69,406	(7,895)	7,150	(1,548)	76,556	(9,443)
Other equity securities	—	—	50	(2)	50	(2)
	\$ 244,393	\$ (25,629)	\$ 12,651	\$ (1,681)	\$ 257,044	\$ (27,310)

For securities with unrealized losses, the following information was considered in determining that the securities were not other-than-temporarily impaired:

**Securities issued by U.S. Government-sponsored agencies.** As of December 31, 2013, the total unrealized losses on these securities amounted to \$12.8 million, compared with \$182,000 unrealized losses at December 31, 2012. All of these securities were credit rated "AAA" of "AA+" by the major credit rating agencies. Management believes that securities issued by U.S. Government-sponsored agencies and enterprises have minimal credit risk, as these agencies and enterprises play a vital role in the nation's financial markets and does not consider these securities to be other-than-temporarily impaired at December 31, 2013.

**Mortgage-backed securities issued by U.S. Government agencies and U.S. Government-sponsored enterprises.** As of December 31, 2013, the total unrealized losses on these securities amounted to \$5.1 million, compared with \$314,000 at December 31, 2012. All of these securities were credit rated "AAA" by the major credit rating agencies. Management believes that securities issued by U.S. Government agencies bear no credit risk because they are backed by the full faith and credit of the United States and that securities issued by U.S. Government-sponsored enterprises have minimal credit risk, as these agencies enterprises play a vital role in the nation's financial markets. Management believes that the unrealized losses at December 31, 2013 were attributable to changes in current market yields and spreads since the date the underlying securities were purchased, and does not consider these securities to be other-than-temporarily impaired at December 31, 2013. The Company also has the ability and intent to hold these securities until a recovery of their amortized cost, which may be at maturity.

**Obligations of state and political subdivisions.** As of December 31, 2013, the total unrealized losses on municipal securities amounted to \$9.4 million, compared with \$199,000 at December 31, 2012. Municipal securities are supported by the general taxing authority of the municipality and, in the cases of school districts, are supported by state aid. At December 31, 2013, all municipal bond issuers were current on contractually obligated interest and principal payments. The Company monitors price changes and changes in credit quality of municipal issuers on a regular basis as a potential indicator of temporary impairment. The Company attributes the unrealized losses at December 31, 2013, however, to changes in prevailing market yields and pricing spreads since the dates the underlying securities were purchased, combined with current market liquidity conditions and the disruption in the financial markets in general. Accordingly, the Company does not consider these municipal securities to be other-than-temporarily impaired at December 31, 2013. The Company also has the ability and intent to hold these securities until a recovery of their amortized cost, which may be at maturity.

**Corporate securities.** As of December 31, 2013 and 2012, there were no unrealized losses on corporate securities. Corporate securities are dependent on the operating performance of the issuers. At December 31, 2013, all corporate bond issuers were current on contractually obligated interest and principal payments.

**Other Equity Securities.** As of December 31, 2013, the total unrealized losses on other equity securities amounted to \$2,000, compared with \$44,000 at December 31, 2012. Other equity securities is comprised of common and preferred stock holdings. The unrealized losses were the result of normal market fluctuations for equity securities. Accordingly, the Company does not consider other equity securities to be other-than-temporarily impaired at December 31, 2013.

### ***Federal Home Loan Bank Stock***

The Bank is a member of the Federal Home Loan Bank ("FHLB") of Boston, a cooperatively owned wholesale bank for housing and finance in the six New England States. As a requirement of membership in the FHLB, the Bank must own a minimum required amount of FHLB stock, calculated periodically based primarily on its level of borrowings from the FHLB. The Bank uses the FHLB for much of its wholesale funding needs. As of December 31, 2013 and December 31, 2012, the Bank's investment in FHLB stock totaled \$12.9 million and \$13.4 million, respectively. FHLB stock is a non-marketable equity security and therefore is reported at cost, which equals par value. The Company periodically evaluates its investment in FHLB stock for impairment based on, among other factors, the capital adequacy of the FHLB and its overall financial condition. No impairment losses have been recorded through December 31, 2013. The Bank will continue to monitor its investment in FHLB stock.

### ***Lending Activities***

The loan portfolio increased \$7.1 million or 0.8% in 2013, with total loans at \$876.4 million at December 31, 2013, compared to \$869.3 million at December 31, 2012. Commercial loans increased \$6.7 million or 1.9% between December 31, 2012 and December 31, 2013, residential term loans decreased by \$2.2 million or 0.6% during the same period. At the same time, municipal loans increased by \$4.4 million or 30.0%.

Commercial loans are comprised of three major classes, commercial real estate loans, commercial construction loans and other commercial loans. Commercial real estate is primarily comprised of loans to small businesses collateralized by owner-occupied real estate, while other commercial is primarily comprised of loans to small businesses collateralized by plant and equipment, commercial fishing vessels and gear, and limited inventory-based lending. Commercial real estate loans typically have a maximum loan-to-value of 75% based upon current appraisal information at the time the loan is made. Land and land development loans typically have a maximum loan-to-value of 65% to 75% based upon current appraisal information at the time the loan is made. Construction loans, both commercial and residential, comprise a very small portion of the portfolio, and at 24.5% of capital are well under the regulatory guidance of 100.0% of capital. Construction loans and non-owner-occupied commercial real estate loans are at 75.6% of total capital, well under the regulatory guidance of 300.0% of capital. Municipal loans are comprised of loans to municipalities in the State of Maine for capitalized expenditures, construction projects or tax-anticipation notes. All municipal loans are considered general obligations of the municipality and as such are collateralized by the taxing ability of the municipality for repayment of debt.

Residential loans are comprised of two classes, term loans, which include traditional amortizing home mortgages, and construction loans, which include loans for owner-occupied residential construction. Residential loans typically have a 75% to 80% loan to value based upon current appraisal information at the time the loan is made. Home equity loans are comprised of variable-rate lines of credit which are secured by one-to-four family real estate, typically with a maximum loan-to-value of 80% based upon current appraisal information at the time the loan is made. Consumer loans are primarily amortizing loans to individuals collateralized by automobiles, pleasure craft and recreation vehicles, typically with a maximum loan to value of 80% to 90% of the purchase price of the collateral. Consumer loans also include a small amount of unsecured short-term loans to individuals.

The following table summarizes the loan portfolio, by class as of December 31, 2013, 2012, 2011, 2010 and 2009.

<i>Dollars in thousands</i>	As of December 31,									
	2013		2012		2011		2010		2009	
Commercial										
Real estate	<b>\$245,943</b>	<b>28.2%</b>	\$ 251,335	28.9%	\$ 255,424	29.5%	\$245,540	27.7%	\$240,178	25.2%
Construction	<b>20,382</b>	<b>2.3%</b>	22,417	2.6%	32,574	3.8%	41,869	4.7%	48,714	5.1%
Other	<b>95,289</b>	<b>10.9%</b>	81,183	9.3%	86,982	10.1%	101,462	11.4%	114,486	12.0%
Municipal	<b>19,117</b>	<b>2.2%</b>	14,704	1.7%	16,221	1.9%	21,833	2.5%	45,952	4.8%
Residential										
Term	<b>377,218</b>	<b>43.0%</b>	379,447	43.7%	341,286	39.5%	337,927	38.1%	367,267	38.7%
Construction	<b>11,803</b>	<b>1.3%</b>	6,459	0.7%	10,469	1.2%	15,512	1.7%	17,361	1.8%
Home equity line of credit	<b>91,549</b>	<b>10.4%</b>	99,082	11.4%	105,244	12.1%	105,297	11.9%	94,324	9.9%
Consumer	<b>15,066</b>	<b>1.7%</b>	14,657	1.7%	16,788	1.9%	18,156	2.0%	24,210	2.5%
<b>Total loans</b>	<b>\$876,367</b>	<b>100.0%</b>	\$ 869,284	100.0%	\$ 864,988	100.0%	\$887,596	100.0%	\$952,492	100.0%

The following table sets forth certain information regarding the contractual maturities of the Bank's loan portfolio as of December 31, 2013:

<i>Dollars in thousands</i>	< 1 Year	1 - 5 Years	5 - 10 Years	> 10 Years	Total
Commercial					
Real estate	\$ 7,251	\$ 21,727	\$ 20,794	\$ 196,171	\$ 245,943
Construction	1,798	2,135	1,631	14,818	20,382
Other	11,226	29,242	16,328	38,493	95,289
Municipal	2,569	3,447	6,095	7,006	19,117
Residential					
Term	3,531	9,365	17,838	346,484	377,218
Construction	607	—	—	11,196	11,803
Home equity line of credit	644	251	1,320	89,334	91,549
Consumer	6,524	4,396	1,201	2,945	15,066
<b>Total loans</b>	<b>\$ 34,150</b>	<b>\$ 70,563</b>	<b>\$ 65,207</b>	<b>\$ 706,447</b>	<b>\$ 876,367</b>

The following table provides a listing of loans by class, between variable and fixed rates as of December 31, 2013.

<i>Dollars in thousands</i>	<u>Fixed-Rate</u>		<u>Adjustable-Rate</u>		<u>Total</u>	
	Amount	% of total	Amount	% of total	Amount	% of total
Commercial						
Real estate	\$ 36,758	4.2%	\$ 209,185	24.0%	\$ 245,943	28.2%
Construction	1,602	0.2%	18,780	2.1%	20,382	2.3%
Other	34,487	3.9%	60,802	7.0%	95,289	10.9%
Municipal	16,488	1.9%	2,629	0.3%	19,117	2.2%
Residential						
Term	216,544	24.7%	160,674	18.3%	377,218	43.0%
Construction	11,420	1.3%	383	—%	11,803	1.3%
Home equity line of credit	998	0.1%	90,551	10.3%	91,549	10.4%
Consumer	11,061	1.3%	4,005	0.4%	15,066	1.7%
<b>Total loans</b>	<b>\$ 329,358</b>	<b>37.6%</b>	<b>\$ 547,009</b>	<b>62.4%</b>	<b>\$ 876,367</b>	<b>100.0%</b>

### ***Loan Concentrations***

As of December 31, 2013, the Bank did not have any concentration of loans in one particular industry that exceeded 10% of its total loan portfolio.

### ***Loans Held for Sale***

As of December 31, 2013, the Bank had \$83,000 in loans held for sale. This compares to \$1.0 million in loans held for sale at December 31, 2012. Loans held for sale are carried at the lower of cost or market value.

### ***Credit Risk Management and Allowance for Loan Losses***

Credit risk is the risk of loss arising from the inability of a borrower to meet its obligations. We manage credit risk by evaluating the risk profile of the borrower, repayment sources, the nature of the underlying collateral, and other support given current events, conditions, and expectations. We attempt to manage the risk characteristics of our loan portfolio through various control processes, such as credit evaluation of borrowers, establishment of lending limits, and application of lending procedures, including the holding of adequate collateral and the maintenance of compensating balances. However, we seek to rely primarily on the cash flow of our borrowers as the principal source of repayment. Although credit policies and evaluation processes are designed to minimize our risk, Management recognizes that loan losses will occur and the amount of these losses will fluctuate depending on the risk characteristics of our loan portfolio, as well as general and regional economic conditions.

We provide for loan losses through the establishment of an allowance for loan losses which represents an estimated reserve for existing losses in the loan portfolio. We deploy a systematic methodology for determining our allowance that includes a quarterly review process, risk rating, and adjustment to our allowance. We classify our portfolios as either commercial or residential and consumer and monitor credit risk separately as discussed below. We evaluate the appropriateness of our allowance continually based on a review of all significant loans, with a particular emphasis on nonaccruing, past due, and other loans that we believe require special attention.

The allowance consists of four elements: (1) specific reserves for loans evaluated individually for impairment; (2) general reserves for types or portfolios of loans based on historical loan loss experience; (3) qualitative reserves judgmentally adjusted for local and national economic conditions, concentrations, portfolio composition, volume and severity of delinquencies and nonaccrual loans, trends of criticized and classified loans, changes in credit policies, and underwriting standards, credit administration practices, and other factors as applicable; and (4) unallocated reserves. All outstanding loans are considered in evaluating the appropriateness of the allowance.

Appropriateness of the allowance for loan losses is determined using a consistent, systematic methodology, which analyzes the risk inherent in the loan portfolio. In addition to evaluating the collectability of specific loans when determining the appropriateness of the allowance for loan losses, Management also takes into consideration other factors such as changes in the mix and size of the loan portfolio, historic loss experience, the amount of delinquencies and loans adversely classified, economic trends, changes in credit policies, and experience, ability and depth of lending management. The appropriateness of the allowance for loan losses is assessed by an allocation process whereby specific reserve allocations are made against

certain adversely classified loans, and general reserve allocations are made against segments of the loan portfolio which have similar attributes. The Company's historical loss experience, industry trends, and the impact of the local and regional economy on the Company's borrowers, are considered by Management in determining the appropriateness of the allowance for loan losses.

The allowance for loan losses is increased by provisions charged against current earnings. Loan losses are charged against the allowance when Management believes that the collectability of the loan principal is unlikely. Recoveries on loans previously charged off are credited to the allowance. While Management uses available information to assess possible losses on loans, future additions to the allowance may be necessary based on increases in non-performing loans, changes in economic conditions, growth in loan portfolios, or for other reasons. Any future additions to the allowance would be recognized in the period in which they were determined to be necessary. In addition, various regulatory agencies periodically review the Company's allowance for loan losses as an integral part of their examination process. Such agencies may require the Company to record additions to the allowance based on judgments different from those of Management.

#### *Commercial*

Our commercial portfolio includes all secured and unsecured loans to borrowers for commercial purposes, including commercial lines of credit and commercial real estate. Our process for evaluating commercial loans includes performing updates on loans that we have rated for risk. Our non-performing commercial loans are generally reviewed individually to determine impairment, accrual status, and the need for specific reserves. Our methodology incorporates a variety of risk considerations, both qualitative and quantitative. Quantitative factors include our historical loss experience by loan type, collateral values, financial condition of borrowers, and other factors. Qualitative factors include judgments concerning general economic conditions that may affect credit quality, credit concentrations, the pace of portfolio growth, and delinquency levels; these qualitative factors are also considered in connection with our unallocated portion of our allowance for loan losses.

The process of establishing the allowance with respect to our commercial loan portfolio begins when a loan officer initially assigns each loan a risk rating, using established credit criteria. Approximately 50% of our outstanding loans and commitments are subject to review and validation annually by an independent consulting firm, as well as periodically by our internal credit review function. Our methodology employs Management's judgment as to the level of losses on existing loans based on our internal review of the loan portfolio, including an analysis of the borrowers' current financial position, and the consideration of current and anticipated economic conditions and their potential effects on specific borrowers and lines of business. In determining our ability to collect certain loans, we also consider the fair value of any underlying collateral. We also evaluate credit risk concentrations, including trends in large dollar exposures to related borrowers, industry and geographic concentrations, and economic and environmental factors.

#### *Residential, Home Equity and Consumer*

Consumer, home equity and residential mortgage loans are generally segregated into homogeneous pools with similar risk characteristics. Trends and current conditions in these pools are analyzed and historical loss experience is adjusted accordingly. Quantitative and qualitative adjustment factors for the consumer, home equity and residential mortgage portfolios are consistent with those for the commercial portfolios. Certain loans in the consumer and residential portfolios identified as having the potential for further deterioration are analyzed individually to confirm the appropriate risk status and accrual status, and to determine the need for a specific reserve. Consumer loans that are greater than 120 days past due are generally charged off. Residential loans and home equity lines of credit that are greater than 90 days past due are evaluated for collateral adequacy and if deficient are placed on non-accrual status.

#### *Unallocated*

The unallocated portion of the allowance is intended to provide for losses that are not identified when establishing the specific and general portions of the allowance and is based upon Management's evaluation of various conditions that are not directly measured in the determination of the portfolio and loan specific allowances. Such conditions may include general economic and business conditions affecting our lending area, credit quality trends (including trends in delinquencies and nonperforming loans expected to result from existing conditions), loan volumes and concentrations, duration of the current business cycle, bank regulatory examination results, findings of external loan review examiners, and Management's judgment with respect to various other conditions including loan administration and management and the quality of risk identification systems. Management reviews these conditions quarterly. We have risk management practices designed to ensure timely identification of changes in loan risk profiles; however, undetected losses may exist inherently within the loan portfolio. The judgmental aspects involved in applying the risk grading criteria, analyzing the quality of individual loans, and assessing collateral values can also contribute to undetected, but probable, losses. The increase in the unallocated portion in 2013 is deemed appropriate due to the following:

- The potentially indeterminate effects of the Federal Reserve's tapering of its purchases of Treasury bonds and mortgage-backed securities create the possibility of economic uncertainties in the region. Backing out of the quantitative easing, or stimulus program of this size is new. This increases uncertainty in the existing loan portfolio.

- The U.S. faces a breach of the federal debt ceiling in the first quarter of 2014. Congress must successfully address the issue and failure to do so could bear negative consequences on the global, national, regional and local economies. This also adds to portfolio uncertainty and supports the higher unallocated at the review date.
- Recently, in 2012 and forward, the Bank's overall loss rate has exceeded its peer group. This may be due to a general lag effect and/or the extended foreclosure periods mandated by State law. A higher unallocated level is appropriate at this time to support this uncertainty of higher losses.
- Estimating specific reserves on impaired loans presents challenges as external conditions, factors specific to individual credits and collateral values may change over subsequent periods. A review of specific reserves estimated on year end 2012 impaired loans found that 43% required adjustments in subsequent periods during 2013. This adjustment rate was in line with prior periods suggesting a risk of uncertainty and imprecision in the estimates thereby supporting some level of unallocated for unanticipated changes.
- A recent internal analysis on OREO property sales found that properties sold, on average, approximately 18% below the appraised value of the property at the time of take in. Based on the analysis, Management has been applying a 20% additional discount factor, exclusive of the estimated costs to sell, to arrive at OREO take-in amounts. This will impact the allowance as these potential additional write downs would be taken against the allowance. The unallocated provides additional funds for these adjustments.
- From 2009 to the present, a period of historically high losses for the Bank, the required reserve estimate as a percent of total loans averaged 1.33%, and ranged from a low of .88% to a high of 1.60%. In dollars, the range is from \$10 million to \$13 million. The current allowance level including the unallocated sits in the middle of this range. The present situation indicates improving economic conditions and Bank loan quality. The continued view of the economic recovery is one moving at a slow to moderate pace. Consequently, caution remains appropriate at the evaluation date regarding the direction of the economy, the uncertain consequences of the Federal Reserve monetary tightening and their potential collective impact on Bank loan portfolio quality. Such uncertainties support the unallocated position.

The allowance for loan losses includes reserve amounts assigned to individual loans on the basis of loan impairment. Certain loans are evaluated individually and are judged to be impaired when Management believes it is probable that the Company will not collect all of the contractual interest and principal payments as scheduled in the loan agreement. Under this method, loans are selected for evaluation based on internal risk ratings or non-accrual status. A specific reserve is allocated to an individual loan when that loan has been deemed impaired and when the amount of a probable loss is estimable on the basis of its collateral value, the present value of anticipated future cash flows, or its net realizable value. At December 31, 2013, impaired loans with specific reserves totaled \$9.9 million and the amount of such reserves was \$2.5 million. This compares to impaired loans with specific reserves of \$17.5 million at December 31, 2012 and the amount of such reserves was \$3.5 million.

All of these analyses are reviewed and discussed by the Directors' Loan Committee, and recommendations from these processes provide Management and the Board of Directors with independent information on loan portfolio condition. Our total allowance at December 31, 2013 is considered by Management to be appropriate to address the credit losses inherent in the loan portfolio at that date. Management views the level of the allowance for loan losses as appropriate. However, our determination of the appropriate allowance level is based upon a number of assumptions we make about future events, which we believe are reasonable, but which may or may not prove valid. Thus, there can be no assurance that our charge-offs in future periods will not exceed our allowance for loan losses or that we will not need to make additional increases in our allowance for loan losses.



The following table summarizes our allocation of allowance by loan class as of December 31, 2013, 2012, 2011, 2010 and 2009. The percentages are the portion of each loan type to total loans.

<i>Dollars in thousands</i>	As of December 31,									
	2013		2012		2011		2010		2009	
Commercial										
Real estate	\$ 4,602	28.2%	\$ 5,865	28.9%	\$ 5,659	29.5%	\$ 5,260	27.7%	\$ 4,986	25.2%
Construction	575	2.3%	1,359	2.6%	658	3.8%	1,012	4.7%	807	5.1%
Other	2,276	10.9%	2,050	9.3%	2,063	10.1%	2,377	11.4%	3,363	12.0%
Municipal	15	2.2%	18	1.7%	19	1.9%	19	2.5%	23	4.8%
Residential										
Term	1,099	43.0%	1,109	43.7%	1,159	39.5%	1,408	38.1%	1,198	38.7%
Construction	21	1.3%	11	0.7%	255	1.2%	44	1.7%	174	1.8%
Home equity line of credit	675	10.4%	654	11.4%	595	12.1%	670	11.9%	515	9.9%
Consumer	573	1.7%	592	1.7%	584	1.9%	646	2.0%	717	2.5%
Unallocated	1,678	—%	842	—%	2,008	—%	1,880	—%	1,854	—%
<b>Total</b>	<b>\$ 11,514</b>	<b>100.0%</b>	<b>\$ 12,500</b>	<b>100.0%</b>	<b>\$ 13,000</b>	<b>100.0%</b>	<b>\$ 13,316</b>	<b>100.0%</b>	<b>\$ 13,637</b>	<b>100.0%</b>

The allowance for loan losses totaled \$11.5 million at December 31, 2013, compared to \$12.5 million at December 31, 2012. Management's ongoing application of methodologies to establish the allowance include an evaluation of non-accrual loans and troubled debt restructured for specific reserves. These specific reserves decreased \$1.1 million in 2013 from \$3.5 million at December 31, 2012 to \$2.5 million at December 31, 2013. The specific loans that make up those categories change from period to period. Impairment on those loans, which would be reflected in the allowance for loan losses, might or might not exist, depending on the specific circumstances of each loan. The portion of the reserve based upon homogeneous pools of loans decreased by \$398,000 in 2013. This decline was due to lower loss averages for both the commercial classified and pass rated loan pools in 2013. The portion of the reserve based on qualitative factors decreased by \$346,000 during 2013 as a result of adjustments for several qualitative factors. Management determined that market trends and previously noted factors warranted the \$836,000 increase in unallocated reserves during 2013 from \$842,000 at December 31, 2012 to \$1.7 million at December 31, 2013.

A breakdown of the allowance for loan losses as of December 31, 2013, by loan class and allowance element, is presented in the following table:

<i>Dollars in thousands</i>	Specific Reserves on Loans Evaluated Individually for Impairment	General Reserves on Loans Based on Historical Loss Experience	Reserves for Qualitative Factors	Unallocated Reserves	Total Reserves
Commercial					
Real estate	\$ 890	\$ 1,927	\$ 1,785	\$ —	\$ 4,602
Construction	272	157	146	—	575
Other	841	745	690	—	2,276
Municipal	—	—	15	—	15
Residential					
Term	404	342	353	—	1,099
Construction	—	10	11	—	21
Home equity line of credit	54	343	278	—	675
Consumer	—	382	191	—	573
Unallocated	—	—	—	1,678	1,678
	\$ 2,461	\$ 3,906	\$ 3,469	\$ 1,678	\$ 11,514

Based upon Management's evaluation, provisions are made to maintain the allowance as a best estimate of inherent losses within the portfolio. The provision for loan losses to maintain the allowance at an appropriate level was \$4.2 million in 2013 compared to \$7.8 million in 2012. Net charge offs were \$5.2 million in 2013 compared to net charge offs of \$8.3 million in 2012. The allowance as a percentage of loans outstanding stood at 1.31% in 2013 compared to 1.44% in 2012.

The following table summarizes the activities in our allowance for loan losses as of December 31, 2013, 2012, 2011, 2010, and 2009:

<i>Dollars in thousands</i>	As of December 31,				
	2013	2012	2011	2010	2009
Balance at beginning of year	\$ 12,500	\$ 13,000	\$ 13,316	\$ 13,637	\$ 8,800
Loans charged off:					
Commercial					
Real estate	150	1,394	1,619	4,005	2,430
Construction	963	928	346	175	—
Other	2,583	3,215	6,492	1,125	2,329
Municipal	—	—	—	—	—
Residential					
Term	1,118	1,911	1,421	392	1,767
Construction	—	389	505	2,361	47
Home equity line of credit	611	688	415	8	177
Consumer	430	555	381	951	826
<b>Total</b>	<b>5,855</b>	<b>9,080</b>	<b>11,179</b>	<b>9,017</b>	<b>7,576</b>
Recoveries on loans previously charged off					
Commercial					
Real estate	—	13	23	4	—
Construction	—	246	—	—	—
Other	359	113	60	69	79
Municipal	—	—	—	—	—
Residential					
Term	103	110	7	4	59
Construction	—	54	—	—	—
Home equity line of credit	24	1	1	—	1
Consumer	183	208	222	219	114
<b>Total</b>	<b>669</b>	<b>745</b>	<b>313</b>	<b>296</b>	<b>253</b>
Net loans charged off	5,186	8,335	10,866	8,721	7,323
Provision for loan losses	4,200	7,835	10,550	8,400	12,160
Balance at end of period	\$ 11,514	\$ 12,500	\$ 13,000	\$ 13,316	\$ 13,637
Ratio of net loans charged off to average loans outstanding	0.60%	0.95%	1.23%	0.94%	0.75%
Ratio of allowance for loan losses to total loans outstanding	1.31%	1.44%	1.50%	1.50%	1.43%

Management believes the allowance for loan losses is appropriate as of December 31, 2013. In Management's opinion, the level of the provision for loan losses in 2013 was directionally consistent with the improvement in overall credit quality of our loan portfolio and corresponding levels of nonperforming loans, as well as with the performance of the national and local economies, current levels of unemployment and the outlook for economic recovery continuing for some time to come.

### *Nonperforming Loans*

Nonperforming loans are comprised of loans for which, based on current information and events, it is probable that we will be unable to collect all amounts due according to the contractual terms of the loan agreement or when principal and interest is 90 days or more past due unless the loan is both well secured and in the process of collection (in which case the loan may continue to accrue interest in spite of its past due status). A loan is "well secured" if it is secured (1) by collateral in the form of liens on or pledges of real or personal property, including securities, that have a realizable value sufficient to discharge the debt

(including accrued interest) in full, or (2) by the guarantee of a financially responsible party. A loan is "in the process of collection" if collection of the loan is proceeding in due course either (1) through legal action, including judgment enforcement procedures, or, (2) in appropriate circumstances, through collection efforts not involving legal action which are reasonably expected to result in repayment of the debt or in its restoration to a current status in the near future.

When a loan becomes nonperforming (generally 90 days past due), it is evaluated for collateral dependency based upon the most recent appraisal or other evaluation method. If the collateral value is lower than the outstanding loan balance plus accrued interest and estimated selling costs, the loan is placed on non-accrual status, all accrued interest is reversed from interest income, and a specific reserve is established for the difference between the loan balance and the collateral value less selling costs or, in certain situations, the difference between the loan balance and the collateral value less selling costs is written off. Concurrently, a new appraisal or valuation may be ordered, depending on collateral type, currency of the most recent valuation, the size of the loan, and other factors appropriate to the loan. Upon receipt and acceptance of the new valuation, the loan may have an additional specific reserve or write down based on the updated collateral value. On an ongoing basis, appraisals or valuations may be done periodically on collateral dependent non-performing loans and an additional specific reserve or write down will be made, if appropriate, based on the new collateral value.

Once a loan is placed on nonaccrual, it remains in nonaccrual status until the loan is current as to payment of both principal and interest and the borrower demonstrates the ability to pay and remain current. All payments made on non-accrual loans are applied to the principal balance of the loan.

Nonperforming loans, expressed as a percentage of total loans, totaled 1.86% at December 31, 2013 compared to 2.20% at December 31, 2012. The following table shows the distribution of nonperforming loans by class as of December 31, 2013, 2012, 2011, 2010, and 2009:

<i>Dollars in thousands</i>	As of December 31,				
	2013	2012	2011	2010	2009
Commercial					
Real estate	\$ 2,457	\$ 4,603	\$ 7,064	\$ 5,946	\$ 6,198
Construction	—	101	2,350	937	458
Other	4,370	3,459	5,784	1,753	2,638
Municipal	—	—	—	—	—
Residential					
Term	8,484	10,333	10,194	8,347	5,868
Construction	—	—	1,198	3,567	3,182
Home equity line of credit	1,007	654	1,163	519	143
Consumer	—	—	53	106	75
<b>Total non-performing loans</b>	<b>\$ 16,318</b>	<b>\$ 19,150</b>	<b>\$ 27,806</b>	<b>\$ 21,175</b>	<b>\$ 18,562</b>

Total nonperforming loans does not include loans 90 or more days past due and still accruing interest. These are loans in which we expect to collect all amounts due, including past-due interest. As of December 31, 2013, loans 90 or more days past due and still accruing interest totaled \$1.0 million, compared to \$1.1 million, \$1.2 million, \$1.1 million and \$1.2 million at December 31, 2012, 2011, 2010 and 2009, respectively.

As of December 31, 2013, 16 loans with a balance of \$3.1 million were non-performing and also classified as troubled-debt-restructured.

### ***Troubled Debt Restructured***

A restructuring of debt constitutes a troubled debt restructuring ("TDR") if the Bank, for economic or legal reasons related to the borrower's financial difficulties, grants a concession to the borrower that it would not otherwise consider. To determine whether or not a loan should be classified as a TDR, Management evaluates a loan based upon the following criteria:

- The borrower demonstrates financial difficulty; common indicators include past due status with bank obligations, substandard credit bureau reports, or an inability to refinance with another lender, and
- The Bank has granted a concession; common concession types include maturity date extension, interest rate adjustments to below market pricing, and deferment of payments.

As of December 31, 2013 there were 99 loans with an aggregate outstanding balance of \$29.1 million that have been restructured. This compares to 101 loans with amounts totaling \$30.0 million as of December 31, 2012. The following table shows the activity in loans classified as TDRs between December 31, 2011 and December 31, 2013:

<i>Balance in Thousands of Dollars</i>	Number of Loans	Aggregate Balance
Total at December 31, 2011	59	\$ 22,858
Added in 2012	52	14,657
Removed in 2012	(10)	(7,560)
Total at December 31, 2012	101	\$ 29,955
Added in 2013	10	3,610
Removed in 2013	(12)	(2,824)
Repayments in 2013	—	(1,643)
Total at December 31, 2013	99	\$ 29,098

As of December 31, 2013, 75 loans with an aggregate balance of \$24.2 million were performing under the modified terms, eight loans with an aggregate balance of \$1.8 million were more than 30 days past due and 16 loans with an aggregate balance of \$3.1 million were on nonaccrual. As a percentage of aggregate outstanding balance, 83.2% were performing under the modified terms, 6.3% were more than 30 days past due and 10.5% were on nonaccrual. The performance status of all TDRs as of December 31, 2013, as well as the associated specific reserve in the allowance for loan losses, is summarized by type of loan in the following table.

<i>In thousands of dollars</i>	Performing As Modified	30+ Days Past Due and Accruing	On Nonaccrual	All TDRs
Commercial				
Real estate	\$ 11,549	\$ 929	\$ 540	\$ 13,018
Construction	1,284	—	—	1,284
Other	2,324	4	406	2,734
Municipal	—	—	—	—
Residential				
Term	8,442	860	1,918	11,220
Construction	—	—	—	—
Home equity line of credit	613	28	201	842
Consumer	—	—	—	—
	\$ 24,212	\$ 1,821	\$ 3,065	\$ 29,098
Percent of balance	83.2%	6.3%	10.5%	100.0%
Number of loans	75	8	16	99
Associated specific reserve	\$ 918	\$ 26	\$ 73	\$ 1,017

Residential TDRs as of December 31, 2013, were comprised of 53 loans with an aggregate balance of \$11.2 million, and the modifications granted fell into three major categories. Loans totaling \$6.4 million had an extension of term, allowing the borrower to repay over an extended number of years and lowering the monthly payment to a level the borrower can afford. Loans totaling \$4.3 million had interest capitalized, allowing the borrower to become current after unpaid interest was added to the balance of the loan and re-amortized over the remaining life of the loan. Short-term rate concessions were granted on loans totaling \$1.9 million, with a rate concession typically of 1.0% or less. Certain residential TDRs had more than one modification.

There were 41 commercial TDRs as of December 31, 2013, totaling \$17.0 million. Of this total, 27 loans with an aggregate balance of \$12.1 million had an extended period of interest-only payments, deferring the start of principal repayment. The remaining 14 loans with an aggregate balance of \$4.9 million were classified as TDRs for various reasons, including extension of term, conversion to principal and interest payments, and partial chargeoffs.

In each case when a loan was modified, Management determined it was in the Bank's best interest to work with the borrower with modified terms rather than to proceed to foreclosure. Once a loan is classified as a TDR, however, it remains classified as such until the balance is fully repaid, despite whether the loan is performing under the modified terms. As of December 31, 2013, Management is aware of 12 loans classified as TDRs that are involved in bankruptcy with an aggregate outstanding balance of \$1.7 million. There were also 16 loans with an outstanding balance of \$3.1 million that were classified as TDRs and on non-accrual status. Three loans with an outstanding balance of \$356,000 were in the process of foreclosure. Management does not expect a material increase in TDRs in 2014 from the amount outstanding at December 31, 2013.

### ***Impaired Loans***

Impaired loans include restructured loans and loans placed on non-accrual status when, based on current information and events, it is probable that we will be unable to collect all amounts due according to the contractual terms of the loan agreement. These loans are measured at the present value of expected future cash flows discounted at the loan's effective interest rate or at the fair value of the collateral if the loan is collateral dependent. If the measure of an impaired loan is lower than the recorded investment in the loan and estimated selling costs, a specific reserve is established for the difference. Impaired loans totaled \$42.4 million at December 31, 2013, and have decreased \$3.4 million from December 31, 2012. The number of impaired loans decreased by 30 loans from 231 to 201 during the same period. Impaired commercial loans decreased \$2.1 million from December 31, 2012 to December 31, 2013. The specific allowance for impaired commercial loans decreased from \$3.1 million at December 31, 2012 to \$2.0 million as of December 31, 2013, which represented the fair value deficiencies for those loans for which the net fair value of the collateral was estimated at less than our carrying amount of the loan. From December 31, 2012 to December 31, 2013, impaired residential loans decreased \$1.7 million and impaired home equity lines of credit increased \$337,000.

The following table sets forth impaired loans as of December 31, 2013, 2012, 2011, 2010 and 2009:

<i>Dollars in thousands</i>	<i>As of December 31,</i>				
	<b>2013</b>	2012	2011	2010	2009
Commercial					
Real estate	\$ 14,935	\$ 15,774	\$ 10,141	\$ 5,946	\$ 6,198
Construction	1,284	3,354	5,702	937	458
Other	6,698	5,861	7,042	1,753	2,638
Municipal	—	—	—	—	—
Residential					
Term	17,786	19,444	16,821	12,455	13,149
Construction	—	—	1,198	3,567	3,182
Home equity line of credit	1,648	1,311	1,163	519	143
Consumer	—	—	53	106	75
<b>Total</b>	<b>\$ 42,351</b>	<b>\$ 45,744</b>	<b>\$ 42,120</b>	<b>\$ 25,283</b>	<b>\$ 25,843</b>

### ***Past Due Loans***

The Bank's overall loan delinquency ratio was 1.82% at December 31, 2013, versus 2.67% at December 31, 2012. Loans 90 days delinquent and accruing decreased from \$1.1 million at December 31, 2012 to \$1.0 million as of December 31, 2013. This total is made up of 9 loans, with the largest loan totaling \$245,000. We expect to collect all amounts due on these loans, including interest.

The following table sets forth loan delinquencies as of December 31, 2013, 2012, 2011, 2010 and 2009:

<i>Dollars in thousands</i>	As of December 31,				
	2013	2012	2011	2010	2009
Commercial					
Real estate	\$ 1,086	\$ 4,898	\$ 6,864	\$ 6,055	\$ 9,443
Construction	—	64	1,777	1,057	458
Other	3,469	3,182	2,623	4,440	3,607
Municipal	—	136	—	—	—
Residential					
Term	9,144	12,784	12,174	12,231	11,747
Construction	47	188	1,198	1,828	3,182
Home equity line of credit	1,719	1,699	1,614	2,038	682
Consumer	527	216	347	266	775
<b>Total</b>	<b>\$ 15,992</b>	<b>\$ 23,167</b>	<b>\$ 26,597</b>	<b>\$ 27,915</b>	<b>\$ 29,894</b>
Loans 30-89 days past due to total loans	0.46%	0.92%	1.00%	1.32%	1.26%
Loans 90+ days past due and accruing to total loans	0.12%	0.12%	0.14%	0.13%	0.12%
Loans 90+ days past due on non-accrual to total loans	1.24%	1.63%	1.93%	1.70%	1.76%
<b>Total past due loans to total loans</b>	<b>1.82%</b>	<b>2.67%</b>	<b>3.07%</b>	<b>3.15%</b>	<b>3.14%</b>

As of December 31, 2013, the UBPR peer group had loans 30-89 days past due of 0.53% and loans 90+ days past due on non-accrual of 1.21%.

#### ***Potential Problem Loans and Loans in Process of Foreclosure***

Potential problem loans consist of classified accruing commercial and commercial real estate loans that were between 30 and 89 days past due. Such loans are characterized by weaknesses in the financial condition of borrowers or collateral deficiencies. Based on historical experience, the credit quality of some of these loans may improve due to changes in collateral values or the financial condition of the borrowers, while the credit quality of other loans may deteriorate, resulting in some amount of loss. At December 31, 2013, there were 9 potential problem loans with a balance of \$651,000 or 0.1% of total loans. This compares to 15 loans with a balance of \$2.7 million or 0.3% of total loans at December 31, 2012.

As of December 31, 2013, there were 41 loans in the process of foreclosure with a total balance of \$5.5 million. The Bank's foreclosure process begins when a loan becomes 45 days past due at which time a preliminary foreclosure letter is sent to the borrower. If the loan becomes 80 days past due, copies of the promissory note and mortgage deed are forwarded to the Bank's attorney for review and an affidavit for a Motion for Summary Judgment is then prepared. An authorized Bank officer signs the affidavit certifying the validity of the documents and verification of the past due amount which is then forwarded to the court. Once a Motion for Summary Judgment is granted, a Period of Redemption (POR) begins which gives the customer 90 days to cure the default. A foreclosure auction date is then set 30 days from the POR expiration date if the default is not cured.

In July 2012, the Bank conducted a self-audit of its loans in foreclosure and its foreclosure process and found there were no deficiencies or areas to improve. For loans sold to the secondary market on which servicing is retained, the Bank follows Freddie Mac's and Fannie Mae's published guidelines and regularly reviews these guidelines for updates and changes to process. All secondary market loans have been sold without recourse in a non-securitized, one-on-one basis. As a result, the Bank has no liability for these loans in the event of a foreclosure.



### Other Real Estate Owned

Other real estate owned and repossessed assets ("OREO") are comprised of properties or other assets acquired through a foreclosure proceeding, or acceptance of a deed or title in lieu of foreclosure. Real estate acquired through foreclosure is carried at the lower of cost or fair value less estimated cost to sell. At December 31, 2013, there were 32 properties owned with a net OREO balance of \$4.8 million, net of an allowance for losses of \$330,000, compared to December 31, 2012 when there were 32 properties owned with a net OREO balance of \$7.6 million, net of an allowance for losses of \$373,000. The following table presents the composition of other real estate owned as of December 31, 2013, 2012, 2011, 2010 and 2009:

<i>Dollars in thousands</i>	As of December 31,				
	2013	2012	2011	2010	2009
<b>Carrying Value</b>					
Commercial					
Real estate	\$ 394	\$ —	\$ —	\$ —	\$ —
Construction	295	3,406	59	424	1,182
Other	531	1,617	1,504	1,795	1,920
Municipal	—	—	—	—	—
Residential					
Term	3,917	2,943	2,967	2,842	2,826
Construction	—	—	—	—	—
Home equity line of credit	—	—	—	—	—
Consumer	—	—	—	—	—
<b>Total</b>	<b>\$ 5,137</b>	<b>\$ 7,966</b>	<b>\$ 4,530</b>	<b>\$ 5,061</b>	<b>\$ 5,928</b>
<b>Related Allowance</b>					
Commercial					
Real estate	\$ 74	\$ —	\$ —	\$ —	\$ —
Construction	8	—	—	—	476
Other	7	158	127	66	—
Municipal	—	—	—	—	—
Residential					
Term	241	215	309	66	107
Construction	—	—	—	—	—
Home equity line of credit	—	—	—	—	—
Consumer	—	—	—	—	—
<b>Total</b>	<b>\$ 330</b>	<b>\$ 373</b>	<b>\$ 436</b>	<b>\$ 132</b>	<b>\$ 583</b>
<b>Net Value</b>					
Commercial					
Real estate	\$ 320	\$ —	\$ —	\$ —	\$ —
Construction	287	3,406	59	424	706
Other	524	1,459	1,377	1,729	1,920
Municipal	—	—	—	—	—
Residential					
Term	3,676	2,728	2,658	2,776	2,719
Construction	—	—	—	—	—
Home equity line of credit	—	—	—	—	—
Consumer	—	—	—	—	—
<b>Total</b>	<b>\$ 4,807</b>	<b>\$ 7,593</b>	<b>\$ 4,094</b>	<b>\$ 4,929</b>	<b>\$ 5,345</b>

## Funding, Liquidity and Capital Resources

As of December 31, 2013, the Bank had primary sources of liquidity of \$276.8 million or 18.9% of assets. It is Management's opinion that this is appropriate. In addition, the Bank has an additional \$130.9 million in borrowing capacity under the Federal Reserve Bank of Boston's Borrower in Custody program, \$48.0 million in credit lines with correspondent banks, and \$139.9 million in unencumbered securities available as collateral for borrowing. These bring the Bank's primary sources of liquidity to \$595.6 million or 40.7% of assets. The Asset/Liability Committee ("ALCO") establishes guidelines for liquidity in its Asset/Liability policy and monitors internal liquidity measures to manage liquidity exposure. Based on its assessment of the liquidity considerations described above, Management believes the Company's sources of funding will meet anticipated funding needs.

Liquidity is the ability of a financial institution to meet maturing liability obligations and customer loan demand. The Bank's primary source of liquidity is deposits, which funded 70.0% of total average assets in 2013. While the generally preferred funding strategy is to attract and retain low cost deposits, the ability to do so is affected by competitive interest rates and terms in the marketplace. Other sources of funding include discretionary use of purchased liabilities (e.g., FHLB term advances and other borrowings), cash flows from the securities portfolios and loan repayments. Securities designated as available for sale may also be sold in response to short-term or long-term liquidity needs although Management has no intention to do so at this time.

The Bank has a detailed liquidity funding policy and a contingency funding plan that provide for the prompt and comprehensive response to unexpected demands for liquidity. Management has developed quantitative models to estimate needs for contingent funding that could result from unexpected outflows of funds in excess of "business as usual" cash flows. In Management's estimation, risks are concentrated in two major categories: runoff of in-market deposit balances and the inability to renew wholesale sources of funding. Of the two categories, potential runoff of deposit balances would have the most significant impact on contingent liquidity. Our modeling attempts to quantify deposits at risk over selected time horizons. In addition to these unexpected outflow risks, several other "business as usual" factors enter into the calculation of the adequacy of contingent liquidity including payment proceeds from loans and investment securities, maturing debt obligations and maturing time deposits. The Bank has established collateralized borrowing capacity with the Federal Reserve Bank of Boston and also maintains additional collateralized borrowing capacity with the FHLB in excess of levels used in the ordinary course of business as well as Fed Funds lines with three correspondent banks.

### *Deposits*

During 2013, total deposits increased by \$65.5 million or 6.8%, ending the year at \$1.024 billion compared to \$958.9 million at December 31, 2012. Low-cost deposits (demand, NOW, and savings accounts) increased by \$33.7 million or 9.0% during the year, money market deposits increased \$5.7 million or 7.1%, and certificates of deposit increased \$26.1 million or 5.2%. The majority of the change in certificates of deposit year-to-date was primarily from a shift in funding between borrowed funds and certificates of deposit. The increase in low-cost deposits is due to an inflow of low-cost deposits due to the low interest rate environment. Average deposits increased \$18.9 million in 2013, as shown in the following table which sets forth the average daily balance for the Bank's principal deposit categories for each period:

<i>Dollars in thousands</i>	Years ended December 31,			% change 2013 vs. 2012
	2013	2012	2011	
Demand deposits	\$ 93,636	\$ 80,461	\$ 76,686	16.37 %
NOW accounts	144,937	129,125	123,377	12.25 %
Money market accounts	91,618	76,972	74,945	19.03 %
Savings	143,354	124,173	109,561	15.45 %
Certificates of deposit	532,156	576,049	628,855	(7.62)%
Total deposits	\$ 1,005,701	\$ 986,780	\$ 1,013,424	1.92 %

The average cost of deposits (including non-interest-bearing accounts) was 0.79% for the year ended December 31, 2013, compared to 0.85% for the year ended December 31, 2012 and 0.96% for the year ended December 31, 2011. The following table sets forth the average cost of each category of interest-bearing deposits for the periods indicated.

	Years ended December 31,		
	2013	2012	2011
NOW	<b>0.18%</b>	0.18%	0.26%
Money market	<b>0.28%</b>	0.31%	0.46%
Savings	<b>0.25%</b>	0.28%	0.44%
Certificates of deposit	<b>1.34%</b>	1.31%	1.37%
<b>Total interest-bearing deposits</b>	<b>0.88%</b>	0.93%	1.04%

Of all certificates of deposit, \$360.7 million or 67.91% will mature by December 31, 2014. As of December 31, 2013, the Bank held a total of \$320.8 million in certificate of deposit accounts with balances in excess of \$100,000. The following table summarizes the time remaining to maturity for these certificates of deposit:

<i>Dollars in thousands</i>	As of December 31,	
	2013	2012
Within 3 Months	<b>\$ 126,543</b>	\$ 131,768
3 Months through 6 months	<b>46,981</b>	34,838
6 months through 12 months	<b>60,713</b>	53,129
Over 12 months	<b>86,560</b>	86,056
<b>Total</b>	<b>\$ 320,798</b>	\$ 305,791

### ***Borrowed Funds***

Borrowed funds consists mainly of advances from the FHLB which are secured by FHLB stock, funds on deposit with FHLB, U.S. agencies notes and mortgage-backed securities and qualifying first mortgage loans. As of December 31, 2013, the Bank's total FHLB borrowing capacity, based upon the Bank's holding of FHLB stock, was \$234.4 million, of which \$49.8 million was unused. As of December 31, 2013, advances totaled \$184.6 million, with a weighted average interest rate of 2.02% and remaining maturities ranging from two days to 11 years. This compares to advances totaling \$181.4 million, with a weighted average interest rate of 2.04% and remaining maturities ranging from two days to 12 years, as of December 31, 2012, and advances totaling \$175.1 million, with a weighted average interest rate of 1.89% and remaining maturities ranging from three days to 13 years, as of December 31, 2011. The decrease in the weighted average rate paid on borrowed funds in 2013 compared to 2012 is consistent with the interest rate policy and actions of the FOMC.

The Bank offers securities repurchase agreements to municipal and corporate customers as an alternative to deposits. The balance of these agreements as of December 31, 2013 was \$94.5 million, compared to \$101.5 million on December 31, 2012, and \$90.5 million on December 31, 2011. The weighted average rates of these agreements were 0.78% as of December 31, 2013, compared to 0.84% as of December 31, 2012 and 0.97% as of December 31, 2011.

The maximum amount of borrowed funds outstanding at any month-end during each of the last three years was \$285.6 million at the end of July in 2013, \$304.7 million at the end of September in 2012, and \$277.4 million at the end of October in 2011. The average amount outstanding during 2013 was \$265.4 million with a weighted average interest rate of 1.73%. This compares to an average outstanding amount of \$263.3 million with a weighted average interest rate of 1.73% in 2012, and an average outstanding amount of \$241.9 million with a weighted average interest rate of 2.05% in 2011.

### ***Capital Resources***

Shareholders' equity as of December 31, 2013 was \$146.1 million, compared to \$156.3 million as of December 31, 2012. The decline in 2013 was attributable to the unrealized loss on securities available for sale as a result of changes in the U.S. Treasury yield curve. Capital at December 31, 2013 was sufficient to meet the requirements of regulatory authorities. Leverage capital of the Company, or total shareholders' equity divided by average total assets for the current quarter less goodwill and any net unrealized gain or loss on securities available for sale and postretirement benefits, stood at 8.67% on December 31, 2013 and 8.46% at December 31, 2012. To be rated "well-capitalized", regulatory requirements call for a minimum leverage capital ratio

of 5.00%. At December 31, 2013, the Company had tier-one risk-based capital of 14.78% and tier-two risk-based capital of 16.03%, versus 14.80% and 16.05%, respectively, at December 31, 2012. To be rated "well-capitalized", regulatory requirements call for minimum tier-one and tier-two risk-based capital ratios of 6.00% and 10.00%, respectively. The Company's actual levels of capitalization were comfortably above the standards to be rated "well-capitalized" by regulatory authorities.

During 2013, the Company declared cash dividends of \$0.195 per share in the first three quarters and \$0.20 in the fourth quarter or \$0.785 per share for the year. The \$0.20 per share cash dividend declared in the fourth quarter of 2013, was an increase of a half cent over the the \$0.195 per share dividend the Company has paid each quarter for the past five years. The dividend payout ratio, which is calculated by dividing dividends declared per share by diluted earnings per share, was 65.42% for the year ended December 31, 2013 compared to 63.93% for the year ended December 2012. In determining future dividend payout levels, the Board of Directors carefully analyzes capital requirements and earnings retention, as set forth in the Company's Dividend Policy. The ability of the Company to pay cash dividends to its shareholders depends on receipt of dividends from its subsidiary, the Bank. The subsidiary may pay dividends to its parent out of so much of its net profits as the Bank's directors deem appropriate, subject to the limitation that the total of all dividends declared by the Bank in any calendar year may not exceed the total of its net profits of that year combined with its retained net profits of the preceding two years. The amount available for dividends in 2014 is this year's net income plus \$9.2 million.

On November 21, 2008, the Company received approval for a \$25.0 million preferred stock investment by the U.S. Treasury under the Capital Purchase Program ("CPP"). The Company completed the CPP investment transaction on January 9, 2009. The CPP Shares called for cumulative dividends at a rate of 5.0% per year for the first five years, and at a rate of 9.0% per year in following years. The CPP Shares qualified as Tier 1 capital on the Company's books for regulatory purposes and ranked senior to the Company's common stock and ranked senior or at an equal level in the Company's capital structure to any other shares of preferred stock the Company may thereafter issued.

On August 24, 2011, the Company repurchased \$12.5 million of the CPP Shares. The repurchase transaction was approved by the Federal Reserve Bank of Boston, the Company's primary regulator, as well as the Bank's primary regulator, the Office of the Comptroller of the Currency. These approvals were based on the Company's and the Bank's continued strong capital ratios after the repayment, and almost all of the repayment was made from retained earnings accumulated since the preferred stock was issued in 2009. After the repurchase, \$12.5 million of CPP Shares remained outstanding.

On March 27, 2013, the Company repurchased \$2.5 million of the CPP Shares with funds from its operating account. After the purchase, \$10.0 million of the CPP Shares remained outstanding. On March 28, 2013, the Company consummated a fully underwritten offering for 760,771 shares of the Company's common stock, and on May 8, 2013, the Company repurchased the remaining \$10.0 million CPP Shares using the proceeds from the Company's common stock offering. The repurchase transaction was approved by the Federal Reserve Bank of Boston, the Company's primary regulator. The warrants issued in conjunction with the CPP Shares for 225,904 shares of Common Stock at an exercise price of \$16.60 per share were unchanged as a result of the repurchase transaction and remain outstanding. Under the terms of the CPP shares, the Company was prohibited from increasing its common stock dividend. The repurchase of the remaining CPP shares enabled the Company to increase the common stock dividend thereafter in 2013.

In 2013, 50,507 shares were issued via employee stock programs, the dividend reinvestment plan, the exercise of stock options, and restricted stock grants. The Company received consideration totaling \$402,000. The following table summarizes the Company's 2013 stock issuances:

Dividend reinvestment plan	12,008
Employee stock program	11,385
Net restricted stock grants	27,114
<b>Total</b>	<b>50,507</b>

Except as identified in Item 1A, "Risk Factors", Management knows of no present trends, events or uncertainties that will have, or are reasonably likely to have, a material effect on capital resources, liquidity, or results of operations.

### Contractual Obligations

The following table sets forth the contractual obligations and commitments to extend credit of the Company as of December 31, 2013:

<i>Dollars in thousands</i>	<b>Total</b>	<b>Less than 1 year</b>	<b>1-3 years</b>	<b>3-5 years</b>	<b>More than 5 years</b>
Borrowed funds	\$ 279,125	\$ 148,977	\$ 70,000	\$ 60,000	\$ 148
Operating leases	637	136	257	185	59
Certificates of deposit	531,119	360,680	135,607	34,513	319
<b>Total</b>	<b>\$ 810,881</b>	<b>\$ 509,793</b>	<b>\$ 205,864</b>	<b>\$ 94,698</b>	<b>\$ 526</b>
Unused lines, collateralized by residential real estate	\$ 58,265	\$ 58,265	\$ —	\$ —	\$ —
Other unused commitments	48,646	48,646	—	—	—
Standby letters of credit	4,086	4,086	—	—	—
Commitments to extend credit	7,224	7,224	—	—	—
<b>Total loan commitments and unused lines of credit</b>	<b>\$ 118,221</b>	<b>\$ 118,221</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>

The Company is party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These include commitments to originate loans, commitments for unused lines of credit, and standby letters of credit. The instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the consolidated balance sheets. Commitments for unused lines are agreements to lend to a customer provided there is no violation of any condition established in the contract and generally have fixed expiration dates. Standby letters of credit are conditional commitments issued by the Bank to guarantee a customer's performance to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers. As of December 31, 2013, the Company's off-balance-sheet activities consisted entirely of commitments to extend credit.

### Off-Balance Sheet Financial Instruments

No material off-balance sheet risk exists that requires a separate liability presentation.

### Capital Purchases

In 2013, the Company made capital purchases totaling \$2.4 million for real estate improvements for branch or operations premises and equipment related to technology. This cost will be amortized over an average of 13 years, adding approximately \$180,000 to pre-tax operating costs per year. In 2012, the Company purchased a branch at 63 Union Street in Rockland, Maine, from Camden National Bank that was formerly operated by Bank of America. As part of the transaction, the Bank acquired approximately \$32.3 million in deposits as well as a small volume of loans. The Company also purchased a full-service bank building at 145 Exchange Street in Bangor, Maine, also from Camden National Bank, and opened a full-service branch in this building in February of 2013. The acquisition allowed the Bank to expand its community banking franchise into eastern Maine and expand its presence in Rockland, Maine. The acquisition-date estimated fair values of assets acquired and liabilities assumed in Rockland and Bangor were as follows:

<i>Dollars in thousands</i>	
<b>Assets</b>	
Cash	\$ 25,297
Loans	224
Bank premises and equipment	3,776
Accrued interest receivable and other assets	24
Core deposit intangible	432
Goodwill	2,121
<b>Liabilities</b>	
Deposits	\$ 31,858
Accrued interest and other liabilities	16

The purchase premium of \$2.6 million was allocated to assets acquired and liabilities assumed based on estimates of fair value at the date of acquisition. The fair value of the deposit accounts assumed was compared to the carrying amounts received and the difference of \$432,000 was recorded as core deposit intangible. The core deposit intangible is subject to amortization over the estimated ten-year average life of the acquired core deposit base and will be evaluated for impairment periodically. The amortization expense is included in other noninterest expense in the Consolidated Statements of Income and Comprehensive Income (Loss) and is deductible for tax purposes. Amortization expense was \$43,000 in 2013. As of December 31, 2013 the amortization expense related to the core deposit intangible, absent any future impairment, is expected to be as follows:

<i>Dollars in thousands</i>	
2014	\$ 43
2015	43
2016	43
2017	43
2018	43
Thereafter	174
<b>Total</b>	<b>\$ 389</b>

The banking facilities were valued at the most recent tax assessed value, which approximates fair value. The loans acquired were recorded at fair value at the time of acquisition. The estimated fair value of the loans acquired is equal to the carrying value. The excess of the purchase price over the fair value of the assets acquired, liabilities assumed, and the amount allocated for core deposit intangible totaled \$2.1 million and was recorded as goodwill. The goodwill is not amortizable but is deductible for tax purposes. Management periodically assesses qualitative factors to determine whether goodwill is impaired. Management is not aware of any such events or circumstances that would cause it to conclude that the goodwill is impaired.

### **Goodwill**

On October 26, 2012, the Bank completed the purchase of a branch at 63 Union Street in Rockland, Maine, from Camden National Bank that was formerly operated by Bank of America. As part of the transaction, the Bank acquired approximately \$32.3 million in deposits as well as a small volume of loans. On the same date, the Bank completed the purchase of a full-service bank building at 145 Exchange Street in Bangor, Maine, also from Camden National Bank, and opened a full-service branch in this building in February of 2013. The banking facilities were valued at the most recent tax assessed value, which approximates fair value. The loans acquired were recorded at fair value as the time of acquisition. The estimated fair value of the loans acquired is equal to the carrying value. The excess of the purchase price over the fair value of the assets acquired, liabilities assumed, and the amount allocated for the core deposit intangible totaled \$2.1 million and was recorded as goodwill. The goodwill is not amortized for GAAP but is amortizable for tax purposes.

On January 14, 2005, the Company acquired FNB Bankshares of Bar Harbor, Maine, and its subsidiary, The First National Bank of Bar Harbor, which was merged into the Bank. The total value of the transaction was \$48.0 million and all of the voting equity interest of FNB Bankshares was acquired in the transaction. The transaction was accounted for as a purchase and the excess of purchase price over the fair value of net identifiable assets acquired equaled \$27.6 million and was recorded as goodwill, none of which was deductible for tax purposes.

The Bank also carries \$125,000 in goodwill for a de minimus transaction in 2001. As of December 31, 2013, the Company completed its annual review of goodwill and determined that there has been no impairment.

### **Effect of Future Interest Rates on Post-retirement Benefit Liabilities**

In evaluating the Company's post-retirement benefit liabilities, Management believes changes in discount rates which have occurred pursuant to recently enacted Federal legislation will not have a significant impact on the Company's future operating results or financial condition

## **ITEM 7A. Quantitative and Qualitative Disclosures about Market Risk**

Market risk is the risk of loss arising from adverse changes in the fair value of financial instruments due to changes in interest rates, and the Company's market risk is composed primarily of interest rate risk. The Bank's Asset/Liability Committee (ALCO) is responsible for reviewing the interest rate sensitivity position of the Company and establishing policies to monitor and limit exposure to interest rate risk. All guidelines and policies established by ALCO have been approved by the Board of Directors.

### **Asset/Liability Management**

The primary goal of asset/liability management is to maximize net interest income within the interest rate risk limits set by ALCO. Interest rate risk is monitored through the use of two complementary measures: static gap analysis and earnings simulation modeling. While each measurement has limitations, taken together they present a reasonably comprehensive view of the magnitude of interest rate risk in the Company, the level of risk through time, and the amount of exposure to changes in certain interest rate relationships.

Static gap analysis measures the amount of repricing risk embedded in the balance sheet at a point in time. It does so by comparing the differences in the repricing characteristics of assets and liabilities. A gap is defined as the difference between the principal amount of assets and liabilities which reprice within a specified time period. The cumulative one-year gap, at December 31, 2013, was +0.98% of total assets, compared to +11.52% of assets at December 31, 2012. ALCO's policy limit for the one-year gap is plus or minus 20% of total assets. Core deposits with non-contractual maturities are presented based upon historical patterns of balance attrition which are reviewed at least annually.

The gap repricing distributions include principal cash flows from residential mortgage loans and mortgage-backed securities in the time frames in which they are expected to be received. Mortgage prepayments are estimated by applying industry median projections of prepayment speeds to portfolio segments based on coupon range and loan age.

The Company's summarized static gap, as of December 31, 2013, is presented in the following table:

<i>Dollars in thousands</i>	<b>0-90</b>	<b>90-365</b>	<b>1-5</b>	<b>5+</b>
	<b>Days</b>	<b>Days</b>	<b>Years</b>	<b>Years</b>
Investment securities at amortized cost	\$ 12,796	\$ 30,958	\$ 129,083	\$ 312,403
Restricted equity securities, at cost	12,875	—	—	1,037
Loans held for sale	—	—	—	—
Loans	388,301	152,436	239,953	95,677
Other interest-earning assets	—	10,764	—	—
Non-rate-sensitive assets	10,126	—	—	67,554
<b>Total assets</b>	<b>424,098</b>	<b>194,158</b>	<b>369,036</b>	<b>476,671</b>
Interest-bearing deposits	275,737	171,566	170,073	300,898
Borrowed funds	138,977	10,000	130,000	148
Non-rate-sensitive liabilities and equity	1,900	5,700	32,350	226,614
<b>Total liabilities and equity</b>	<b>416,614</b>	<b>187,266</b>	<b>332,423</b>	<b>527,660</b>
Period gap	\$ 7,484	\$ 6,892	\$ 36,613	\$ (50,890)
Percent of total assets	0.51%	0.47%	2.50%	(3.48)%
Cumulative gap (current)	\$ 7,484	\$ 14,376	\$ 50,989	—
Percent of total assets	0.51%	0.98%	3.48%	0.00 %

The earnings simulation model forecasts capture the impact of changing interest rates on one-year and two-year net interest income. The modeling process calculates changes in interest income received and interest expense paid on all interest-earning assets and interest-bearing liabilities reflected on the Company's balance sheet. None of the assets used in the simulation are held for trading purposes. The modeling is done for a variety of scenarios that incorporate changes in the absolute level of interest rates as well as basis risk, as represented by changes in the shape of the yield curve and changes in interest rate relationships. Management evaluates the effects on income of alternative interest rate scenarios against earnings in a stable interest rate environment. This analysis is also most useful in determining the short-run earnings exposures to changes in customer behavior involving loan payments and deposit additions and withdrawals.

The Company's most recent simulation model projects net interest income would decrease by approximately 0.79% of stable-rate net interest income if short-term rates affected by Federal Open Market Committee actions fall gradually by one percentage point over the next year, and decrease by approximately 2.47% if rates rise gradually by two percentage points.



Both scenarios are well within ALCO's policy limit of a decrease in net interest income of no more than 10.0% given a 2.0% move in interest rates, up or down. Management believes this reflects a reasonable interest rate risk position. In year two, and assuming no additional movement in rates, the model forecasts that net interest income would be higher than that earned in a stable rate environment by 4.82% in a falling-rate scenario, and lower than that earned in a stable rate environment by 1.25% in a rising rate scenario, when compared to the year-one base scenario. A summary of the Bank's interest rate risk simulation modeling, as of December 31, 2013 and 2012 is presented in the following table:

Changes in Net Interest Income	2013	2012
<b>Year 1</b>		
Projected changes if rates decrease by 1.0%	<b>-0.79%</b>	-1.50%
Projected change if rates increase by 2.0%	<b>-2.47%</b>	0.80%
<b>Year 2</b>		
Projected changes if rates decrease by 1.0%	<b>4.82%</b>	-6.10%
Projected change if rates increase by 2.0%	<b>-1.25%</b>	1.10%

This dynamic simulation model includes assumptions about how the balance sheet is likely to evolve through time and in different interest rate environments. Loans and deposits are projected to maintain stable balances. All maturities, calls and prepayments in the securities portfolio are assumed to be reinvested in similar assets. Mortgage loan prepayment assumptions are developed from industry median estimates of prepayment speeds for portfolios with similar coupon ranges and seasoning. Non-contractual deposit volatility and pricing are assumed to follow historical patterns. The sensitivities of key assumptions are analyzed annually and reviewed by ALCO.

This sensitivity analysis does not represent a Company forecast and should not be relied upon as being indicative of expected operating results. These hypothetical estimates are based upon numerous assumptions including, among others, the nature and timing of interest rate levels, yield curve shape, prepayments on loans and securities, pricing decisions on loans and deposits, and reinvestment/ replacement of asset and liability cash flows. While assumptions are developed based upon current economic and local market conditions, the Company cannot make any assurances as to the predictive ability of these assumptions, including how customer preferences or competitor influences might change.

### **Interest Rate Risk Management**

A variety of financial instruments can be used to manage interest rate sensitivity. These may include investment securities, interest rate swaps, and interest rate caps and floors. Frequently called interest rate derivatives, interest rate swaps, caps and floors have characteristics similar to securities but possess the advantages of customization of the risk-reward profile of the instrument, minimization of balance sheet leverage and improvement of liquidity. As of December 31, 2013, the Company was using no interest rate derivatives for interest rate risk management.

The Company engages an independent consultant to periodically review its interest rate risk position, as well as the effectiveness of simulation modeling and reasonableness of assumptions used. As of December 31, 2013, there were no significant differences between the views of the independent consultant and Management regarding the Company's interest rate risk exposure. Management expects interest rates will remain stable in the next two years and believes that the current level of interest rate risk is acceptable.

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**ITEM 8. Financial Statements and Supplementary Data****Consolidated Balance Sheets***The First Bancorp, Inc. and Subsidiary*

<i>As of December 31,</i>	<b>2013</b>	2012
<b>Assets</b>		
Cash and cash equivalents	\$ 16,570,000	\$ 14,958,000
Interest bearing deposits in other banks	2,562,000	1,638,000
Securities available for sale	305,824,000	291,614,000
Securities to be held to maturity (fair value of \$158,336,000 at December 31, 2013, and \$150,247,000 at December 31, 2012)	169,277,000	143,320,000
Restricted equity securities, at cost	13,912,000	14,448,000
Loans held for sale	83,000	1,035,000
Loans	876,367,000	869,284,000
Less allowance for loan losses	11,514,000	12,500,000
Net loans	864,853,000	856,784,000
Accrued interest receivable	5,038,000	4,912,000
Premises and equipment, net	23,616,000	22,988,000
Other real estate owned	4,807,000	7,593,000
Goodwill	29,805,000	29,805,000
Other assets	27,616,000	25,904,000
<b>Total assets</b>	<b>\$ 1,463,963,000</b>	<b>\$ 1,414,999,000</b>
<b>Liabilities</b>		
Demand deposits	\$ 106,125,000	\$ 90,252,000
NOW deposits	151,322,000	147,309,000
Money market deposits	86,730,000	80,983,000
Savings deposits	149,103,000	135,250,000
Certificates of deposit	531,119,000	505,056,000
Total deposits	1,024,399,000	958,850,000
Borrowed funds – short term	148,977,000	142,750,000
Borrowed funds – long term	130,148,000	140,155,000
Other liabilities	14,341,000	16,921,000
<b>Total liabilities</b>	<b>1,317,865,000</b>	<b>1,258,676,000</b>
Commitments and contingent liabilities (notes 13, 15, 16, 18, 19 and 22)		
<b>Shareholders' equity</b>		
Preferred stock, \$1,000 preference value per share	—	12,402,000
Common stock, one cent par value per share	106,000	98,000
Additional paid-in capital	58,395,000	46,314,000
Retained earnings	94,000,000	89,692,000
Accumulated other comprehensive income (loss)		
Net unrealized gain (loss) on securities available-for-sale	(6,591,000)	7,940,000
Net unrecognized gain (loss) on postretirement benefit costs	188,000	(123,000)
<b>Total shareholders' equity</b>	<b>146,098,000</b>	<b>156,323,000</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 1,463,963,000</b>	<b>\$ 1,414,999,000</b>
<b>Common stock</b>		
Number of shares authorized	18,000,000	18,000,000
Number of shares issued and outstanding	10,671,192	9,859,914
Book value per common share	\$ 13.69	\$ 14.60
Tangible book value per common share	\$ 10.83	\$ 11.47

*The accompanying notes are an integral part of these consolidated financial statements*

**Consolidated Statements of Income and Comprehensive Income (Loss)***The First Bancorp, Inc. and Subsidiary*

<i>Years ended December 31,</i>	<b>2013</b>	2012	2011
<b>Interest and dividend income</b>			
Interest and fees on loans (includes tax-exempt income of \$567,000 in 2013, \$629,000 in 2012, and \$696,000 in 2011)	<b>\$ 34,897,000</b>	\$37,026,000	\$39,805,000
Interest on deposits with other banks	<b>8,000</b>	4,000	12,000
Interest and dividends on investments (includes tax-exempt income of \$6,065,000 in 2013, \$5,175,000 in 2012, and \$4,332,000 in 2011)	<b>15,031,000</b>	14,795,000	15,885,000
Total interest and dividend income	<b>49,936,000</b>	51,825,000	55,702,000
<b>Interest expense</b>			
Interest on deposits	<b>7,997,000</b>	8,396,000	9,746,000
Interest on borrowed funds	<b>4,499,000</b>	4,542,000	4,963,000
Total interest expense	<b>12,496,000</b>	12,938,000	14,709,000
Net interest income	<b>37,440,000</b>	38,887,000	40,993,000
Provision for loan losses	<b>4,200,000</b>	7,835,000	10,550,000
Net interest income after provision for loan losses	<b>33,240,000</b>	31,052,000	30,443,000
<b>Non-interest income</b>			
Fiduciary and investment management income	<b>1,919,000</b>	1,636,000	1,506,000
Service charges on deposit accounts	<b>2,756,000</b>	2,671,000	2,688,000
Net securities gains	<b>1,087,000</b>	1,968,000	3,293,000
Mortgage origination and servicing income	<b>2,080,000</b>	1,396,000	1,138,000
Other operating income	<b>4,245,000</b>	3,607,000	3,125,000
Total non-interest income	<b>12,087,000</b>	11,278,000	11,750,000
<b>Non-interest expense</b>			
Salaries and employee benefits	<b>14,305,000</b>	12,691,000	12,245,000
Occupancy expense	<b>2,050,000</b>	1,639,000	1,583,000
Furniture and equipment expense	<b>2,656,000</b>	2,235,000	2,144,000
FDIC insurance premiums	<b>1,143,000</b>	1,212,000	1,391,000
Acquisition-related costs	<b>—</b>	251,000	—
Amortization of identified intangibles	<b>326,000</b>	283,000	283,000
Other operating expense	<b>8,457,000</b>	7,960,000	8,392,000
Total non-interest expense	<b>28,937,000</b>	26,271,000	26,038,000
Income before income taxes	<b>16,390,000</b>	16,059,000	16,155,000
Applicable tax expense	<b>3,425,000</b>	3,371,000	3,791,000
<b>Net income</b>	<b>\$ 12,965,000</b>	\$12,688,000	\$12,364,000
Basic earnings per common share	<b>\$ 1.20</b>	\$ 1.22	\$ 1.14
Diluted earnings per common share	<b>1.20</b>	1.22	1.14
<b>Other comprehensive income (loss), net of tax</b>			
Net unrealized gain (loss) on securities available for sale	<b>(14,531,000)</b>	539,000	9,458,000
Net unrecognized gain (loss) on postretirement benefits	<b>311,000</b>	(36,000)	(14,000)
Other comprehensive income (loss)	<b>(14,220,000)</b>	503,000	9,444,000
<b>Comprehensive income (loss)</b>	<b>\$ (1,255,000)</b>	\$13,191,000	\$21,808,000

*The accompanying notes are an integral part of these consolidated financial statements*

**Consolidated Statements of Changes in Shareholders' Equity***The First Bancorp, Inc. and Subsidiary*

	Preferred stock	Common stock and additional paid-in capital		Retained earnings	Accumulated other comprehensive income (loss)	Total shareholders' equity
		Shares	Amount			
<b>Balance at December 31, 2010</b>	<b>\$ 24,705,000</b>	<b>9,773,025</b>	<b>\$ 45,572,000</b>	<b>\$ 81,701,000</b>	<b>\$ (2,130,000)</b>	<b>\$149,848,000</b>
Net income	—	—	—	12,364,000	—	12,364,000
Net unrealized gain on securities available for sale, net of tax	—	—	—	—	9,458,000	9,458,000
Unrecognized transition obligation for post-retirement benefits, net of tax	—	—	—	—	(14,000)	(14,000)
Comprehensive income	—	—	—	12,364,000	9,444,000	21,808,000
Cash dividends declared on preferred stock	—	—	—	(1,109,000)	—	(1,109,000)
Cash dividends declared (\$0.78 per share)	—	—	—	(7,642,000)	—	(7,642,000)
Equity compensation expense	—	—	22,000	—	—	22,000
Amortization of premium for preferred stock issuance	98,000	—	(98,000)	—	—	—
Payment to repurchase preferred stock	(12,500,000)	—	—	—	—	(12,500,000)
Proceeds from sale of common stock	—	39,155	431,000	—	—	431,000
<b>Balance at December 31, 2011</b>	<b>\$ 12,303,000</b>	<b>9,812,180</b>	<b>\$ 45,927,000</b>	<b>\$ 85,314,000</b>	<b>\$ 7,314,000</b>	<b>\$150,858,000</b>
Net income	—	—	—	12,688,000	—	12,688,000
Net unrealized gain on securities available for sale, net of tax	—	—	—	—	539,000	539,000
Unrecognized transition obligation for post-retirement benefits, net of tax	—	—	—	—	(36,000)	(36,000)
Comprehensive income	—	—	—	12,688,000	503,000	13,191,000
Cash dividend declared on preferred stock	—	—	—	(625,000)	—	(625,000)
Cash dividends declared (\$0.78 per share)	—	—	—	(7,685,000)	—	(7,685,000)
Equity compensation expense	—	—	85,000	—	—	85,000
Amortization of premium for preferred stock issuance	99,000	—	(99,000)	—	—	—
Proceeds from sale of common stock	—	47,734	499,000	—	—	499,000
<b>Balance at December 31, 2012</b>	<b>\$ 12,402,000</b>	<b>9,859,914</b>	<b>\$ 46,412,000</b>	<b>\$ 89,692,000</b>	<b>\$ 7,817,000</b>	<b>\$156,323,000</b>

	Preferred stock	Common stock and additional paid-in capital		Retained earnings	Accumulated other comprehensive income (loss)	Total shareholders' equity
		Shares	Amount			
<b>Balance at December 31, 2012</b>	<b>\$ 12,402,000</b>	<b>9,859,914</b>	<b>\$ 46,412,000</b>	<b>\$ 89,692,000</b>	<b>\$ 7,817,000</b>	<b>\$156,323,000</b>
Net income	—	—	—	12,965,000	—	12,965,000
Net unrealized loss on securities available for sale, net of tax	—	—	—	—	(14,531,000)	(14,531,000)
Unrecognized transition obligation for post-retirement benefits, net of tax	—	—	—	—	311,000	311,000
Comprehensive loss	—	—	—	12,965,000	(14,220,000)	(1,255,000)
Cash dividends declared on preferred stock	—	—	—	(286,000)	—	(286,000)
Cash dividends declared (\$0.785 per share)	—	—	—	(8,371,000)	—	(8,371,000)
Equity compensation expense	—	—	214,000	—	—	214,000
Amortization of premium for preferred stock issuance	98,000	—	(98,000)	—	—	—
Payment to repurchase preferred stock	(12,500,000)	—	—	—	—	(12,500,000)
Proceeds from sale of common stock	—	811,278	11,973,000	—	—	11,973,000
<b>Balance at December 31, 2013</b>	<b>\$ —</b>	<b>10,671,192</b>	<b>\$ 58,501,000</b>	<b>\$ 94,000,000</b>	<b>\$ (6,403,000)</b>	<b>\$146,098,000</b>

*The accompanying notes are an integral part of these consolidated financial statements*

**Consolidated Statements of Cash Flows***The First Bancorp, Inc. and Subsidiary*

<i>For the years ended December 31,</i>	<b>2013</b>	2012	2011
<b>Cash flows from operating activities</b>			
Net income	\$ <b>12,965,000</b>	\$ 12,688,000	\$ 12,364,000
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	<b>1,727,000</b>	1,314,000	1,355,000
Change in deferred taxes	<b>(56,000)</b>	(108,000)	730,000
Provision for loan losses	<b>4,200,000</b>	7,835,000	10,550,000
Loans originated for resale	<b>(56,377,000)</b>	(40,606,000)	(34,304,000)
Proceeds from sales and transfers of loans	<b>58,553,000</b>	40,712,000	37,756,000
Net gain on sales of loans	<b>(1,224,000)</b>	(1,141,000)	(646,000)
Net gain on sale or call of securities	<b>(1,087,000)</b>	(1,968,000)	(3,293,000)
Net amortization of investment premiums	<b>1,817,000</b>	2,676,000	3,583,000
Net gain on sale of other real estate owned	<b>(25,000)</b>	(7,000)	(7,000)
Provision for losses on other real estate owned	<b>501,000</b>	397,000	1,284,000
Equity compensation expense	<b>214,000</b>	85,000	22,000
Net decrease in other assets and accrued interest	<b>1,557,000</b>	756,000	1,288,000
Net increase (decrease) in other liabilities	<b>1,370,000</b>	1,631,000	(1,596,000)
Net loss on disposal of premises and equipment	<b>3,000</b>	—	5,000
Amortization of investments in limited partnerships	<b>520,000</b>	476,000	390,000
Net acquisition amortization	<b>326,000</b>	283,000	244,000
Net cash provided by operating activities	<b>24,984,000</b>	25,023,000	29,725,000
<b>Cash flows from investing activities</b>			
(Increase) decrease in interest-bearing deposits in other banks	<b>(924,000)</b>	(1,638,000)	100,000
Proceeds from sales of securities available for sale	<b>10,563,000</b>	26,437,000	140,417,000
Proceeds from maturities, payments, calls of securities available for sale	<b>55,399,000</b>	61,776,000	42,756,000
Proceeds from maturities, payments, calls of securities held to maturity	<b>36,872,000</b>	53,958,000	28,644,000
Proceeds from sales of other real estate owned	<b>5,416,000</b>	3,345,000	5,124,000
Purchases of securities available for sale	<b>(103,359,000)</b>	(93,378,000)	(161,386,000)
Purchases of securities to be held to maturity	<b>(62,727,000)</b>	(74,743,000)	(44,424,000)
Redemption of restricted equity securities	<b>536,000</b>	995,000	—
Net (increase) decrease in loans	<b>(15,375,000)</b>	(19,635,000)	6,176,000
Capital expenditures	<b>(2,363,000)</b>	(1,726,000)	(1,222,000)
Proceeds from sale of premises and equipment	<b>5,000</b>	42,000	—
Cash acquired, net of cash paid, in branch acquisitions	<b>—</b>	25,297,000	—
Net cash provided by (used in) investing activities	<b>(75,957,000)</b>	(19,270,000)	16,185,000

<b>Cash flows from financing activities</b>			
Net increase in transaction and savings accounts	<b>39,486,000</b>	37,552,000	25,828,000
Net increase (decrease) in certificates of deposit	<b>26,063,000</b>	(51,893,000)	(58,981,000)
Repayment on long-term borrowings	<b>(3,780,000)</b>	—	—
Net increase in short-term borrowings	—	17,242,000	8,340,000
Repurchase of preferred stock	<b>(12,500,000)</b>	—	(12,500,000)
Proceeds from sale of common stock	<b>11,973,000</b>	499,000	431,000
Dividends paid	<b>(8,657,000)</b>	(8,310,000)	(8,751,000)
Net cash provided by (used in) financing activities	<b>52,585,000</b>	(4,910,000)	(45,633,000)
Net increase in cash and cash equivalents	<b>1,612,000</b>	843,000	277,000
Cash and cash equivalents at beginning of year	<b>14,958,000</b>	14,115,000	13,838,000
<b>Cash and cash equivalents at end of year</b>	<b>\$ 16,570,000</b>	\$ 14,958,000	\$ 14,115,000
Interest paid	<b>\$ 12,516,000</b>	\$ 13,052,000	\$ 14,901,000
Income taxes paid	<b>2,000,000</b>	2,547,000	3,037,000
Non-cash transactions:			
Net transfer from loans to other real estate owned	<b>3,106,000</b>	7,234,000	5,566,000
Fair value of assets acquired	—	(6,577,000)	—
Less liabilities assumed	<b>\$ —</b>	\$ 31,874,000	\$ —

*The accompanying notes are an integral part of these consolidated financial statements*



## **Notes to Consolidated Financial Statements**

### ***Nature of Operations***

The First Bancorp, Inc. (the "Company") through its wholly-owned subsidiary, The First, N.A. ("the Bank"), provides a full range of banking services to individual and corporate customers from sixteen offices in coastal and eastern Maine. First Advisors, a division of the Bank, provides investment management, private banking and financial planning services.

## **Note 1. Summary of Significant Accounting Policies**

### ***Principles of Consolidation***

The consolidated financial statements include the accounts of the Company and the Bank. All intercompany accounts and transactions have been eliminated in consolidation.

### ***Subsequent Events***

Events occurring subsequent to December 31, 2013, have been evaluated as to their potential impact to the financial statements.

### ***Use of Estimates in Preparation of Financial Statements***

In preparing the financial statements in accordance with accounting principles generally accepted in the United States of America, Management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the balance sheet and revenues and expenses for the reporting period. Actual results could differ significantly from those estimates. Material estimates that are particularly susceptible to significant change in the near-term relate to the determination of the allowance for loan losses, goodwill, the valuation of mortgage servicing rights, and other-than-temporary impairment of securities.

### ***Investment Securities***

Investment securities are classified as available for sale or held to maturity when purchased. There are no trading account securities. Securities available for sale consist primarily of debt securities which Management intends to hold for indefinite periods of time. They may be used as part of the Bank's funds management strategy, and may be sold in response to changes in interest rates or prepayment risk, changes in liquidity needs, or for other reasons. They are accounted for at fair value, with unrealized gains or losses adjusted through shareholders' equity, net of related income taxes. The cost basis is adjusted for the amortization of premiums and accretion of discounts. Securities to be held to maturity consist primarily of debt securities which Management has acquired solely for long-term investment purposes, rather than for purposes of trading or future sale. For securities to be held to maturity, Management has the intent and the Bank has the ability to hold such securities until their respective maturity dates. Such securities are carried at cost adjusted for the amortization of premiums and accretion of discounts. Investment securities transactions are accounted for on a settlement date basis; reported amounts would not be materially different from those accounted for on a trade date basis. Gains and losses on the sales of investment securities are determined using the amortized cost of the specifically identified security. For declines in the fair value of individual debt securities available for sale below their cost that are deemed to be other than temporary, where the Company does not intend to sell the security and it is more likely than not that the Company will not be required to sell the security before recovery of its amortized cost basis, the other-than-temporary decline in the fair value of the debt security related to 1) credit loss is recognized in earnings and 2) other factors is recognized in other comprehensive income or loss. Credit loss is deemed to exist if the present value of expected future cash flows using the effective rate at acquisition is less than the amortized cost basis of the debt security. For individual debt securities where the Company intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost, the other-than-temporary impairment is recognized in earnings equal to the entire difference between the security's cost basis and its fair value at the balance sheet date.

### ***Loans Held for Sale***

Loans held for sale consist of residential real estate mortgage loans and are carried at the lower of aggregate cost or market value, as determined by current investor yield requirements.

### ***Loans***

Loans are generally reported at their outstanding principal balances, adjusted for chargeoffs, the allowance for loan losses and any deferred fees or costs to originate loans. Loan commitments are recorded when funded.

### ***Loan Fees and Costs***

Loan origination fees and certain direct loan origination costs are deferred and recognized in interest income as an adjustment to the loan yield over the life of the related loans. The unamortized net deferred fees and costs are included on the balance sheets with the related loan balances, and the amortization is included with the related interest income.

### ***Allowance for Loan Losses***

Loans considered to be uncollectible are charged against the allowance for loan losses. The allowance for loan losses is maintained at a level determined by Management to be appropriate to absorb probable losses. This allowance is increased by provisions charged to operating expenses and recoveries on loans previously charged off. Arriving at an appropriate level of allowance for loan losses necessarily involves a high degree of judgment. In determining the appropriate level of allowance for loan losses, Management takes into consideration several factors, including reviews of individual non-performing loans and performing loans listed on the watch report requiring periodic evaluation, loan portfolio size by category, recent loss experience, delinquency trends and current economic conditions. For all loan classes, loans over 30 days past due are considered delinquent. Impaired loans include restructured loans and loans placed on non-accrual status when, based on current information and events, it is probable that the Bank will be unable to collect all amounts due according to the contractual terms of the loan agreement. These loans are measured at the present value of expected future cash flows discounted at the loan's effective interest rate or at the fair value of the collateral if the loan is collateral dependent. Management takes into consideration impaired loans in addition to the above mentioned factors in determining the appropriate level of allowance for loan losses.

### ***Troubled Debt Restructured***

A troubled debt restructured ("TDR") constitutes a restructuring of debt if the Bank, for economic or legal reasons related to the borrower's financial difficulties, grants a concession to the borrower that it would not otherwise consider. To determine whether or not a loan should be classified as a TDR, Management evaluates a loan to first determine if the borrower demonstrates financial difficulty. Common indicators of this include past due status with bank obligations, substandard credit bureau reports, or an inability to refinance with another lender. If the borrower is experiencing financial difficulty and concessions are granted, such as maturity date extension, interest rate adjustments to below market pricing, or a deferment of payments, the loan will generally be classified as a TDR.

### ***Accrual of Interest Income and Expense***

Interest on loans and investment securities is taken into income using methods which relate the income earned to the balances of loans and investment securities outstanding. Interest expense on liabilities is derived by applying applicable interest rates to principal amounts outstanding. For all classes of loans, recording of interest income on problem loans, which includes impaired loans, ceases when collectibility of principal and interest within a reasonable period of time becomes doubtful. Cash payments received on non-accrual loans, which includes impaired loans, are applied to reduce the loan's principal balance until the remaining principal balance is deemed collectible, after which interest is recognized when collected. As a general rule, a loan may be restored to accrual status when payments are current for a substantial period of time, generally six months, and repayment of the remaining contractual amounts is expected or when it otherwise becomes well secured and in the process of collection.

### ***Premises and Equipment***

Premises, furniture and equipment are stated at cost, less accumulated depreciation. Depreciation expense is computed by straight-line methods over the asset's estimated useful life.

### ***Other Real Estate Owned (OREO)***

Real estate acquired by foreclosure or deed in lieu of foreclosure is transferred to OREO and recorded at fair value, less estimated costs to sell, based on appraised value at the date actually or constructively received. Loan losses arising from the acquisition of such property are charged against the allowance for loan losses. Subsequent provisions to reduce the carrying value of a property are recorded to the allowance for OREO losses and a charge to operations on a specific property basis.

### ***Goodwill and Identified Intangible Assets***

Intangible assets include the excess of the purchase price over the fair value of net assets acquired (goodwill) from the acquisition of FNB Bankshares in 2005 as well as the core deposit intangible related to the same acquisition. The core deposit intangible is amortized on a straight-line basis over ten years. Annual amortization expense for 2013, 2012 and 2011 was \$283,000 and the amortization expense for each year until fully amortized will be \$283,000. Intangible assets also include the goodwill and core deposit intangible from the 2012 acquisition of a bank branch in Rockland, Maine and a bank building in Bangor, Maine. The core deposit intangible will be amortized on a straight-line basis over ten years. Annual amortization expense for 2013 was \$43,000, and the amortization expense for each year until fully amortized will be \$43,000. The straight-line basis is used because the Company does not expect significant run off in the core deposits acquired. The Company annually evaluates goodwill, and periodically evaluates other intangible assets, for impairment on the basis of whether these assets are fully recoverable from projected, undiscounted net cash flows of the acquired company. At December 31, 2013, the Company determined goodwill and other intangible assets were not impaired.

### ***Income Taxes***

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between financial statement carrying amounts of assets and liabilities and their respective tax bases, and for tax credits that are available to offset future taxable income. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period the change is enacted.

### ***Loan Servicing***

Servicing rights are recognized when they are acquired through sale of loans. Capitalized servicing rights are reported in other assets and are amortized into non-interest income in proportion to, and over the period of, the estimated future net servicing income of the underlying financial assets. Servicing rights are evaluated for impairment based upon the fair value of the rights as compared to amortized cost. Impairment is determined by stratifying rights by predominant characteristics, such as interest rates and terms. Impairment is recognized through a valuation allowance for an individual stratum, to the extent that fair value is less than the capitalized amount for the stratum.

### ***Post-Retirement Benefits***

The cost of providing post-retirement benefits is accrued during the active service period of the employee or director.

### ***Earnings Per Share***

Basic earnings per share data are based on the weighted average number of common shares outstanding during each year. Diluted earnings per share gives effect to restricted stock granted and stock options and warrants outstanding, determined by the treasury stock method.

### ***Comprehensive Income***

Comprehensive income includes net income and other comprehensive income (loss), which is comprised of the change in unrealized gains and losses on securities available for sale, net of tax, and unrecognized gains and loss related to post-retirement benefit costs, net of tax.

### ***Segments***

The First Bancorp, Inc., through the branches of its subsidiary, The First, N.A., provides a broad range of financial services to individuals and companies in coastal Maine. These services include demand, time, and savings deposits; lending; ATM processing; and investment management and trust services. Operations are managed and financial performance is evaluated on a corporate-wide basis. Accordingly, all of the Company's banking operations are considered by Management to be aggregated in one reportable operating segment.

### **Note 2. Cash and Cash Equivalents**

For the purposes of reporting consolidated cash flows, cash and cash equivalents include cash on hand, amounts due from banks and federal funds sold. At December 31, 2013, the Company had a contractual clearing balance of \$500,000 and a reserve balance requirement of \$988,000 at the Federal Reserve Bank, which are satisfied by both cash on hand at branches and balances held at the Federal Reserve Bank of Boston. The Company maintains a portion of its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant risk with respect to these accounts.

**Note 3. Investment Securities**

The following tables summarize the amortized cost and estimated fair value of investment securities at December 31, 2013 and 2012:

<i>As of December 31, 2013</i>	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value (Estimated)
<b>Securities available for sale</b>				
Mortgage-backed securities	\$ 180,109,000	\$ 1,392,000	\$ (3,772,000)	\$ 177,729,000
State and political subdivisions	134,188,000	1,458,000	(9,331,000)	126,315,000
Other equity securities	1,666,000	116,000	(2,000)	1,780,000
	<b>\$ 315,963,000</b>	<b>\$ 2,966,000</b>	<b>\$ (13,105,000)</b>	<b>\$ 305,824,000</b>
<b>Securities to be held to maturity</b>				
U.S. Government-sponsored agencies	\$ 92,280,000	\$ 1,000	\$ (12,757,000)	\$ 79,524,000
Mortgage-backed securities	35,712,000	1,440,000	(1,336,000)	35,816,000
State and political subdivisions	40,985,000	1,823,000	(112,000)	42,696,000
Corporate securities	300,000	—	—	300,000
	<b>\$ 169,277,000</b>	<b>\$ 3,264,000</b>	<b>\$ (14,205,000)</b>	<b>\$ 158,336,000</b>
<b>Restricted equity securities</b>				
Federal Home Loan Bank Stock	\$ 12,875,000	\$ —	\$ —	\$ 12,875,000
Federal Reserve Bank Stock	1,037,000	—	—	1,037,000
	<b>\$ 13,912,000</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 13,912,000</b>
<b>As of December 31, 2012</b>				
<i>As of December 31, 2012</i>	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value (Estimated)
<b>Securities available for sale</b>				
Mortgage-backed securities	\$ 164,752,000	\$ 4,636,000	\$ (295,000)	\$ 169,093,000
State and political subdivisions	113,069,000	8,074,000	(199,000)	120,944,000
Other equity securities	1,578,000	43,000	(44,000)	1,577,000
	<b>\$ 279,399,000</b>	<b>\$ 12,753,000</b>	<b>\$ (538,000)</b>	<b>\$ 291,614,000</b>
<b>Securities to be held to maturity</b>				
U.S. Government-sponsored agencies	\$ 60,919,000	\$ 242,000	\$ (182,000)	\$ 60,979,000
Mortgage-backed securities	39,193,000	2,850,000	(19,000)	42,024,000
State and political subdivisions	42,908,000	4,036,000	—	46,944,000
Corporate securities	300,000	—	—	300,000
	<b>\$ 143,320,000</b>	<b>\$ 7,128,000</b>	<b>\$ (201,000)</b>	<b>\$ 150,247,000</b>
<b>Restricted equity securities</b>				
Federal Home Loan Bank Stock	\$ 13,412,000	\$ —	\$ —	\$ 13,412,000
Federal Reserve Bank Stock	1,036,000	—	—	1,036,000
	<b>\$ 14,448,000</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 14,448,000</b>

The following table summarizes the contractual maturities of investment securities at December 31, 2013:

	Securities available for sale		Securities to be held to maturity	
	Amortized Cost	Fair Value (Estimated)	Amortized Cost	Fair Value (Estimated)
Due in 1 year or less	\$ 717,000	\$ 721,000	\$ 268,000	\$ 273,000
Due in 1 to 5 years	20,547,000	20,636,000	6,420,000	6,790,000
Due in 5 to 10 years	16,114,000	16,267,000	33,442,000	33,828,000
Due after 10 years	276,919,000	266,420,000	129,147,000	117,445,000
Equity securities	1,666,000	1,780,000	—	—
	<b>\$ 315,963,000</b>	<b>\$ 305,824,000</b>	<b>\$ 169,277,000</b>	<b>\$ 158,336,000</b>

The following table summarizes the contractual maturities of investment securities at December 31, 2012:

<i>In thousands of dollars</i>	Securities available for sale		Securities to be held to maturity	
	Amortized Cost	Fair Value (Estimated)	Amortized Cost	Fair Value (Estimated)
Due in 1 year or less	\$ 18,761,000	\$ 18,926,000	\$ 3,754,000	\$ 3,785,000
Due in 1 to 5 years	27,243,000	27,816,000	11,950,000	12,701,000
Due in 5 to 10 years	16,686,000	17,666,000	27,461,000	29,986,000
Due after 10 years	215,131,000	225,629,000	100,155,000	103,775,000
Equity securities	1,578,000	1,577,000	—	—
	<b>\$ 279,399,000</b>	<b>\$ 291,614,000</b>	<b>\$ 143,320,000</b>	<b>\$ 150,247,000</b>

At December 31, 2013, securities with a fair value of \$147,074,000 were pledged to secure borrowings from the Federal Home Loan Bank of Boston, public deposits, repurchase agreements, and for other purposes as required by law. This compares to securities with a fair value of \$154,817,000, as of December 31, 2012 pledged for the same purpose.

Gains and losses on the sale of securities available for sale are computed by subtracting the amortized cost at the time of sale from the security's selling price, net of accrued interest to be received.

The following table shows securities gains and losses for 2013, 2012 and 2011:

	2013	2012	2011
Proceeds from sales of securities	<b>\$ 10,563,000</b>	\$ 26,437,000	\$ 140,417,000
Gross realized gains	<b>1,087,000</b>	2,257,000	4,020,000
Gross realized losses	—	(289,000)	(727,000)
Net gain	<b>\$ 1,087,000</b>	\$ 1,968,000	\$ 3,293,000
Related income taxes	<b>\$ 380,000</b>	\$ 689,000	\$ 1,153,000

Management reviews securities with unrealized losses for other than temporary impairment. As of December 31, 2013, there were 304 securities with unrealized losses held in the Company's portfolio. These securities were temporarily impaired as a result of changes in interest rates reducing their fair value, of which 32 had been temporarily impaired for 12 months or more. At the present time, there have been no material changes in the credit quality of these securities resulting in other than temporary impairment, and in Management's opinion, no additional write-down for other-than-temporary impairment is warranted.

Information regarding securities temporarily impaired as of December 31, 2013 is summarized below:

	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<i>As of December 31, 2013</i>						
U.S. Government-sponsored agencies	\$ 78,724,000	\$ (12,757,000)	\$ —	\$ —	\$ 78,724,000	\$ (12,757,000)
Mortgage-backed securities	96,263,000	(4,977,000)	5,451,000	(131,000)	101,714,000	(5,108,000)
State and political subdivisions	69,406,000	(7,895,000)	7,150,000	(1,548,000)	76,556,000	(9,443,000)
Other equity securities	—	—	50,000	(2,000)	50,000	(2,000)
	\$244,393,000	\$ (25,629,000)	\$12,651,000	\$ (1,681,000)	\$257,044,000	\$ (27,310,000)

Information regarding securities temporarily impaired as of December 31, 2012 is summarized below:

	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<i>As of December 31, 2012</i>						
U.S. Government-sponsored agencies	\$ 15,817,000	\$ (182,000)	\$ —	\$ —	\$ 15,817,000	\$ (182,000)
Mortgage-backed securities	9,982,000	(231,000)	2,534,000	(83,000)	12,516,000	(314,000)
State and political subdivisions	8,621,000	(199,000)	—	—	8,621,000	(199,000)
Other equity securities	—	—	222,000	(44,000)	222,000	(44,000)
	\$ 34,420,000	\$ (612,000)	\$ 2,756,000	\$ (127,000)	\$ 37,176,000	\$ (739,000)

The Bank is a member of the Federal Home Loan Bank ("FHLB") of Boston, a cooperatively owned wholesale bank for housing and finance in the six New England States. As a requirement of membership in the FHLB, the Bank must own a minimum required amount of FHLB stock, calculated periodically based primarily on its level of borrowings from the FHLB. The Bank uses the FHLB for much of its wholesale funding needs. As of December 31, 2013 and December 31, 2012, the Bank's investment in FHLB stock totaled \$12,875,000 and \$13,412,000, respectively. FHLB stock is a restricted equity security and therefore is reported at cost, which equals par value.

The Company periodically evaluates its investment in FHLB stock for impairment based on, among other factors, the capital adequacy of the FHLB and its overall financial condition. No impairment losses have been recorded through December 31, 2013. The Bank will continue to monitor its investment in FHLB stock.

#### **Note 4. Mortgage Servicing Rights**

At December 31, 2013 and 2012, the Bank serviced loans for others totaling \$211,634,000 and \$205,859,000, respectively. Net gains from the sale of loans totaled \$1,224,000 in 2013, \$1,141,000 in 2012, and \$646,000 in 2011. In 2013, mortgage servicing rights of \$743,000 were capitalized and amortization for the year totaled \$515,000. At December 31, 2013, mortgage servicing rights had a fair value of \$1,948,000. In 2012, mortgage servicing rights of \$330,000 were capitalized and amortization for the year totaled \$636,000. At December 31, 2012, mortgage servicing rights had a fair value of \$1,228,000.

The Financial Accounting Standards Board ("FASB") Accounting Standards Codification (the "Codification" or "ASC") Topic 860, "Transfers and Servicing", requires all separately recognized servicing assets and servicing liabilities to be initially measured at fair value, if practicable. Servicing assets and servicing liabilities are reported using the amortization method or the fair value measurement method. In evaluating the carrying values of mortgage servicing rights, the Company obtains third party valuations based on loan level data including note rate, type and term of the underlying loans. The model utilizes several assumptions, the most significant of which is loan prepayments, calculated using a three-month moving average of weekly prepayment data published by the Public Securities Association (PSA) and modeled against the serviced loan portfolio, and the discount rate to discount future cash flows. As of December 31, 2013, the prepayment assumption using the PSA model was 209, which translates into an anticipated prepayment rate of 12.53%. The discount rate is the quarterly average ten-year U.S. Treasury interest rate plus 4.91%. Other assumptions include delinquency rates, foreclosure rates, servicing cost inflation, and annual unit loan cost. All assumptions

are adjusted periodically to reflect current circumstances. Amortization of mortgage servicing rights, as well as write-offs due to prepayments of the related mortgage loans, are recorded as a charge against mortgage servicing fee income.

Mortgage servicing rights are included in other assets and detailed in the following table:

<i>As of December 31,</i>	2013	2012
Mortgage servicing rights	\$ 7,172,000	\$ 6,430,000
Accumulated amortization	(5,988,000)	(5,473,000)
Impairment reserve	(26,000)	(90,000)
	<b>\$ 1,158,000</b>	<b>\$ 867,000</b>

#### **Note 5. Loans**

The following table shows the composition of the Company's loan portfolio as of December 31, 2013 and 2012:

	December 31, 2013		December 31, 2012	
Commercial				
Real estate	\$ 245,943,000	28.2%	\$ 251,335,000	28.9%
Construction	20,382,000	2.3%	22,417,000	2.6%
Other	95,289,000	10.9%	81,183,000	9.3%
Municipal	19,117,000	2.2%	14,704,000	1.7%
Residential				
Term	377,218,000	43.0%	379,447,000	43.7%
Construction	11,803,000	1.3%	6,459,000	0.7%
Home equity line of credit	91,549,000	10.4%	99,082,000	11.4%
Consumer	15,066,000	1.7%	14,657,000	1.7%
Total loans	<b>\$ 876,367,000</b>	<b>100.0%</b>	<b>\$ 869,284,000</b>	<b>100.0%</b>

Loan balances include net deferred loan costs of \$2,086,000 in 2013 and \$1,783,000 in 2012. Pursuant to collateral agreements, qualifying first mortgage loans, which were valued at \$266,740,000 and \$256,378,000 at December 31, 2013 and 2012, respectively, were used to collateralize borrowings from the Federal Home Loan Bank of Boston. In addition, commercial, construction and home equity loans totaling \$189,728,000 at December 31, 2013 and 220,520,000 at December 2012, were used to collateralize a standby line of credit at the Federal Reserve Bank of Boston that is currently unused.

At December 31, 2013 and 2012, non-accrual loans were \$16,318,000 and \$19,150,000, respectively. As of December 31, 2013, 2012 and 2011, interest income which would have been recognized on these loans, if interest had been accrued, was \$917,000, \$1,158,000, and \$1,052,000, respectively. Loans more than 90 days past due accruing interest totaled \$1,043,000 at December 31, 2013 and \$1,051,000 at December 31, 2012. The Company continues to accrue interest on these loans because it believes collection of principal and interest is reasonably assured.

Loans to directors, officers and employees totaled \$28,821,000 at December 31, 2013 and \$28,707,000 at December 31, 2012. A summary of loans to directors and executive officers, which in the aggregate exceed \$60,000, is as follows:

<i>For the years ended December 31,</i>	2013	2012
Balance at beginning of year	\$ 14,917,000	\$ 24,551,000
New loans	909,000	275,000
Repayments	(942,000)	(9,909,000)
Balance at end of year	<b>\$ 14,884,000</b>	<b>\$ 14,917,000</b>

Information on the past-due status of loans as of December 31, 2013, is presented in the following table:

	30-59 Days Past Due	60-89 Days Past Due	90+ Days Past Due	All Past Due	Current	Total	90+ Days & Accruing
<b>Commercial</b>							
Real estate	\$ 82,000	\$ 259,000	\$ 745,000	\$ 1,086,000	\$244,857,000	\$245,943,000	\$ —
Construction	—	—	—	—	20,382,000	20,382,000	—
Other	544,000	128,000	2,797,000	3,469,000	91,820,000	95,289,000	—
Municipal	—	—	—	—	19,117,000	19,117,000	—
<b>Residential</b>							
Term	229,000	1,913,000	7,002,000	9,144,000	368,074,000	377,218,000	596,000
Construction	47,000	—	—	47,000	11,756,000	11,803,000	—
Home equity line of credit	573,000	145,000	1,001,000	1,719,000	89,830,000	91,549,000	59,000
Consumer	113,000	26,000	388,000	527,000	14,539,000	15,066,000	388,000
<b>Total</b>	<b>\$ 1,588,000</b>	<b>\$ 2,471,000</b>	<b>\$11,933,000</b>	<b>\$15,992,000</b>	<b>\$860,375,000</b>	<b>\$876,367,000</b>	<b>\$1,043,000</b>

Information on the past-due status of loans as of December 31, 2012, is presented in the following table:

	30-59 Days Past Due	60-89 Days Past Due	90+ Days Past Due	All Past Due	Current	Total	90+ Days & Accruing
<b>Commercial</b>							
Real estate	\$ 2,172,000	\$ 346,000	\$ 2,380,000	\$ 4,898,000	\$246,437,000	\$251,335,000	\$ 102,000
Construction	—	29,000	35,000	64,000	22,353,000	22,417,000	—
Other	658,000	218,000	2,306,000	3,182,000	78,001,000	81,183,000	2,000
Municipal	136,000	—	—	136,000	14,568,000	14,704,000	—
<b>Residential</b>							
Term	2,404,000	1,082,000	9,298,000	12,784,000	366,663,000	379,447,000	363,000
Construction	188,000	—	—	188,000	6,271,000	6,459,000	—
Home equity line of credit	430,000	133,000	1,136,000	1,699,000	97,383,000	99,082,000	539,000
Consumer	101,000	70,000	45,000	216,000	14,441,000	14,657,000	45,000
<b>Total</b>	<b>\$ 6,089,000</b>	<b>\$ 1,878,000</b>	<b>\$15,200,000</b>	<b>\$23,167,000</b>	<b>\$846,117,000</b>	<b>\$869,284,000</b>	<b>\$1,051,000</b>

For all classes, loans are placed on non-accrual status when, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement or when principal and interest is 90 days or more past due unless the loan is both well secured and in the process of collection (in which case the loan may continue to accrue interest in spite of its past due status). A loan is "well secured" if it is secured (1) by collateral in the form of liens on or pledges of real or personal property, including securities, that have a realizable value sufficient to discharge the debt (including accrued interest) in full, or (2) by the guarantee of a financially responsible party. A loan is "in the process of collection" if collection of the loan is proceeding in due course either (1) through legal action, including judgment enforcement procedures, or, (2) in appropriate circumstances, through collection efforts not involving legal action which are reasonably expected to result in repayment of the debt or in its restoration to a current status in the near future.



Information on nonaccrual loans as of December 31, 2013 and 2012 is presented in the following table:

<i>As of December 31,</i>	<b>2013</b>	2012
Commercial		
Real estate	\$ 2,457,000	\$ 4,603,000
Construction	—	101,000
Other	4,370,000	3,459,000
Municipal	—	—
Residential		
Term	8,484,000	10,333,000
Construction	—	—
Home equity line of credit	1,007,000	654,000
Consumer	—	—
<b>Total</b>	<b>\$ 16,318,000</b>	<b>\$ 19,150,000</b>

Information regarding impaired loans is as follows:

<i>For the years ended December 31,</i>	<b>2013</b>	2012	2011
Average investment in impaired loans	\$ 45,722,000	\$ 45,019,000	\$ 28,777,000
Interest income recognized on impaired loans, all on cash basis	1,750,000	1,039,000	598,000

<i>As of December 31,</i>	<b>2013</b>	2012
Balance of impaired loans	\$ 42,351,000	\$ 45,744,000
Less portion for which no allowance for loan losses is allocated	(32,417,000)	(28,282,000)
Portion of impaired loan balance for which an allowance for loan losses is allocated	\$ 9,934,000	\$ 17,462,000
Portion of allowance for loan losses allocated to the impaired loan balance	\$ 2,461,000	\$ 3,539,000

Impaired loans include restructured loans and loans placed on non-accrual. These loans are measured at the present value of expected future cash flows discounted at the loan's effective interest rate or at the fair value of the collateral if the loan is collateral dependent. If the measure of an impaired loan is lower than the recorded investment in the loan and estimated selling costs, a specific reserve is established for the difference, or, in certain situations, if the measure of an impaired loan is lower than the recorded investment in the loan and estimated selling costs, the difference is written off.

A breakdown of impaired loans by category as of December 31, 2013, is presented in the following table:

	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Recognized Interest Income
<b><u>With No Related Allowance</u></b>					
Commercial					
Real estate	\$ 11,813,000	\$ 12,419,000	\$ —	\$ 11,100,000	\$ 495,000
Construction	—	—	—	202,000	—
Other	5,617,000	7,309,000	—	4,265,000	322,000
Municipal	—	—	—	—	—
Residential					
Term	13,432,000	14,600,000	—	14,396,000	511,000
Construction	—	—	—	—	—
Home equity line of credit	1,555,000	1,791,000	—	1,578,000	32,000
Consumer	—	—	—	—	—
	\$ 32,417,000	\$ 36,119,000	\$ —	\$ 31,541,000	\$ 1,360,000
<b><u>With an Allowance Recorded</u></b>					
Commercial					
Real estate	\$ 3,122,000	\$ 3,264,000	\$ 890,000	\$ 5,673,000	\$ 150,000
Construction	1,284,000	1,284,000	272,000	1,795,000	48,000
Other	1,081,000	1,132,000	841,000	1,633,000	28,000
Municipal	—	—	—	—	—
Residential					
Term	4,354,000	4,516,000	404,000	4,982,000	162,000
Construction	—	—	—	—	—
Home equity line of credit	93,000	93,000	54,000	98,000	2,000
Consumer	—	—	—	—	—
	\$ 9,934,000	\$ 10,289,000	\$ 2,461,000	\$ 14,181,000	\$ 390,000
<b><u>Total</u></b>					
Commercial					
Real estate	\$ 14,935,000	\$ 15,683,000	\$ 890,000	\$ 16,773,000	\$ 645,000
Construction	1,284,000	1,284,000	272,000	1,997,000	48,000
Other	6,698,000	8,441,000	841,000	5,898,000	350,000
Municipal	—	—	—	—	—
Residential					
Term	17,786,000	19,116,000	404,000	19,378,000	673,000
Construction	—	—	—	—	—
Home equity line of credit	1,648,000	1,884,000	54,000	1,676,000	34,000
Consumer	—	—	—	—	—
	\$ 42,351,000	\$ 46,408,000	\$ 2,461,000	\$ 45,722,000	\$ 1,750,000

Substantially all interest income recognized on impaired loans for all classes of financing receivables was recognized on a cash basis as received.

A breakdown of impaired loans by category as of December 31, 2012, is presented in the following table:

	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Recognized Interest Income
<b><u>With No Related Allowance</u></b>					
Commercial					
Real estate	\$ 9,386,000	\$ 9,963,000	\$ —	\$10,102,000	\$ 199,000
Construction	101,000	115,000	—	2,533,000	—
Other	4,737,000	5,345,000	—	2,877,000	53,000
Municipal	—	—	—	—	—
Residential					
Term	12,747,000	14,440,000	—	9,801,000	189,000
Construction	—	—	—	560,000	—
Home equity line of credit	1,311,000	1,440,000	—	961,000	27,000
Consumer	—	—	—	3,000	—
	\$28,282,000	\$31,303,000	\$ —	\$26,837,000	\$ 468,000
<b><u>With an Allowance Recorded</u></b>					
Commercial					
Real estate	\$ 6,388,000	\$ 7,018,000	\$ 1,523,000	\$ 4,614,000	\$ 211,000
Construction	3,253,000	3,253,000	969,000	1,816,000	85,000
Other	1,124,000	1,126,000	652,000	1,974,000	38,000
Municipal	—	—	—	—	—
Residential					
Term	6,697,000	6,842,000	395,000	9,066,000	237,000
Construction	—	—	—	261,000	—
Home equity line of credit	—	—	—	442,000	—
Consumer	—	—	—	9,000	—
	\$17,462,000	\$18,239,000	\$ 3,539,000	\$18,182,000	\$ 571,000
<b><u>Total</u></b>					
Commercial					
Real estate	\$15,774,000	\$16,981,000	\$ 1,523,000	\$14,716,000	\$ 410,000
Construction	3,354,000	3,368,000	969,000	4,349,000	85,000
Other	5,861,000	6,471,000	652,000	4,851,000	91,000
Municipal	—	—	—	—	—
Residential					
Term	19,444,000	21,282,000	395,000	18,867,000	426,000
Construction	—	—	—	821,000	—
Home equity line of credit	1,311,000	1,440,000	—	1,403,000	27,000
Consumer	—	—	—	12,000	—
	\$45,744,000	\$49,542,000	\$ 3,539,000	\$45,019,000	\$ 1,039,000

A breakdown of impaired loans by category as of December 31, 2011, is presented in the following table:

	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Recognized Interest Income
<b><u>With No Related Allowance</u></b>					
Commercial					
Real estate	\$ 5,584,000	\$ 5,584,000	\$ —	\$ 5,212,000	\$ 23,000
Construction	5,172,000	5,172,000	—	1,072,000	143,000
Other	6,022,000	6,022,000	—	1,918,000	28,000
Municipal	—	—	—	—	—
Residential					
Term	9,875,000	9,875,000	—	9,493,000	54,000
Construction	468,000	468,000	—	961,000	—
Home equity line of credit	739,000	739,000	—	646,000	—
Consumer	37,000	37,000	—	39,000	—
	<b>\$27,897,000</b>	<b>\$27,897,000</b>	<b>\$ —</b>	<b>\$19,341,000</b>	<b>\$ 248,000</b>
<b><u>With an Allowance Recorded</u></b>					
Commercial					
Real estate	\$ 4,557,000	\$ 4,557,000	\$ 808,000	\$ 2,307,000	\$ 103,000
Construction	530,000	530,000	33,000	247,000	—
Other	1,020,000	1,020,000	402,000	681,000	19,000
Municipal	—	—	—	—	—
Residential					
Term	6,946,000	6,946,000	478,000	5,628,000	228,000
Construction	730,000	730,000	235,000	244,000	—
Home equity line of credit	424,000	424,000	91,000	272,000	—
Consumer	16,000	16,000	11,000	57,000	—
	<b>\$14,223,000</b>	<b>\$14,223,000</b>	<b>\$ 2,058,000</b>	<b>\$ 9,436,000</b>	<b>\$ 350,000</b>
<b><u>Total</u></b>					
Commercial					
Real estate	\$10,141,000	\$10,141,000	\$ 808,000	\$ 7,519,000	\$ 126,000
Construction	5,702,000	5,702,000	33,000	1,319,000	143,000
Other	7,042,000	7,042,000	402,000	2,599,000	47,000
Municipal	—	—	—	—	—
Residential					
Term	16,821,000	16,821,000	478,000	15,121,000	282,000
Construction	1,198,000	1,198,000	235,000	1,205,000	—
Home equity line of credit	1,163,000	1,163,000	91,000	918,000	—
Consumer	53,000	53,000	11,000	96,000	—
	<b>\$42,120,000</b>	<b>\$42,120,000</b>	<b>\$ 2,058,000</b>	<b>\$28,777,000</b>	<b>\$ 598,000</b>

### *Troubled Debt Restructured*

A TDR constitutes a restructuring of debt if the Bank, for economic or legal reasons related to the borrower's financial difficulties, grants a concession to the borrower that it would not otherwise consider. To determine whether or not a loan should be classified as a TDR, Management evaluates a loan based upon the following criteria:

- The borrower demonstrates financial difficulty; common indicators include past due status with bank obligations, substandard credit bureau reports, or an inability to refinance with another lender, and
- The Bank has granted a concession; common concession types include maturity date extension, interest rate adjustments to below market pricing, and deferment of payments.

The Bank applies the same interest accrual policy to TDRs as it does for all classes of loans. As of December 31, 2013, the Bank had 99 loans with a value of \$29,098,000 that have been restructured. This compares to 101 loans with a value of \$29,955,000 classified as TDRs as of December 31, 2012. The impairment carried as a specific reserve in the allowance for loan losses is calculated by present valuing the cashflow modification on the loan, or, for collateral-dependent loans, using the fair value of the collateral less costs to sell.

The following table shows TDRs by class and the specific reserve as of December 31, 2013:

	<b>Number of Loans</b>	<b>Balance</b>	<b>Specific Reserves</b>
Commercial			
Real estate	20	\$ 13,018,000	\$ 433,000
Construction	1	1,284,000	274,000
Other	20	2,734,000	100,000
Municipal	—	—	—
Residential			
Term	53	11,220,000	210,000
Construction	—	—	—
Home equity line of credit	5	842,000	—
Consumer	—	—	—
	99	\$ 29,098,000	\$ 1,017,000

The following table shows TDRs by class and the specific reserve as of December 31, 2012:

	<b>Number of Loans</b>	<b>Balance</b>	<b>Specific Reserves</b>
Commercial			
Real estate	18	\$ 11,961,000	\$ 823,000
Construction	3	3,319,000	969,000
Other	23	3,074,000	574,000
Municipal	—	—	—
Residential			
Term	53	10,945,000	224,000
Construction	—	—	—
Home equity line of credit	4	656,000	—
Consumer	—	—	—
	101	\$ 29,955,000	\$ 2,590,000

As of December 31, 2013, 16 of the loans classified as TDRs with a total balance of \$3,261,000 were more than 30 days past due. Of these loans, six loans with an outstanding balance of \$810,000 had been placed on TDR status in the previous 12 months. The following table shows past-due TDRs by class and the associated specific reserves included in the allowance for loan losses as of December 31, 2013:

	Number of Loans	Balance	Specific Reserves
Commercial			
Real estate	2	\$ 990,000	\$ —
Construction	—	—	—
Other	2	355,000	—
Municipal	—	—	—
Residential			
Term	10	1,688,000	37,000
Construction	—	—	—
Home equity line of credit	2	228,000	—
Consumer	—	—	—
	16	\$ 3,261,000	\$ 37,000

As of December 31, 2012, 12 of the loans classified as TDRs with a total balance of \$2,413,000 were more than 30 days past due. Of these loans, six loans with an outstanding balance of \$1,059,000 had been placed on TDR status in the previous 12 months. The following table shows past-due TDRs by class and the associated specific reserves included in the allowance for loan losses as of December 31, 2012:

	Number of Loans	Balance	Specific Reserves
Commercial			
Real estate	3	\$ 760,000	\$ —
Construction	—	—	—
Other	—	—	—
Municipal	—	—	—
Residential			
Term	8	1,624,000	67,000
Construction	—	—	—
Home equity line of credit	1	29,000	—
Consumer	—	—	—
	12	\$ 2,413,000	\$ 67,000

During the year ended December 31, 2013, 10 loans were placed on TDR status with an outstanding balance of \$3,610,000. These were considered TDRs because concessions had been granted to borrowers experiencing financial difficulties. Concessions include reductions in interest rates, principal and/or interest forbearance, payment extensions, or combinations thereof. The following table shows loans placed on TDR status during the year ended December 31, 2013, by class of loan and the associated specific reserve included in the allowance for loan losses as of December 31, 2013:

	Number of Loans	Pre- Modification Outstanding Recorded Investment	Post- Modification Outstanding Recorded Investment	Specific Reserves
Commercial				
Real estate	2	\$ 1,883,000	\$ 1,883,000	\$ —
Construction	—	—	—	—
Other	2	491,000	491,000	—
Municipal	—	—	—	—
Residential				
Term	5	1,032,000	1,029,000	31,000
Construction	—	—	—	—
Home equity line of credit	1	204,000	201,000	—
Consumer	—	—	—	—
	10	\$ 3,610,000	\$ 3,604,000	\$ 31,000

During the year ended December 31, 2012, 52 loans were placed on TDR status with an outstanding balance of \$15,030,000. These were considered to be TDRs because concessions had been granted to borrowers experiencing financial difficulties. Concessions include reductions in interest rates, principal and/or interest forbearance, payment extensions, or combinations thereof. The following table shows loans placed on TDR status in 2012 by type of loan and the associated specific reserve included in the allowance for loan losses as of December 31, 2012:

	Number of Loans	Pre- Modification Outstanding Recorded Investment	Post- Modification Outstanding Recorded Investment	Specific Reserves
Commercial				
Real estate	13	\$ 7,149,000	\$ 6,821,000	\$ 180,000
Construction	3	3,333,000	3,319,000	969,000
Other	19	1,903,000	1,887,000	543,000
Municipal	—	—	—	—
Residential				
Term	13	1,989,000	1,974,000	77,000
Construction	—	—	—	—
Home equity line of credit	4	656,000	656,000	—
Consumer	—	—	—	—
	52	\$ 15,030,000	\$ 14,657,000	\$ 1,769,000

As of December 31, 2013, Management is aware of 12 loans classified as TDRs that are involved in bankruptcy with an outstanding balance of \$1,690,000. As of December 31, 2013, there were 16 loans with an outstanding balance of \$3,065,000 that were classified as TDRs and were on non-accrual status, three of which, with an outstanding balance of \$356,000, were in the process of foreclosure.

**Note 6. Allowance for Loan Losses**

The Company provides for loan losses through the establishment of an allowance for loan losses which represents an estimated reserve for existing losses in the loan portfolio. A systematic methodology is used for determining the allowance that includes a quarterly review process, risk rating changes, and adjustments to the allowance. The loan portfolio is classified in eight segments and credit risk is evaluated separately in each segment. The appropriate level of the allowance is evaluated continually based on a review of significant loans, with a particular emphasis on nonaccruing, past due, and other loans that may require special attention. Other factors include general conditions in local and national economies; loan portfolio composition and asset quality indicators; and internal factors such as changes in underwriting policies, credit administration practices, experience, ability and depth of lending management, among others.



The following table summarizes the composition of the allowance for loan losses, by class of financing receivable and allowance, as of December 31, 2013 and 2012:

<i>As of December 31,</i>	<b>2013</b>	2012
<b><u>Allowance for Loans Evaluated Individually for Impairment</u></b>		
Commercial		
Real estate	\$ 890,000	\$ 1,523,000
Construction	272,000	969,000
Other	841,000	652,000
Municipal	—	—
Residential		
Term	404,000	395,000
Construction	—	—
Home equity line of credit	54,000	—
Consumer	—	—
<b>Total</b>	<b>\$ 2,461,000</b>	<b>\$ 3,539,000</b>
<b><u>Allowance for Loans Evaluated Collectively for Impairment</u></b>		
Commercial		
Real estate	\$ 3,712,000	\$ 4,342,000
Construction	303,000	390,000
Other	1,435,000	1,398,000
Municipal	15,000	18,000
Residential		
Term	695,000	714,000
Construction	21,000	11,000
Home equity line of credit	621,000	654,000
Consumer	573,000	592,000
Unallocated	1,678,000	842,000
<b>Total</b>	<b>\$ 9,053,000</b>	<b>\$ 8,961,000</b>
<b><u>Total Allowance for Loan Losses</u></b>		
Commercial		
Real estate	\$ 4,602,000	\$ 5,865,000
Construction	575,000	1,359,000
Other	2,276,000	2,050,000
Municipal	15,000	18,000
Residential		
Term	1,099,000	1,109,000
Construction	21,000	11,000
Home equity line of credit	675,000	654,000
Consumer	573,000	592,000
Unallocated	1,678,000	842,000
<b>Total</b>	<b>\$ 11,514,000</b>	<b>\$ 12,500,000</b>

The allowance consists of four elements: (1) specific reserves for loans evaluated individually for impairment; (2) general reserves for each portfolio segment based on historical loan loss experience; (3) qualitative reserves judgmentally adjusted for local and national economic conditions, concentrations, portfolio composition, volume and severity of delinquencies and nonaccrual loans, trends of criticized and classified loans, changes in credit policies, and underwriting standards, credit administration practices,

and other factors as applicable for each portfolio segment; and (4) unallocated reserves. All outstanding loans are considered in evaluating the appropriateness of the allowance.

A breakdown of the allowance for loan losses as of December 31, 2013 and 2012, by class of financing receivable and allowance element, is presented in the following tables:

<i>As of December 31, 2013</i>	Specific Reserves on Loans Evaluated Individually for Impairment	General Reserves on Loans Based on Historical Loss Experience	Reserves for Qualitative Factors	Unallocated Reserves	Total Reserves
Commercial					
Real estate	\$ 890,000	\$ 1,927,000	\$ 1,785,000	\$ —	\$ 4,602,000
Construction	272,000	157,000	146,000	—	575,000
Other	841,000	745,000	690,000	—	2,276,000
Municipal	—	—	15,000	—	15,000
Residential					
Term	404,000	342,000	353,000	—	1,099,000
Construction	—	10,000	11,000	—	21,000
Home equity line of credit	54,000	343,000	278,000	—	675,000
Consumer	—	382,000	191,000	—	573,000
Unallocated	—	—	—	1,678,000	1,678,000
	\$ 2,461,000	\$ 3,906,000	\$ 3,469,000	\$ 1,678,000	\$ 11,514,000

<i>As of December 31, 2012</i>	Specific Reserves on Loans Evaluated Individually for Impairment	General Reserves on Loans Based on Historical Loss Experience	Reserves for Qualitative Factors	Unallocated Reserves	Total Reserves
Commercial					
Real estate	\$ 1,523,000	\$ 2,369,000	\$ 1,973,000	\$ —	\$ 5,865,000
Construction	969,000	213,000	177,000	—	1,359,000
Other	652,000	763,000	635,000	—	2,050,000
Municipal	—	—	18,000	—	18,000
Residential					
Term	395,000	278,000	436,000	—	1,109,000
Construction	—	4,000	7,000	—	11,000
Home equity line of credit	—	315,000	339,000	—	654,000
Consumer	—	362,000	230,000	—	592,000
Unallocated	—	—	—	842,000	842,000
	\$ 3,539,000	\$ 4,304,000	\$ 3,815,000	\$ 842,000	\$ 12,500,000

Qualitative adjustment factors are taken into consideration when determining reserve estimates. These adjustment factors are based upon our evaluation of various current conditions, including those listed below.

- General economic conditions.
- Credit quality trends with emphasis on loan delinquencies, nonaccrual levels and classified loans.
- Recent loss experience in particular segments of the portfolio.
- Loan volumes and concentrations, including changes in mix.

- Other factors, including changes in quality of the loan origination; loan policy changes; changes in credit risk management processes; Bank regulatory and external loan review examination results.

The qualitative portion of the allowance for loan losses was 0.40% of related loans as of December 31, 2013, compared to 0.44% of related loans as of December 31, 2012. The qualitative portion decreased \$346,000 between December 31, 2012 and December 31, 2013 due to improving economic factors and Bank credit quality.

The unallocated component totaled \$1,678,000 at December 31, 2013 compared to \$842,000 as of December 31, 2012. In general, the unallocated component is available to cover imprecision or uncertainties to incorporate the range of probable outcomes inherent in estimates used for the allowance, which may change from period to period. The increase in the unallocated portion is deemed appropriate due to the following:

- The potentially indeterminate effects of the Federal Reserve's tapering of its purchases of Treasury bonds and mortgage-backed securities create the possibility of economic uncertainties in the region. Backing out of the quantitative easing, or stimulus program of this size is new. This increases uncertainty in the existing loan portfolio.
- The U.S. faces a breach of the federal debt ceiling in the first quarter of 2014. Congress must successfully address the issue and failure to do so could bear negative consequences on the global, national, regional and local economies. This also adds to portfolio uncertainty and supports the higher unallocated at the review date.
- Recently, in 2012 and forward, the Bank's overall loss rate has exceeded its peer group. This may be due to a general lag effect and/or the extended foreclosure periods mandated by State law. A higher unallocated level is appropriate at this time to support this uncertainty of higher losses.
- Estimating specific reserves on impaired loans presents challenges as external conditions, factors specific to individual credits and collateral values may change over subsequent periods. A review of specific reserves estimated on year end 2012 impaired loans found that 43% required adjustments in subsequent periods during 2013. This adjustment rate was in line with prior periods suggesting a risk of uncertainty and imprecision in the estimates thereby supporting some level of unallocated for unanticipated changes.
- A recent internal analysis on OREO property sales found that properties sold, on average, approximately 18% below the appraised value of the property at the time of take in. Based on the analysis, Management has been applying a 20% additional discount factor, exclusive of the estimated costs to sell, to arrive at OREO take-in amounts. This will impact the allowance as these potential additional write downs would be taken against the allowance. The unallocated provides additional funds for these adjustments.
- From 2009 to the present, a period of historically high losses for the Bank, the required reserve estimate as a percent of total loans averaged 1.33%, and ranged from a low of .88% to a high of 1.60%. In dollars, the range is from \$10 million to \$13 million. The current allowance level including the unallocated sits in the middle of this range. The present situation indicates improving economic conditions and Bank loan quality. The continued view of the economic recovery is one moving at a slow to moderate pace. Consequently, caution remains appropriate at the evaluation date regarding the direction of the economy, the uncertain consequences of the Federal Reserve monetary tightening and their potential collective impact on Bank loan portfolio quality. Such uncertainties support the unallocated position.

Commercial loans are comprised of three major classes, commercial real estate loans, commercial construction loans and other commercial loans. Commercial real estate is primarily comprised of loans to small businesses collateralized by owner-occupied real estate, while other commercial is primarily comprised of loans to small businesses collateralized by plant and equipment, commercial fishing vessels and gear, and limited inventory-based lending. Commercial real estate loans typically have a maximum loan-to-value of 75% based upon current appraisal information at the time the loan is made. Municipal loans are comprised of loans to municipalities in Maine for capitalized expenditures, construction projects or tax-anticipation notes. All municipal loans are considered general obligations of the municipality and are collateralized by the taxing ability of the municipality for repayment of debt.

Construction loans, both commercial and residential, comprise a very small portion of the portfolio, and at 24.5% of capital are well under the regulatory guidance of 100.0% of capital at December 31, 2013. Construction loans and non-owner-occupied commercial real estate loans are at 75.6% of total capital, well under regulatory guidance of 300.0% of capital at December 31, 2013.

The process of establishing the allowance with respect to the commercial loan portfolio begins when a loan officer initially assigns each loan a risk rating, using established credit criteria. Approximately 50% of the outstanding loans and commitments are subject to review and validation annually by an independent consultant, as well as periodically by the Company's internal credit review function. The methodology employs Management's judgment as to the level of losses on existing loans based on internal review of the loan portfolio, including an analysis of a borrower's current financial position, and the consideration of current and anticipated economic conditions and their potential effects on specific borrowers and or lines of business. In determining the Company's ability to collect certain loans, Management also considers the fair value of underlying collateral. The risk rating system has eight levels, defined as follows:

**1 Strong**

Credits rated "1" are characterized by borrowers fully responsible for the credit with excellent capacity to pay principal and interest. Loans rated "1" may be secured with acceptable forms of liquid collateral.

**2 Above Average**

Credits rated "2" are characterized by borrowers that have better than average liquidity, capitalization, earnings and/or cash flow with a consistent record of solid financial performance.

**3 Satisfactory**

Credits rated "3" are characterized by borrowers with favorable liquidity, profitability and financial condition with adequate cash flow to pay debt service.

**4 Average**

Credits rated "4" are characterized by borrowers that present risk more than 1, 2 and 3 rated loans and merit an ordinary level of ongoing monitoring. Financial condition is on par or somewhat below industry averages while cash flow is generally adequate to meet debt service requirements.

**5 Watch**

Credits rated "5" are characterized by borrowers that warrant greater monitoring due to financial condition or unresolved and identified risk factors.

**6 Other Assets Especially Mentioned (OAEM)**

Loans in this category are currently protected but are potentially weak and constitute an undue and unwarranted credit risk, but not to the point of justifying a classification of substandard. OAEM have potential weaknesses which may, if not checked or corrected, weaken the asset or inadequately protect the Bank's credit position at some future date.

**7 Substandard**

Loans in this category are inadequately protected by the current paying capacity of the borrower or of the collateral, if any. These loans have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. Substandard loans are characterized by the distinct possibility that the Bank may sustain some loss if deficiencies are not corrected.

**8 Doubtful**

Loans classified "Doubtful" have the same weaknesses as those classified substandard with the added characteristic that the weaknesses make collection or liquidation in full, based on currently existing facts, conditions, and values, highly questionable and improbable. The possibility of loss is high, but because of certain important and reasonably specific pending factors which may work to the advantage and strengthening of the asset, its classification as an estimated loss is deferred until its more exact status may be determined.

The following table summarizes the risk ratings for the Company's commercial construction, commercial real estate, commercial other and municipal loans as of December 31, 2013:

	Commercial Real Estate	Commercial Construction	Commercial Other	Municipal Loans	All Risk-Rated Loans
1 Strong	\$ 16,000	\$ —	\$ 265,000	\$ —	\$ 281,000
2 Above average	14,565,000	804,000	6,719,000	16,230,000	38,318,000
3 Satisfactory	45,213,000	871,000	14,852,000	2,887,000	63,823,000
4 Average	100,343,000	14,938,000	45,792,000	—	161,073,000
5 Watch	32,326,000	26,000	10,439,000	—	42,791,000
6 OAEM	26,102,000	2,948,000	3,238,000	—	32,288,000
7 Substandard	27,115,000	795,000	13,622,000	—	41,532,000
8 Doubtful	263,000	—	362,000	—	625,000
<b>Total</b>	<b>\$ 245,943,000</b>	<b>\$ 20,382,000</b>	<b>\$ 95,289,000</b>	<b>\$ 19,117,000</b>	<b>\$ 380,731,000</b>

The following table summarizes the risk ratings for the Company's commercial construction, commercial real estate, commercial other and municipal loans as of December 31, 2012:

	Commercial Real Estate	Commercial Construction	Commercial Other	Municipal Loans	All Risk-Rated Loans
1 Strong	\$ 19,000	\$ —	\$ 271,000	\$ 1,731,000	\$ 2,021,000
2 Above average	13,871,000	1,274,000	4,084,000	7,061,000	26,290,000
3 Satisfactory	34,454,000	2,312,000	14,578,000	3,487,000	54,831,000
4 Average	99,712,000	12,322,000	28,618,000	2,425,000	143,077,000
5 Watch	43,369,000	1,721,000	19,524,000	—	64,614,000
6 OAEM	26,302,000	79,000	5,300,000	—	31,681,000
7 Substandard	33,153,000	4,709,000	8,806,000	—	46,668,000
8 Doubtful	455,000	—	2,000	—	457,000
<b>Total</b>	<b>\$ 251,335,000</b>	<b>\$ 22,417,000</b>	<b>\$ 81,183,000</b>	<b>\$ 14,704,000</b>	<b>\$ 369,639,000</b>

Commercial loans are generally charged off when all or a portion of the principal amount is determined to be uncollectible. This determination is based on circumstances specific to a borrower including repayment ability, analysis of collateral and other factors as applicable.

Residential loans are comprised of two classes: term loans, which include traditional amortizing home mortgages, and construction loans, which include loans for owner-occupied residential construction. Residential loans typically have a 75% to 80% loan to value based upon current appraisal information at the time the loan is made. Home equity loans and lines of credit are typically written to the same underwriting standards. Consumer loans are primarily amortizing loans to individuals collateralized by automobiles, pleasure craft and recreation vehicles, typically with a maximum loan to value of 80% to 90% of the purchase price of the collateral. Consumer loans also include a small amount of unsecured short-term time notes to individuals.

Residential loans, consumer loans and home equity lines of credit are segregated into homogeneous pools with similar risk characteristics. Trends and current conditions are analyzed and historical loss experience is adjusted accordingly. Quantitative and qualitative adjustment factors for these segments are consistent with those for the commercial and municipal classes. Certain loans in the residential, home equity lines of credit and consumer classes identified as having the potential for further deterioration are analyzed individually to confirm impairment status, and to determine the need for a specific reserve, however there is no formal rating system used for these classes. Consumer loans greater than 120 days past due are generally charged off. Residential loans 90 days or more past due are placed on non-accrual status unless the loans are both well secured and in the process of collection.

There were no changes to the Company's accounting policies or methodology used to estimate the allowance for loan losses during the year ended December 31, 2013. Allowance for loan losses activity for the years ended December 31, 2013, 2012 and 2011 was as follows:

<i>For the year ended December 31, 2013</i>	Commercial			Municipal	Residential		Home Equity Line of Credit	Consumer	Unallocated	Total
	Real Estate	Construction	Other		Term	Construction				
<b>Allowance for loan losses:</b>										
Beginning balance	\$ 5,865,000	\$ 1,359,000	\$ 2,050,000	\$ 18,000	\$ 1,109,000	\$ 11,000	\$ 654,000	\$ 592,000	\$ 842,000	\$ 12,500,000
Chargeoffs	150,000	963,000	2,583,000	—	1,118,000	—	611,000	430,000	—	5,855,000
Recoveries	—	—	359,000	—	103,000	—	24,000	183,000	—	669,000
Provision (credit)	(1,113,000)	179,000	2,450,000	(3,000)	1,005,000	10,000	608,000	228,000	836,000	4,200,000
<b>Ending balance</b>	<b>\$ 4,602,000</b>	<b>\$ 575,000</b>	<b>\$ 2,276,000</b>	<b>\$ 15,000</b>	<b>\$ 1,099,000</b>	<b>\$ 21,000</b>	<b>\$ 675,000</b>	<b>\$ 573,000</b>	<b>\$ 1,678,000</b>	<b>\$ 11,514,000</b>
Ending balance specifically evaluated for impairment	\$ 890,000	\$ 272,000	\$ 841,000	\$ —	\$ 404,000	\$ —	\$ 54,000	\$ —	\$ —	\$ 2,461,000
Ending balance collectively evaluated for impairment	\$ 3,712,000	\$ 303,000	\$ 1,435,000	\$ 15,000	\$ 695,000	\$ 21,000	\$ 621,000	\$ 573,000	\$ 1,678,000	\$ 9,053,000
<b>Related loan balances:</b>										
Ending balance	\$245,943,000	\$ 20,382,000	\$95,289,000	\$19,117,000	\$377,218,000	\$ 11,803,000	\$ 91,549,000	\$ 15,066,000	\$ —	\$876,367,000
Ending balance specifically evaluated for impairment	\$ 14,935,000	\$ 1,284,000	\$ 6,698,000	\$ —	\$ 17,786,000	\$ —	\$ 1,648,000	\$ —	\$ —	\$ 42,351,000
Ending balance collectively evaluated for impairment	\$231,008,000	\$ 19,098,000	\$88,591,000	\$19,117,000	\$359,432,000	\$ 11,803,000	\$ 89,901,000	\$ 15,066,000	\$ —	\$834,016,000

<i>For the year ended December 31, 2012</i>	Commercial			Municipal	Residential		Home Equity Line of Credit	Consumer	Unallocated	Total
	Real Estate	Construction	Other		Term	Construction				
<b>Allowance for loan losses:</b>										
Beginning balance	\$ 5,659,000	\$ 658,000	\$ 2,063,000	\$ 19,000	\$ 1,159,000	\$ 255,000	\$ 595,000	\$ 584,000	\$ 2,008,000	\$ 13,000,000
Chargeoffs	1,394,000	928,000	3,215,000	—	1,911,000	389,000	688,000	555,000	—	9,080,000
Recoveries	13,000	246,000	113,000	—	110,000	54,000	1,000	208,000	—	745,000
Provision (credit)	1,587,000	1,383,000	3,089,000	(1,000)	1,751,000	91,000	746,000	355,000	(1,166,000)	7,835,000
Ending balance	\$ 5,865,000	\$ 1,359,000	\$ 2,050,000	\$ 18,000	\$ 1,109,000	\$ 11,000	\$ 654,000	\$ 592,000	\$ 842,000	\$ 12,500,000
Ending balance specifically evaluated for impairment	\$ 1,523,000	\$ 969,000	\$ 652,000	\$ —	\$ 395,000	\$ —	\$ —	\$ —	\$ —	\$ 3,539,000
Ending balance collectively evaluated for impairment	\$ 4,342,000	\$ 390,000	\$ 1,398,000	\$ 18,000	\$ 714,000	\$ 11,000	\$ 654,000	\$ 592,000	\$ 842,000	\$ 8,961,000
<b>Related loan balances:</b>										
Ending balance	\$251,335,000	\$ 22,417,000	\$81,183,000	\$14,704,000	\$379,447,000	\$ 6,459,000	\$ 99,082,000	\$ 14,657,000	\$ —	\$869,284,000
Ending balance specifically evaluated for impairment	\$ 15,774,000	\$ 3,354,000	\$ 5,861,000	\$ —	\$ 19,444,000	\$ —	\$ 1,311,000	\$ —	\$ —	\$ 45,744,000
Ending balance collectively evaluated for impairment	\$235,561,000	\$ 19,063,000	\$75,322,000	\$14,704,000	\$360,003,000	\$ 6,459,000	\$ 97,771,000	\$ 14,657,000	\$ —	\$823,540,000
<b>Allowance for loan losses:</b>										
Beginning balance	\$ 5,260,000	\$ 1,012,000	\$ 2,377,000	\$ 19,000	\$ 1,408,000	\$ 44,000	\$ 670,000	\$ 646,000	\$ 1,880,000	\$ 13,316,000
Chargeoffs	1,619,000	346,000	6,492,000	—	1,421,000	505,000	415,000	381,000	—	11,179,000
Recoveries	23,000	—	60,000	—	7,000	—	1,000	222,000	—	313,000
Provision (credit)	1,995,000	(8,000)	6,118,000	—	1,165,000	716,000	339,000	97,000	128,000	10,550,000
Ending balance	\$ 5,659,000	\$ 658,000	\$ 2,063,000	\$ 19,000	\$ 1,159,000	\$ 255,000	\$ 595,000	\$ 584,000	\$ 2,008,000	\$ 13,000,000
Ending balance specifically evaluated for impairment	\$ 808,000	\$ 33,000	\$ 402,000	\$ —	\$ 478,000	\$ 235,000	\$ 91,000	\$ 11,000	\$ —	\$ 2,058,000
Ending balance collectively evaluated for impairment	\$ 4,851,000	\$ 625,000	\$ 1,661,000	\$ 19,000	\$ 681,000	\$ 20,000	\$ 504,000	\$ 573,000	\$ 2,008,000	\$ 10,942,000
<b>Related loan balances:</b>										
Ending balance	\$255,424,000	\$ 32,574,000	\$ 86,982,000	\$16,221,000	\$341,286,000	\$ 10,469,000	\$105,244,000	\$ 16,788,000	\$ —	\$864,988,000
Ending balance specifically evaluated for impairment	\$ 10,141,000	\$ 5,702,000	\$ 7,042,000	\$ —	\$ 16,821,000	\$ 1,198,000	\$ 1,163,000	\$ 53,000	\$ —	\$ 42,120,000
Ending balance collectively evaluated for impairment	\$245,283,000	\$ 26,872,000	\$ 79,940,000	\$16,221,000	\$324,465,000	\$ 9,271,000	\$104,081,000	\$ 16,735,000	\$ —	\$822,868,000

### **Note 7. Premises and Equipment**

Premises and equipment are carried at cost and consist of the following:

<i>As of December 31,</i>	<b>2013</b>	2012
Land	\$ <b>4,532,000</b>	\$ 4,532,000
Land improvements	<b>799,000</b>	781,000
Buildings	<b>19,668,000</b>	18,958,000
Equipment	<b>12,196,000</b>	11,592,000
	<b>37,195,000</b>	35,863,000
Less accumulated depreciation	<b>13,579,000</b>	12,875,000
	<b>\$ 23,616,000</b>	\$ 22,988,000

Based on current contractual agreements (leases), Management anticipates rental revenue over the next 5 years to be \$149,000 in 2014, \$107,000 in 2015, \$72,000 in 2016, \$56,000 in 2017 and \$13,000 in 2018.

### **Note 8. Other Real Estate Owned**

The following summarizes other real estate owned:

<i>As of December 31,</i>	<b>2013</b>	2012
Real estate acquired in settlement of loans	\$ <b>4,807,000</b>	\$ 7,593,000

Changes in the allowance for losses from other real estate owned were as follows:

<i>For the years ended December 31,</i>	<b>2013</b>	2012	2011
Balance at beginning of year	\$ <b>373,000</b>	\$ 436,000	\$ 132,000
Losses charged to allowance	<b>(544,000)</b>	(460,000)	(980,000)
Provision charged to operating expenses	<b>501,000</b>	397,000	1,284,000
Balance at end of year	\$ <b>330,000</b>	\$ 373,000	\$ 436,000

### **Note 9. Acquisitions and Intangible Assets**

On October 26, 2012, the Bank completed the purchase of a branch at 63 Union Street in Rockland, Maine, from Camden National Bank that was formerly operated by Bank of America. As part of the transaction, the Bank acquired approximately \$32,300,000 in deposits as well as a small volume of loans. On the same date, the Bank completed the purchase of a full-service bank building at 145 Exchange Street in Bangor, Maine, also from Camden National Bank, and opened a full-service branch in this building in the first quarter of 2013. The acquisition allows the Bank to expand its community banking franchise into eastern Maine and expand its presence in Rockland, Maine.

The acquisition-date estimated fair values of assets acquired and liabilities assumed in Rockland and Bangor were as follows:

<b>Assets</b>	
Cash	\$ 25,297,000
Loans	224,000
Bank premises and equipment	3,776,000
Accrued interest receivable and other assets	24,000
Core deposit intangible	432,000
Goodwill	2,121,000
<b>Liabilities</b>	
Deposits	\$ 31,858,000
Accrued interest and other liabilities	16,000

The purchase premium of \$2,553,000 was allocated to assets acquired and liabilities assumed based on estimates of fair value at the date of acquisition. The fair value of the deposit accounts assumed was compared to the carrying amounts received and the difference of \$432,000 was recorded as core deposit intangible. The core deposit intangible is subject to amortization over the estimated ten-year average life of the acquired core deposit base and will be evaluated for impairment periodically. The amortization expense is included in other noninterest expense in the consolidated statements of income and comprehensive income (loss) and is deductible for tax purposes. Amortization expense was \$43,000 in 2013. As of December 31, 2013, the amortization expense related to the core deposit intangible, absent any future impairment, is expected to be as follows:

2014	\$ 43,000
2015	43,000
2016	43,000
2017	43,000
2018	43,000
Thereafter	174,000
<b>Total</b>	<b>\$ 389,000</b>

The banking facilities were valued at the most recent tax assessed value, which approximates fair value. The loans acquired were recorded at fair value at the time of acquisition. The estimated fair value of the loans acquired is equal to the carrying value. The excess of the purchase price over the fair value of the assets acquired, liabilities assumed, and the amount allocated for core deposit intangible totaled \$2,121,000 and was recorded as goodwill. The goodwill is not amortizable but is deductible for tax purposes. Management periodically assesses qualitative factors to determine whether goodwill is impaired. Management is not aware of any such events or circumstances that would cause it to conclude that the goodwill is impaired.

On January 14, 2005, the Company acquired FNB Bankshares ("FNB") of Bar Harbor, Maine, and its subsidiary, The First National Bank of Bar Harbor. The total value of the transaction was \$47,955,000, and all of the voting equity interest of FNB was acquired in the transaction. The transaction was accounted for as a purchase and the excess of purchase price over the fair value of net identifiable assets acquired equaled \$27,559,000 and was recorded as goodwill, none of which was deductible for tax purposes. The portion of the purchase price related to the core deposit intangible is being amortized over its expected economic life, and goodwill is evaluated annually for possible impairment under the provisions of FASB ASC Topic 350, "Intangibles – Goodwill and Other". As of December 31, 2013, in accordance with Topic 350, the Company completed its annual review of goodwill and determined there has been no impairment. The Bank also carries \$125,000 in goodwill for a de minimus transaction in 2001.



**Note 10. Income Taxes**

The current and deferred components of income tax expense (benefit) were as follows:

<i>For the years ended December 31,</i>	<b>2013</b>	2012	2011
Federal income tax			
Current	\$ 3,234,000	\$ 3,239,000	\$ 2,828,000
Deferred	(56,000)	(108,000)	730,000
	<b>3,178,000</b>	3,131,000	3,558,000
State franchise tax	<b>247,000</b>	240,000	233,000
	<b>\$ 3,425,000</b>	\$ 3,371,000	\$ 3,791,000

The actual tax expense differs from the expected tax expense (computed by applying the applicable U.S. Federal corporate income tax rate to income before income taxes) as follows:

<i>For the years ended December 31,</i>	<b>2013</b>	2012	2011
Expected tax expense	\$ 5,736,000	\$ 5,621,000	\$ 5,654,000
Non-taxable income	(2,326,000)	(2,096,000)	(1,794,000)
State franchise tax, net of federal tax benefit	<b>160,000</b>	156,000	152,000
Tax credits	(414,000)	(414,000)	(383,000)
Other	<b>269,000</b>	104,000	162,000
	<b>\$ 3,425,000</b>	\$ 3,371,000	\$ 3,791,000

Deferred tax assets and liabilities are classified as other assets and other liabilities in the consolidated balance sheets. No valuation allowance is deemed necessary for the deferred tax asset. Items that give rise to the deferred income tax assets and liabilities and the tax effect of each at December 31, 2013 and 2012 are as follows:

	<b>2013</b>	2012
Allowance for loan losses	\$ 4,030,000	\$ 4,375,000
OREO	<b>116,000</b>	131,000
Accrued pension and post-retirement	<b>1,334,000</b>	1,412,000
Unrealized loss on securities available for sale	<b>3,549,000</b>	—
Goodwill	<b>206,000</b>	—
Tax credits, carried forward	<b>539,000</b>	103,000
Other assets	<b>163,000</b>	89,000
Total deferred tax asset	<b>9,937,000</b>	6,110,000
Net deferred loan costs	(884,000)	(770,000)
Depreciation	(2,672,000)	(2,326,000)
Unrealized gain on securities available for sale	—	(4,275,000)
Mortgage servicing rights	(405,000)	(303,000)
Core deposit intangible	(99,000)	(203,000)
Investment in flow through entities	(361,000)	(323,000)
Prepaid expense	(316,000)	(422,000)
Total deferred tax liability	(4,737,000)	(8,622,000)
Net deferred tax asset (liability)	<b>\$ 5,200,000</b>	\$ (2,512,000)

At December 31, 2013, the Company held investments in two limited partnerships with related New Market Tax Credits. These investments are carried at cost and amortized on the effective yield method. The tax credits from these investments are estimated at

\$636,000 and \$636,000 for each of the years ended December 31, 2013 and 2012, respectively, and are recorded as a reduction of income tax expense. Amortization of the investments in the limited partnerships totaled \$520,000 and \$476,000 for the years ended December 31, 2013 and 2012, respectively, and is recognized as a component of income tax expense in the consolidated statements of income. The carrying value of these investments was \$1,026,000 and \$1,546,000 at December 31, 2013 and 2012, respectively, and is recorded in other assets. The Company's total exposure to these limited partnerships was \$4,526,000 and \$5,046,000, at December 31, 2013 and 2012, respectively, which is comprised of the Company's equity investment in the limited partnerships and the balance of a participated loan receivable.

FASB ASC Topic 740 "Income Taxes" defines the criteria that an individual tax position must satisfy for some or all of the benefits of that position to be recognized in a company's financial statements. Topic 740 prescribes a recognition threshold of more-likely-than-not, and a measurement attribute for all tax positions taken or expected to be taken on a tax return, in order for those tax positions to be recognized in the financial statements. The Company is currently open to audit under the statute of limitations by the Internal Revenue Service for the years ended December 31, 2010 through 2012.

### **Note 11. Certificates of Deposit**

The following table represents the breakdown of certificates of deposit at December 31, 2013 and 2012:

	December 31, 2013		December 31, 2012	
Certificates of deposit < \$100,000	\$	210,321,000	\$	199,265,000
Certificates \$100,000 to \$250,000		278,674,000		277,571,000
Certificates \$250,000 and over		42,124,000		28,220,000
	\$	531,119,000	\$	505,056,000

At December 31, 2013, the scheduled maturities of certificates of deposit are as follows:

Year of Maturity	Less than \$100,000	\$100,000 and Greater	All Certificates of Deposit
2014	\$ 126,442,000	\$ 234,238,000	\$ 360,680,000
2015	34,990,000	49,126,000	84,116,000
2016	35,076,000	16,415,000	51,491,000
2017	5,837,000	6,332,000	12,169,000
2018	7,657,000	14,687,000	22,344,000
2019	\$ 319,000	\$ —	\$ 319,000
	\$ 210,321,000	\$ 320,798,000	\$ 531,119,000

Interest on certificates of deposit of \$100,000 or more was \$3,280,000, \$3,358,000, and \$3,606,000 in 2013, 2012 and 2011, respectively.

### **Note 12. Borrowed Funds**

Borrowed funds consist of advances from the Federal Home Loan Bank of Boston (FHLB), Treasury Tax & Loan Notes, and securities sold under agreements to repurchase with municipal and commercial customers. Pursuant to collateral agreements, FHLB advances are collateralized by all stock in FHLB, qualifying first mortgage loans, U.S. Government and Agency securities not pledged to others, and funds on deposit with FHLB. As of December 31, 2013, the Bank's total FHLB borrowing capacity, based on its holding of FHLB stock, was \$234,404,000 of which \$49,800,000 was unused and available for additional borrowings. All FHLB advances as of December 31, 2013, had fixed rates of interest until their respective maturity dates. Securities sold under agreements to repurchase include U.S. agencies securities and other securities. Repurchase agreements have maturity dates ranging from one to 365 days. The Bank also has in place \$48,000,000 in credit lines with correspondent banks and a credit facility of \$131,000,000 with the Federal Reserve Bank of Boston using commercial and home equity loans as collateral which are currently not in use.

Borrowed funds at December 31, 2013 and 2012 have the following range of interest rates and maturity dates:

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*As of December 31, 2013*

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Federal Home Loan Bank Advances		
2014	0.28%-3.20%	\$ 54,500,000
2015	2.03%-2.98%	40,000,000
2016	2.36%-2.44%	30,000,000
2017	0.99%-3.69%	30,000,000
2018	2.25%-3.25%	30,000,000
2019 and thereafter	0.00%	148,000
		<hr/> 184,648,000
Repurchase agreements		
Municipal and commercial customers	0.20%-1.89%	94,477,000
		<hr/> \$ 279,125,000

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*As of December 31, 2012*

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Federal Home Loan Bank Advances		
2013	0.16%-0.31%	\$ 41,245,000
2014	2.73%-3.20%	10,000,000
2015	2.03%-2.98%	40,000,000
2016	2.36%-2.44%	30,000,000
2017	0.99%-3.69%	30,000,000
2018 and thereafter	0.00%-3.25%	30,156,000
		<hr/> 181,401,000
Repurchase agreements		
Municipal and commercial customers	0.20%-1.89%	101,504,000
		<hr/> \$ 282,905,000

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**Note 13. Employee Benefit Plans**

***401(k) Plan***

The Bank has a defined contribution plan available to substantially all employees who have completed three months of service. Employees may contribute up to IRS-determined limits and the Bank may provide a match to employee contributions not to exceed 3.0% of compensation depending on contribution level. Subject to a vote of the Board of Directors, the Bank may also make a profit-sharing contribution to the Plan. Such contribution equaled 2.0% of each eligible employee's compensation in 2013, 2012, and 2011. The expense related to the 401(k) plan was \$414,000, \$363,000, and \$341,000 in 2013, 2012, and 2011, respectively.

***Supplemental Retirement Plan***

The Bank also provides unfunded, non-qualified supplemental retirement benefits for certain officers, payable in installments over 20 years upon retirement or death. The agreements consist of individual contracts with differing characteristics that, when taken together, do not constitute a post-retirement plan. The costs for these benefits are recognized over the service periods of the participating officers in accordance with FASB ASC Topic 712, "Compensation – Nonretirement Postemployment Benefits". The expense of these supplemental plans was \$309,000 in 2013, \$289,000 in 2012, and \$307,000 in 2011. As of December 31, 2013 and 2012, the accrued liability of these plans was \$2,333,000 and \$2,080,000, respectively.

***Post-Retirement Benefit Plans***

The Bank sponsors two post-retirement benefit plans. One plan currently provides a subsidy for health insurance premiums to certain retired employees and a future subsidy for seven active employees who were age 50 and over in 1996. These subsidies are based on years of service and range between \$40 and \$1,200 per month per person. The other plan provides life insurance coverage to certain retired employees. The Bank also provides health insurance for retired directors. None of these plans are pre-funded.

The Company utilizes FASB ASC Topic 712, "Compensation – Nonretirement Postemployment Benefits", to recognize the overfunded or underfunded status of a defined benefit post-retirement plan (other than a multiemployer plan) as an asset or liability in its balance sheet and to recognize changes in the funded status in the year in which the changes occur through comprehensive income (loss) of a business entity.

The following table sets forth the accumulated postretirement benefit obligation and funded status:

<i>At December 31,</i>	2013	2012	2011
<b>Change in benefit obligations</b>			
Benefit obligation at beginning of year:	\$ 1,954,000	\$ 1,848,000	\$ 1,796,000
Service cost	21,000	16,000	12,000
Interest cost	86,000	107,000	112,000
Benefits paid	(107,000)	(103,000)	(134,000)
Actuarial (gain) loss	(475,000)	86,000	62,000
Benefit obligation at end of year:	\$ 1,479,000	\$ 1,954,000	\$ 1,848,000
<b>Funded status</b>			
Benefit obligation at end of year	\$ (1,479,000)	\$ (1,954,000)	\$ (1,848,000)
Unamortized (gain) loss	(289,000)	186,000	100,000
Unrecognized transition obligation	—	5,000	34,000
Accrued benefit cost	\$ (1,768,000)	\$ (1,763,000)	\$ (1,714,000)
<b>Weighted average discount rate as of December 31</b>	<b>5.0%</b>	<b>4.5%</b>	<b>6.5%</b>

The following table sets forth the net periodic pension cost:

<i>For the years ended December 31,</i>	2013	2012	2011
<b>Components of net periodic benefit cost</b>			
Service cost	\$ 21,000	\$ 16,000	\$ 12,000
Interest cost	86,000	107,000	112,000
Amortization of unrecognized transition obligation	5,000	29,000	29,000
Amortization of accumulated losses	—	—	11,000
Net periodic benefit cost	\$ 112,000	\$ 152,000	\$ 164,000
<b>Weighted average discount rate for net periodic cost</b>	<b>4.5%</b>	<b>6.5%</b>	<b>6.5%</b>

The measurement date for benefit obligations was as of year-end for all years presented. The estimated amount of benefits to be paid in 2014 is \$102,000. For years ending 2015 through 2018, the estimated amount of benefits to be paid is \$103,000, \$117,000, \$118,000 and \$119,000 respectively, and the total estimated amount of benefits to be paid for years ended 2019 through 2023 is \$551,000. Plan expense for 2014 is estimated to be \$59,000.

In accordance with FASB ASC Topic 715, "Compensation – Retirement Benefits", amounts not yet reflected in net periodic benefit cost and included in accumulated other comprehensive income (loss) are as follows:

<i>At December 31,</i>	2013	2012	Portion to Be Recognized in Income in 2014
Unamortized net actuarial gain (loss)	\$ 289,000	\$ (186,000)	\$ 12,000
Unrecognized transition obligation	—	(5,000)	—
	289,000	(191,000)	12,000
Deferred tax benefit (expense) at 35%	(101,000)	68,000	(4,000)
Net unrecognized post-retirement benefits included in accumulated other comprehensive income (loss)	\$ 188,000	\$ (123,000)	\$ 8,000

#### **Note 14. Other Comprehensive Income (Loss)**

The following table summarizes activity in the unrealized gain or loss on available for sale securities included in other comprehensive income (loss) for the years ended December 31, 2013, 2012 and 2011.

<i>For the years ended December 31,</i>	<b>2013</b>	2012	2011
Balance at beginning of year	\$ <b>7,940,000</b>	\$ 7,401,000	\$ (2,057,000)
Unrealized gains (losses) arising during the period	<b>(21,268,000)</b>	2,797,000	17,844,000
Realized gains during the period	<b>(1,087,000)</b>	(1,968,000)	(3,293,000)
Related deferred taxes	<b>7,824,000</b>	(290,000)	(5,093,000)
Net change	<b>(14,531,000)</b>	539,000	9,458,000
Balance at end of year	\$ <b>(6,591,000)</b>	\$ 7,940,000	\$ 7,401,000

The reclassification of realized gains is included in the net securities gains line of the consolidated statements of income and comprehensive income (loss) and the tax effect is included in the income tax expense line of the same statement.

The following table summarizes activity in the unrealized gain or loss on postretirement benefits included in other comprehensive income (loss) for the years ended December 31, 2013, 2012, and 2011:

<i>For the years ended December 31,</i>	<b>2013</b>	2012	2011
Unrecognized postretirement benefits at beginning of period	\$ <b>(123,000)</b>	\$ (87,000)	\$ (73,000)
Amortization of unrecognized transition obligation	<b>5,000</b>	29,000	29,000
Change in unamortized net actuarial gain (loss)	<b>475,000</b>	(86,000)	(51,000)
Related deferred taxes	<b>(169,000)</b>	21,000	8,000
Unrecognized postretirement benefits at end of period	\$ <b>188,000</b>	\$ (123,000)	\$ (87,000)

#### **Note 15. Preferred and Common Stock**

##### **Preferred Stock**

On January 9, 2009, the Company issued \$25,000,000 in Fixed Rate Cumulative Perpetual Preferred Stock, Series A, having a liquidation preference of \$1,000 per share, to the U.S. Treasury under the Capital Purchase Program ("the CPP Shares"). The CPP Shares called for cumulative dividends at a rate of 5.0% per year for the first 5 years, and at a rate of 9.0% per year in following years, payable quarterly in arrears on February 15, May 15, August 15 and November 15 of each year.

On August 24, 2011, the Company repurchased \$12,500,000 of the CPP Shares. Almost all of the repayment was made from retained earnings accumulated since the preferred stock was issued in 2009. On March 27, 2013, the Company repurchased \$2,500,000 of the CPP Shares with funds from its operating account. On May 8, 2013, the Company repurchased the remaining \$10,000,000 of the CPP Shares using proceeds from the Company's common stock offering in the first quarter of 2013. All the repurchase transactions were approved by the Federal Reserve Bank of Boston, the Company's primary regulator.

Incident to such issuance, the Company issued to the U.S. Treasury warrants (the "Warrants") to purchase up to 225,904 shares of the Company's common stock at a price per share of \$16.60 (subject to adjustment). The Warrants (and any shares of common stock issuable pursuant to the Warrants) are freely transferable by Treasury to third parties and the Company has filed a registration statement with the Securities and Exchange Commission to allow for possible resale of such securities.

The Warrants have a term of ten years and could be exercised by Treasury or a subsequent holder at any time or from time to time during their term. To the extent they had not previously been exercised, the Warrants would expire after 10 years. Treasury will not vote any shares of common stock it receives upon exercise of the Warrants, but that restriction would not apply to third parties to whom Treasury transferred the Warrants. The Warrants (and any common stock issued upon exercise of the Warrants) could be transferred to third parties separately from the CPP Shares. The proceeds from the sale of the CPP Shares were allocated between the CPP Shares and Warrants based on their relative fair values on the issue date. The fair value of the Warrants was determined using the Black-Scholes model which includes the following assumptions: common stock price of \$16.60 per share, dividend yield of 4.70%, stock price volatility of 24.43%, and a risk-free interest rate of 2.01%. The discount on the CPP Shares was based on the value that was allocated to the Warrants upon issuance, and is being accreted back to the value of the CPP Shares over a five-year

period (the expected life of the shares upon issuance) on a straight-line basis. The Warrants were unchanged as a result of the CPP Shares repurchase transaction and remain outstanding.

### **Common Stock**

The Company has reserved 700,000 shares of its common stock to be made available to directors and employees who elect to participate in the stock purchase or savings and investment plans. As of December 31, 2013, 533,796 shares had been issued pursuant to these plans, leaving 166,204 shares available for future use. The issuance price is based on the market price of the stock at issuance date. Sales of stock to directors and employees amounted to 11,385 shares in 2013, 12,451 shares in 2012, and 12,775 shares in 2011.

In 2001, the Company established a dividend reinvestment plan to allow shareholders to use their cash dividends for the automatic purchase of shares in the Company. When the plan was established, 600,000 shares were registered with the Securities and Exchange Commission, and as of December 31, 2013, 212,588 shares have been issued, leaving 387,412 shares for future use. Participation in this plan is optional and at the individual discretion of each Shareholder. Shares are purchased for the plan from the Company at a price per share equal to the average of the daily bid and asked prices reported on the NASDAQ System for the five trading days immediately preceding, but not including, the dividend payment date. Sales of stock under the Dividend Reinvestment Plan amounted to 12,008 shares in 2013, 14,056 shares in 2012, and 14,387 shares in 2011.

On March 28, 2013, the Company consummated a fully underwritten offering for 760,771 shares of the Company's common stock, with net proceeds of \$11,649,000. The Company used these proceeds to repurchase the remaining \$10,000,000 of CPP Shares on May 8, 2013.

### **Note 16. Stock Options and Stock-Based Compensation**

At the 2010 Annual Meeting, shareholders approved the 2010 Equity Incentive Plan (the "2010 Plan"). This reserves 400,000 shares of common stock for issuance in connection with stock options, restricted stock awards and other equity based awards to attract and retain the best available personnel, provide additional incentive to officers, employees and non-employee Directors and promote the success of our business. Such grants and awards will be structured in a manner that does not encourage the recipients to expose the Company to undue or inappropriate risk. Options issued under the 2010 Plan will qualify for treatment as incentive stock options for purposes of Section 422 of the Internal Revenue Code. Other compensation under the 2010 Plan will qualify as performance-based for purposes of Section 162(m) of the Internal Revenue Code, and will satisfy NASDAQ guidelines relating to equity compensation.

As of December 31, 2013, 46,841 shares of restricted stock had been granted under the 2010 Plan, as detailed in the following table:

Year Granted	Vesting Term (In Years)	Shares	Remaining Term (In Years)
2011	4.0	1,500	1.1
2011	5.0	5,500	2.1
2012	3.0	2,027	1.2
2012	4.0	2,704	2.2
2012	5.0	7,996	3.2
2013	2.0	8,529	1.0
2013	3.0	8,886	2.1
2013	5.0	9,699	4.1
		46,841	2.4

The compensation cost related to these restricted stock grants was \$756,000 and will be recognized over the vesting terms of each grant. In 2013, \$214,000 of expense was recognized for these restricted shares, leaving \$433,000 in unrecognized expense as of December 31, 2013. In 2012, \$85,000 of expense was recognized for restricted shares, leaving \$207,000 in unrecognized expense as of December 31, 2012.

The Company established a shareholder-approved stock option plan in 1995 (the "1995 Plan"), under which the Company granted options to employees for 600,000 shares of common stock. Only incentive stock options were granted under the 1995 Plan. The option price of each option grant was determined by the Options Committee of the Board of Directors, and in no instance was less than the fair market value on the date of the grant. An option's maximum term was ten years from the date of grant, with 50% of the options granted vesting two years from the date of grant and the remaining 50% vesting five years from the date of grant. As of January 16, 2005, all options under the 1995 Plan had been granted.

The Company applies the fair value recognition provisions of FASB ASC Topic 718, "Compensation – Stock Compensation", to stock-based employee compensation. As of December 31, 2013, all outstanding options were fully vested and all compensation

cost for options had been recognized. A summary of the status of outstanding stock options as of December 31, 2013 and changes during the year then ended, is presented below.

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (In years)	Aggregate Intrinsic Value
Outstanding at December 31, 2012	42,000	\$ 18.00		
Granted in 2013	—	—		
Exercised in 2013	—	\$ —		\$ —
Forfeited in 2013	—	—		
Outstanding at December 31, 2013	42,000	\$ 18.00	1.0	—
Exercisable at December 31, 2013	42,000	\$ 18.00	1.0	—

**Note 17. Earnings Per Share**

The following table provides detail for basic earnings per share (EPS) and diluted earnings per share for the years ended December 31, 2013, 2012 and 2011:

	Income (Numerator)	Shares (Denominator)	Per-Share Amount
<b>For the year ended December 31, 2013</b>			
Net income as reported	\$ 12,965,000		
Less dividends and amortization of premium on preferred stock	384,000		
Basic EPS: Income available to common shareholders	12,581,000	10,469,446	\$ 1.20
Effect of dilutive securities: warrants and restricted stock		51,609	
Diluted EPS: Income available to common shareholders plus assumed conversions	\$ 12,581,000	10,521,055	\$ 1.20
<b>For the year ended December 31, 2012</b>			
Net income as reported	\$ 12,688,000		
Less dividends and amortization of premium on preferred stock	723,000		
Basic EPS: Income available to common shareholders	11,965,000	9,828,925	\$ 1.22
Effect of dilutive securities: restricted stock		17,606	
Diluted EPS: Income available to common shareholders plus assumed conversions	\$ 11,965,000	9,846,531	\$ 1.22
<b>For the year ended December 31, 2011</b>			
Net income as reported	\$ 12,364,000		
Less dividends and amortization of premium on preferred stock	1,208,000		
Basic EPS: Income available to common shareholders	11,156,000	9,788,610	\$ 1.14
Effect of dilutive securities: incentive stock options and restricted stock		9,619	
Diluted EPS: Income available to common shareholders plus assumed conversions	\$ 11,156,000	9,798,229	\$ 1.14

All earnings per share calculations have been made using the weighted average number of shares outstanding during the period. The dilutive securities are incentive stock options granted to certain key members of Management and warrants granted to the U.S. Treasury under the Capital Purchase Program. The dilutive number of shares has been calculated using the treasury method, assuming that all granted options and warrants were exercisable at the end of each period.

The following table presents the number of options and warrants outstanding as of December 31, 2013, 2012 and 2011 and the amount which are above or below the strike price:

	Outstanding	In-the-Money	Out-of-the-Money
<b>As of December 31, 2013</b>			
Incentive stock options	42,000	—	42,000
Warrants issued to U.S. Treasury	225,904	225,904	—
Total dilutive securities	267,904	225,904	42,000
<b>As of December 31, 2012</b>			
Incentive stock options	42,000	—	42,000
Warrants issued to U.S. Treasury	225,904	—	225,904
Total dilutive securities	267,904	—	267,904
<b>As of December 31, 2011</b>			
Incentive stock options	51,000	9,000	42,000
Warrants issued to U.S. Treasury	225,904	—	225,904
Total dilutive securities	276,904	9,000	267,904



## **Note 18. Regulatory Capital Requirements**

The ability of the Company to pay cash dividends to its shareholders depends primarily on receipt of dividends from its subsidiary, the Bank. The subsidiary may pay dividends to its parent out of so much of its net income as the Bank's directors deem appropriate, subject to the limitation that the total of all dividends declared by the Bank in any calendar year may not exceed the total of its net income of that year combined with its retained net income of the preceding two years and subject to minimum regulatory capital requirements. The amount available for dividends in 2014 will be 2014 earnings plus retained earnings of \$9,238,000 from 2013 and 2012.

The payment of dividends by the Company is also affected by various regulatory requirements and policies, such as the requirements to maintain adequate capital. In addition, if, in the opinion of the applicable regulatory authority, a bank under its jurisdiction is engaged in or is about to engage in an unsafe or unsound practice (which, depending on the financial condition of the bank, could include the payment of dividends), that authority may require, after notice and hearing, that such bank cease and desist from that practice. The Federal Reserve Bank and the Comptroller of the Currency have each indicated that paying dividends that deplete a bank's capital base to an inadequate level would be an unsafe and unsound banking practice. The Federal Reserve Bank, the Comptroller and the Federal Deposit Insurance Corporation have issued policy statements which provide that bank holding companies and insured banks should generally only pay dividends out of current operating earnings.

In addition to the effect on the payment of dividends, failure to meet minimum capital requirements can also result in mandatory and discretionary actions by regulators that, if undertaken, could have an impact on the Company's operations. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measurements of the Bank's assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios set forth in the table below of Tier 1 capital and Tier 2 or total capital to risk-weighted assets and of Tier 1 capital to average assets. Management believes, as of December 31, 2013, that the Bank meets all capital adequacy requirements to which it is subject.

As of December 31, 2013, the most recent notification from the Office of the Comptroller of the Currency classified the Bank as well-capitalized under the regulatory framework for prompt corrective action. To be categorized as well-capitalized, the Bank must maintain minimum total risk-based, Tier 1 risk-based, and Tier 1 leverage ratios as set forth in the table. There are no conditions or events since this notification that Management believes have changed the institution's category.

The actual and minimum capital amounts and ratios for the Bank are presented in the following table:

	Actual	For capital adequacy purposes	To be well-capitalized under prompt corrective action provisions
<b>As of December 31, 2013</b>			
Tier 2 capital to risk-weighted assets	\$ 131,146,000 15.90%	\$ 65,996,000 8.00%	\$ 82,495,000 10.00%
Tier 1 capital to risk-weighted assets	\$ 120,819,000 14.65%	\$ 32,998,000 4.00%	\$ 49,497,000 6.00%
Tier 1 capital to average assets	\$ 120,819,000 8.45%	\$ 57,203,000 4.00%	\$ 71,504,000 5.00%
<b>As of December 31, 2012</b>			
Tier 2 capital to risk-weighted assets	\$ 124,366,000 15.66%	\$ 63,531,000 8.00%	\$ 79,414,000 10.00%
Tier 1 capital to risk-weighted assets	\$ 114,419,000 14.41%	\$ 31,765,000 4.00%	\$ 47,648,000 6.00%
Tier 1 capital to average assets	\$ 114,419,000 8.23%	\$ 55,636,000 4.00%	\$ 69,545,000 5.00%

The actual and minimum capital amounts and ratios for the Company, on a consolidated basis, are presented in the following table:

	Actual	For capital adequacy purposes	To be well-capitalized under prompt corrective action provisions
<b>As of December 31, 2013</b>			
Tier 2 capital to risk-weighted assets	\$ 132,294,000 16.03%	\$ 66,005,000 8.00%	n/a n/a
Tier 1 capital to risk-weighted assets	\$ 121,967,000 14.78%	\$ 33,002,000 4.00%	n/a n/a
Tier 1 capital to average assets	\$ 121,967,000 8.67%	\$ 56,280,000 4.00%	n/a n/a
<b>As of December 31, 2012</b>			
Tier 2 capital to risk-weighted assets	\$ 127,557,000 16.05%	\$ 63,579,000 8.00%	n/a n/a
Tier 1 capital to risk-weighted assets	\$ 117,603,000 14.80%	\$ 31,790,000 4.00%	n/a n/a
Tier 1 capital to average assets	\$ 117,603,000 8.46%	\$ 55,628,000 4.00%	n/a n/a

#### **Note 19. Off-Balance-Sheet Financial Instruments and Concentrations of Credit Risk**

The Bank is party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to originate loans, commitments for unused lines of credit, and standby letters of credit. The instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the consolidated balance sheets. The contract amounts of those instruments reflect the extent of involvement the Bank has in particular classes of financial instruments.

Commitments for unused lines are agreements to lend to a customer provided there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Bank evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Bank upon extension of credit, is based on Management's credit evaluation of the borrower. The Bank did not incur any losses on its commitments in 2013, 2012 or 2011.

Standby letters of credit are conditional commitments issued by the Bank to guarantee a customer's performance to a third party, with the customer being obligated to repay (with interest) any amounts paid out by the Bank under the letter of credit. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers.

The Bank's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for loan commitments and standby letters of credit is represented by the contractual amount of those instruments. The Bank uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments.

At December 31, 2013 and 2012, the Bank had the following off-balance-sheet financial instruments, whose contract amounts represent credit risk:

<i>As of December 31,</i>	<b>2013</b>	2012
Unused lines, collateralized by residential real estate	<b>\$ 58,265,000</b>	\$ 56,420,000
Other unused commitments	<b>48,646,000</b>	45,747,000
Standby letters of credit	<b>4,086,000</b>	2,700,000
Commitments to extend credit	<b>7,224,000</b>	6,245,000
<b>Total</b>	<b>\$ 118,221,000</b>	\$ 111,112,000

The Bank grants residential, commercial and consumer loans to customers principally located in the Mid-Coast and Down East regions of Maine. Collateral on these loans typically consists of residential or commercial real estate, or personal property. Although the loan portfolio is diversified, a substantial portion of borrowers' ability to honor their contracts is dependent on the economic conditions in the area, especially in the real estate sector.

### **Note 20. Fair Value Disclosures**

Certain assets and liabilities are recorded at fair value to provide additional insight into the Company's quality of earnings. Some of these assets and liabilities are measured on a recurring basis while others are measured on a nonrecurring basis, with the determination based upon applicable existing accounting pronouncements. For example, securities available for sale are recorded at fair value on a recurring basis. Other assets, such as, mortgage servicing rights, loans held for sale, and impaired loans, are recorded at fair value on a nonrecurring basis using the lower of cost or market methodology to determine impairment of individual assets. The Company groups assets and liabilities which are recorded at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. A financial instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement (with level 1 considered highest and level 3 considered lowest). A brief description of each level follows.

**Level 1** – Valuation is based upon quoted prices for identical instruments in active markets.

**Level 2** – Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.

**Level 3** – Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates that market participants would use in pricing the asset or liability. Valuation includes use of discounted cash flow models and similar techniques.

The fair value methods and assumptions for the Company's financial instruments and other assets measured at fair value are set forth below.

#### ***Cash, Cash Equivalents and Interest-Bearing Deposits in Other Banks***

The carrying values of cash equivalents, due from banks and federal funds sold approximate their relative fair values. As such, the Company classifies these financial instruments as Level 1.

#### ***Investment Securities***

The fair values of investment securities are estimated by independent providers based on quoted prices for similar securities. In obtaining such valuation information from third parties, the Company has evaluated their valuation methodologies used to develop the fair values in order to determine whether the valuations are representative of an exit price in the Company's principal markets. The Company's principal markets for its securities portfolios are the secondary institutional markets, with an exit price that is predominantly reflective of bid level pricing in those markets. As such, the Company classifies investment securities as Level 2. Fair values are calculated based on the value of one unit without regard to any premium or discount that may result from concentrations of ownership of a financial instrument, possible tax ramifications, or estimated transaction costs. If these considerations had been incorporated into the fair value estimates, the aggregate fair value could have been changed. The carrying values of restricted equity securities approximate fair values.

#### ***Loans Held for Sale***

Loans held for sale are recorded at the lower of carrying value or market value. The fair value of mortgage loans held for sale is based on what secondary markets are currently offering for portfolios with similar characteristics. As such, the Company classifies mortgage loans held for sale as Level 2.

### ***Loans***

Fair values are estimated for portfolios of loans with similar financial characteristics. The fair values of performing loans are calculated by discounting scheduled cash flows through the estimated maturity using estimated market discount rates that reflect the credit and interest risk inherent in the loan. The estimates of maturity are based on the Company's historical experience with repayments for each loan classification, modified, as required, by an estimate of the effect of current economic and lending conditions, and the effects of estimated prepayments. Assumptions regarding credit risk, cash flows, and discount rates are judgmentally determined using available market information and specific borrower information. Management has made estimates of fair value using discount rates that it believes to be reasonable. However, because there is no market for many of these financial instruments, Management has no basis to determine whether the fair value presented above would be indicative of the value negotiated in an actual sale. As such, the Company classifies loans as Level 3, except for impaired loans. Fair values of impaired loans are based on estimated cash flows and are discounted using a rate commensurate with the risk associated with the estimated cash flows, or if collateral dependent, discounted to the appraised value of the collateral, as determined by reference to sales prices of similar properties, less costs to sell. As such, the Company classifies impaired loans as Level 2.

### ***Other Real Estate Owned***

Real estate acquired through foreclosure is initially recorded at fair value. The fair value of other real estate owned is based on property appraisals and an analysis of sales prices of similar properties. As such, the Company records other real estate owned as nonrecurring Level 2.

### ***Mortgage Servicing Rights***

Mortgage servicing rights represent the value associated with servicing residential mortgage loans. Servicing assets and servicing liabilities are reported using the amortization method and compared to fair value for impairment. In evaluating the fair values of mortgage servicing rights, the Company obtains third party valuations based on loan level data including note rate, type and term of the underlying loans. As such, the Company classifies mortgage servicing rights as Level 2.

### ***Accrued Interest Receivable***

The fair value estimate of this financial instrument approximates the carrying value as this financial instrument has a short maturity. It is the Company's policy to stop accruing interest on loans for which it is probable that the interest is not collectible. Therefore, this financial instrument has been adjusted for estimated credit loss. As such, the Company classifies accrued interest receivable as Level 2.

### ***Deposits***

The fair value of deposits is based on the discounted value of contractual cash flows. The discount rate is estimated using the rates currently offered for deposits of similar remaining maturities. As such, the Company classifies deposits as Level 2.

The fair value estimates do not include the benefit that results from the low-cost funding provided by the deposits compared to the cost of borrowing funds in the market. If that value were considered, the fair value of the Company's net assets could increase.

### ***Borrowed Funds***

The fair value of borrowed funds is based on the discounted value of contractual cash flows. The discount rate is estimated using the rates currently available for borrowings of similar remaining maturities. As such, the Company classifies borrowed funds as Level 2.

### ***Accrued Interest Payable***

The fair value estimate approximates the carrying amount as this financial instrument has a short maturity. As such, the Company classifies accrued interest payable as Level 2.

### ***Off-Balance-Sheet Instruments***

Off-balance-sheet instruments include loan commitments. Fair values for loan commitments have not been presented as the future revenue derived from such financial instruments is not significant.

### ***Limitations***

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These values do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on Management's judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates. Fair value estimates are based on existing on- and off-balance-sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not

considered financial instruments. Other significant assets and liabilities that are not considered financial instruments include the deferred tax asset, premises and equipment, and other real estate owned. In addition, tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in any of the estimates.

#### Assets and Liabilities Recorded at Fair Value on a Recurring Basis

The following table presents the balances of assets and liabilities that were measured at fair value on a recurring basis as of December 31, 2013 and 2012.

	At December 31, 2013			
	Level 1	Level 2	Level 3	Total
<b>Securities available for sale</b>				
Mortgage-backed securities	\$ —	\$ 177,729,000	\$ —	\$ 177,729,000
State and political subdivisions	—	126,315,000	—	126,315,000
Other equity securities	—	1,780,000	—	1,780,000
<b>Total assets</b>	<b>\$ —</b>	<b>\$ 305,824,000</b>	<b>\$ —</b>	<b>\$ 305,824,000</b>

	At December 31, 2012			
	Level 1	Level 2	Level 3	Total
<b>Securities available for sale</b>				
Mortgage-backed securities	\$ —	\$ 169,093,000	\$ —	\$ 169,093,000
State and political subdivisions	—	120,944,000	—	120,944,000
Other equity securities	—	1,577,000	—	1,577,000
<b>Total assets</b>	<b>\$ —</b>	<b>\$ 291,614,000</b>	<b>\$ —</b>	<b>\$ 291,614,000</b>

#### Assets and Liabilities Recorded at Fair Value on a Non-Recurring Basis

The following table presents assets measured at fair value on a nonrecurring basis that have had a fair value adjustment since their initial recognition. Other real estate owned is presented net of an allowance for losses of \$330,000 and \$373,000 at December 2013 and 2012, respectively. Impaired loans measured at fair value only include impaired loans with a related specific allowance for loan losses and are presented net of their related specific allowance for loan losses of \$1,309,000 and \$3,539,000 at December 31, 2013 and 2012, respectively. The December 31, 2012 non-recurring fair value table includes all impaired loans with a related allowance. The Company refined its process for identifying impaired loans for purposes of fair value disclosures; accordingly the December 31, 2013 fair value table only includes those impaired loans for which the related allowance results in a fair value measure, as described above.

	At December 31, 2013			
	Level 1	Level 2	Level 3	Total
Other real estate owned	\$ —	\$ 4,807,000	\$ —	\$ 4,807,000
Impaired loans	—	1,116,000	—	1,116,000
<b>Total Assets</b>	<b>\$ —</b>	<b>\$ 5,923,000</b>	<b>\$ —</b>	<b>\$ 5,923,000</b>

	At December 31, 2012			
	Level 1	Level 2	Level 3	Total
Other real estate owned	\$ —	\$ 7,593,000	\$ —	\$ 7,593,000
Impaired loans	—	13,923,000	—	13,923,000
<b>Total Assets</b>	<b>\$ —</b>	<b>\$ 21,516,000</b>	<b>\$ —</b>	<b>\$ 21,516,000</b>

## Fair Value of Financial Instruments

FASB ASC Topic 825, "Financial Instruments," requires disclosures of fair value information about financial instruments, whether or not recognized in the balance sheet, if the fair values can be reasonably determined. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Company's various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques using observable inputs when available. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument. FASB ASC Topic 825 excludes certain financial instruments and all nonfinancial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts presented may not necessarily represent the underlying fair value of the Company.

The carrying amounts and estimated fair values for financial instruments as of December 31, 2013 were as follows:

<i>As of December 31, 2013</i>	Carrying value	Estimated fair value	Level 1	Level 2	Level 3
<b>Financial assets</b>					
Cash and cash equivalents	\$ 16,570,000	\$ 16,570,000	\$ 16,570,000	\$ —	\$ —
Interest bearing deposits in other banks	2,562,000	2,562,000	2,562,000	—	—
Securities available for sale	305,824,000	305,824,000	—	305,824,000	—
Securities to be held to maturity	169,277,000	158,336,000	—	158,336,000	—
Restricted equity securities	13,912,000	13,912,000	—	13,912,000	—
Loans held for sale	83,000	83,000	—	83,000	—
Loans (net of allowance for loan losses)					
Commercial					
Real estate	240,555,000	239,973,000	—	109,000	239,864,000
Construction	19,709,000	19,661,000	—	—	19,661,000
Other	92,625,000	92,855,000	—	229,000	92,626,000
Municipal	19,099,000	19,358,000	—	—	19,358,000
Residential					
Term	375,932,000	381,918,000	—	778,000	381,140,000
Construction	11,778,000	11,794,000	—	—	11,794,000
Home equity line of credit	90,759,000	90,542,000	—	—	90,542,000
Consumer	14,396,000	14,438,000	—	—	14,438,000
<b>Total loans</b>	<b>864,853,000</b>	<b>870,539,000</b>	<b>—</b>	<b>1,116,000</b>	<b>869,423,000</b>
Mortgage servicing rights	1,158,000	1,948,000	—	1,948,000	—
Accrued interest receivable	5,038,000	5,038,000	—	5,038,000	—
<b>Financial liabilities</b>					
Demand deposits	\$ 106,125,000	\$ 96,175,000	\$ —	\$ 96,175,000	\$ —
NOW deposits	151,322,000	129,815,000	—	129,815,000	—
Money market deposits	86,730,000	67,968,000	—	67,968,000	—
Savings deposits	149,103,000	122,891,000	—	122,891,000	—
Local certificates of deposit	226,658,000	228,767,000	—	228,767,000	—
National certificates of deposit	304,461,000	306,346,000	—	306,346,000	—
<b>Total deposits</b>	<b>1,024,399,000</b>	<b>951,962,000</b>	<b>—</b>	<b>951,962,000</b>	<b>—</b>
Repurchase agreements	94,477,000	94,477,000	—	94,477,000	—
Federal Home Loan Bank advances	184,648,000	189,644,000	—	189,644,000	—
<b>Total borrowed funds</b>	<b>279,125,000</b>	<b>284,121,000</b>	<b>—</b>	<b>284,121,000</b>	<b>—</b>
Accrued interest payable	599,000	599,000	—	599,000	—

The carrying amounts and estimated fair values for financial instruments as of December 31, 2012 were as follows:

<i>As of December 31, 2012</i>	Carrying value	Estimated fair value	Level 1	Level 2	Level 3
<b>Financial assets</b>					
Cash and cash equivalents	\$ 14,958,000	\$ 14,958,000	\$ 14,958,000	\$ —	\$ —
Interest bearing deposits in other banks	1,638,000	1,638,000	1,638,000	—	—
Securities available for sale	291,614,000	291,614,000	—	291,614,000	—
Securities to be held to maturity	143,320,000	150,247,000	—	150,247,000	—
Restricted equity securities	14,448,000	14,448,000	—	14,448,000	—
Loans held for sale	1,035,000	1,035,000	—	1,035,000	—
Loans (net of allowance for loan losses)					
Commercial					
Real estate	245,046,000	244,365,000	—	4,865,000	239,500,000
Construction	20,960,000	20,902,000	—	2,284,000	18,618,000
Other	78,985,000	79,312,000	—	472,000	78,840,000
Municipal	14,685,000	16,058,000	—	—	16,058,000
Residential					
Term	378,258,000	390,223,000	—	6,302,000	383,921,000
Construction	6,447,000	6,430,000	—	—	6,430,000
Home equity line of credit	98,381,000	99,038,000	—	—	99,038,000
Consumer	14,022,000	14,392,000	—	—	14,392,000
<b>Total loans</b>	<b>856,784,000</b>	<b>870,720,000</b>	<b>—</b>	<b>13,923,000</b>	<b>856,797,000</b>
Mortgage servicing rights	867,000	1,228,000	—	1,228,000	—
Accrued interest receivable	4,912,000	4,912,000	—	4,912,000	—
<b>Financial liabilities</b>					
Demand deposits	\$ 90,252,000	\$ 91,544,000	\$ —	\$ 91,544,000	\$ —
NOW deposits	147,309,000	141,436,000	—	141,436,000	—
Money market deposits	80,983,000	71,799,000	—	71,799,000	—
Savings deposits	135,250,000	126,142,000	—	126,142,000	—
Local certificates of deposit	218,571,000	223,748,000	—	223,748,000	—
National certificates of deposit	286,485,000	290,457,000	—	290,457,000	—
<b>Total deposits</b>	<b>958,850,000</b>	<b>945,126,000</b>	<b>—</b>	<b>945,126,000</b>	<b>—</b>
Repurchase agreements	101,504,000	101,504,000	—	101,504,000	—
Federal Home Loan Bank advances	181,401,000	189,321,000	—	189,321,000	—
<b>Total borrowed funds</b>	<b>282,905,000</b>	<b>290,825,000</b>	<b>—</b>	<b>290,825,000</b>	<b>—</b>
Accrued interest payable	619,000	619,000	—	619,000	—

**Note 21. Other Operating Income and Expense**

Other operating income and other operating expense include the following items greater than 1% of revenues.

<i>For the years ended December 31,</i>	<b>2013</b>	2012	2011
<b>Other operating income</b>			
ATM and debit card income	\$ <b>2,440,000</b>	\$ 1,994,000	\$ 1,744,000
<b>Other operating expense</b>			
Advertising and marketing expense	\$ <b>1,117,000</b>	\$ 935,000	\$ 713,000
Accounting and auditing expenses	<b>674,000</b>	630,000	631,000
Collections/foreclosures/ other real estate owned expense	<b>878,000</b>	606,000	964,000
ATM and interchange expense	<b>778,000</b>	940,000	848,000
Legal fees and expenses	<b>482,000</b>	715,000	670,000

**Note 22. Legal Contingencies**

Various legal claims also arise from time to time in the normal course of business which, in the opinion of Management, will have no material effect on the Company's consolidated financial statements.

**Note 23. Reclassifications**

Certain items from prior years were reclassified in the financial statements to conform with the current year presentation. These do not have a material impact on the balance sheet or statement of income presentations.



**Note 24. Condensed Financial Information of Parent**

Condensed financial information for The First Bancorp, Inc. exclusive of its subsidiary is as follows:

**Balance Sheets**

<i>As of December 31,</i>	<b>2013</b>	<b>2012</b>
<b><u>Assets</u></b>		
Cash and cash equivalents	\$ 1,113,000	\$ 2,685,000
Dividends receivable	1,500,000	1,900,000
Investments	543,000	429,000
Investment in subsidiary	117,391,000	125,580,000
Premises and equipment	32,000	43,000
Goodwill	27,559,000	27,559,000
Other assets	203,000	72,000
<b>Total assets</b>	<b>\$ 148,341,000</b>	<b>\$ 158,268,000</b>
<b><u>Liabilities and shareholders' equity</u></b>		
Dividends payable	\$ 2,134,000	\$ 1,923,000
Other liabilities	109,000	22,000
<b>Total liabilities</b>	<b>2,243,000</b>	<b>1,945,000</b>
Shareholders' equity		
Preferred stock	—	12,402,000
Common stock	106,000	98,000
Additional paid-in capital	58,395,000	46,314,000
Retained earnings	87,523,000	97,509,000
Accumulated other comprehensive income		
Net unrealized gain on available for sale securities, net of tax	74,000	—
<b>Total accumulated other comprehensive income</b>	<b>74,000</b>	<b>—</b>
<b>Total shareholders' equity</b>	<b>146,098,000</b>	<b>156,323,000</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 148,341,000</b>	<b>\$ 158,268,000</b>

## Statements of Income

<i>For the years ended December 31,</i>	<b>2013</b>	2012	2011
Interest and dividends on investments	\$ 10,000	\$ 10,000	\$ 10,000
Net securities gains	—	—	153,000
<b>Total income</b>	<b>10,000</b>	10,000	163,000
Occupancy expense	11,000	8,000	4,000
Other operating expense	362,000	218,000	137,000
<b>Total expense</b>	<b>373,000</b>	226,000	141,000
Income (loss) before income taxes	(363,000)	(216,000)	22,000
Applicable income taxes	(128,000)	(76,000)	15,000
Income (loss) before Bank earnings	(235,000)	(140,000)	7,000
Equity in earnings of Bank			
Remitted	7,096,000	9,694,000	8,710,000
Unremitted	6,104,000	3,134,000	3,647,000
<b>Net income</b>	<b>\$ 12,965,000</b>	\$ 12,688,000	\$ 12,364,000

## Statements of Cash Flows

<i>For the years ended December 31,</i>	<b>2013</b>	2012	2011
<b>Cash flows from operating activities:</b>			
<b>Net income</b>	<b>\$ 12,965,000</b>	\$ 12,688,000	\$ 12,364,000
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	11,000	8,000	13,000
Equity compensation expense	214,000	85,000	22,000
Gain on sale of investment	—	—	(153,000)
Increase in other assets	(132,000)	(15,000)	(42,000)
Decrease in dividend receivable	400,000	—	—
Increase (decrease) in other liabilities	258,000	(5,000)	44,000
Unremitted earnings of Bank	(6,104,000)	(3,134,000)	(3,647,000)
<b>Net cash provided by operating activities</b>	<b>7,612,000</b>	9,627,000	8,601,000
<b>Cash flows from investing activities:</b>			
Proceeds from sales/maturities of investments	—	—	12,773,000
Purchases of investments	—	—	(273,000)
Capital expenditures	—	(25,000)	(29,000)
<b>Net cash provided by (used in) investing activities</b>	<b>—</b>	(25,000)	12,471,000
<b>Cash flows from financing activities:</b>			
Payment to repurchase preferred stock	(12,500,000)	—	(12,500,000)
Proceeds from sale of common stock	11,973,000	499,000	431,000
Dividends paid	(8,657,000)	(8,310,000)	(8,751,000)
<b>Net cash used in financing activities</b>	<b>(9,184,000)</b>	(7,811,000)	(20,820,000)
Net increase (decrease) in cash and cash equivalents	(1,572,000)	1,791,000	252,000
Cash and cash equivalents at beginning of year	2,685,000	894,000	642,000
<b>Cash and cash equivalents at end of year</b>	<b>\$ 1,113,000</b>	\$ 2,685,000	\$ 894,000

## **Note 25. New Accounting Pronouncements**

In January 2014, the FASB issued Accounting Standards Update (“ASU”) No. 2014-01, Accounting for Investments in Qualified Affordable Housing Projects. The amendments in this Update permit entities to make accounting policy elections to account for their investments in qualified affordable housing projects using the proportional amortization method if certain conditions are met. Under the proportional amortization method, an entity amortizes the initial cost of the investment in proportion to the tax credits and other tax benefits received and recognizes the net investment performance in the income statement as a component of income tax expense (benefit). For those investments in qualified affordable housing projects not accounted for using the proportional amortization method, the ASU requires the investment to be accounted for as an equity method investment or a cost method investment. The amendments in this Update should be applied retrospectively to all periods presented. A reporting entity that uses the effective yield method to account for its investments in qualified affordable housing projects before the date of adoption may continue to apply the effective yield method for those preexisting investments. The amendments in this ASU are effective for annual periods and interim reporting periods within those annual periods, beginning after December 15, 2014. Early adoption is permitted. Management has reviewed the ASU and does not believe that it will have a material effect on the Company's consolidated financial statements.

In January 2014, the FASB issued ASU No. 2014-04, Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure. The amendments in this Update clarify that an in substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either (1) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure or (2) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Additionally, the amendments require disclosure of both (1) the amount of foreclosed residential real estate property held by the creditor and (2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure. The amendments in this Update are effective for annual periods and interim reporting periods within those annual periods, beginning after December 15, 2014. Management has reviewed the ASU and does not believe that it will have a material effect on the Company's consolidated financial statements.

In February 2013, the FASB issued ASU No. 2013-02, Reporting of Amounts Reclassified out of Accumulated Comprehensive Income. The ASU adds new disclosure requirements for items reclassified out of accumulated other comprehensive income (AOCI) and is intended to help entities improve the transparency of changes in other comprehensive income and items reclassified out of AOCI in their financial statements. The guidance is effective prospectively for reporting periods beginning after December 15, 2012, with early adoption permitted. The adoption of this new guidance did not have a material effect on the Company's consolidated financial statements.

**Note 26. Quarterly Information**

The following tables provide unaudited financial information by quarter for each of the past two years:

<i>Dollars in thousands except per share data</i>	2012Q1	2012Q2	2012Q3	2012Q4	2013Q1	2013Q2	2013Q3	2013Q4
<b>Balance Sheets</b>								
Cash and cash equivalents	\$ 12,123	\$ 14,192	\$ 14,904	\$ 14,958	\$ 16,523	\$ 18,683	\$ 20,117	\$ 16,570
Interest-bearing deposits in other banks	1,532	—	681	1,638	5,941	334	787	2,562
Investments	454,717	443,122	454,156	434,934	437,160	464,999	490,151	475,101
Restricted equity securities	14,823	14,448	14,448	14,448	13,912	13,912	13,912	13,912
Net loans and loans held for sale	858,122	867,808	855,132	857,819	851,001	854,448	851,171	864,936
Other assets	82,475	85,187	83,995	91,202	92,250	92,120	88,611	90,882
Total assets	\$ 1,423,792	\$ 1,424,757	\$ 1,423,316	\$ 1,414,999	\$ 1,416,787	\$ 1,444,496	\$ 1,464,749	\$ 1,463,963
Deposits	\$ 1,015,835	\$ 1,005,274	\$ 944,547	\$ 958,850	\$ 975,861	\$ 1,027,682	\$ 1,037,466	\$ 1,024,399
Borrowed funds	240,151	248,926	304,749	282,905	261,185	257,108	266,777	279,125
Other liabilities	16,213	17,152	17,383	16,921	16,070	13,734	13,853	14,341
Shareholders' equity	151,593	153,405	156,637	156,323	163,671	145,972	146,653	146,098
Total liabilities & equity	\$ 1,423,792	\$ 1,424,757	\$ 1,423,316	\$ 1,414,999	\$ 1,416,787	\$ 1,444,496	\$ 1,464,749	\$ 1,463,963
<b>Income and Comprehensive Income (Loss) Statements</b>								
Interest income	\$ 13,106	\$ 13,133	\$ 12,892	\$ 12,694	\$ 12,265	\$ 12,249	\$ 12,655	\$ 12,767
Interest expense	3,300	3,215	3,222	3,201	3,102	3,138	3,150	3,106
Net interest income	9,806	9,918	9,670	9,493	9,163	9,111	9,505	9,661
Provision for loan losses	2,100	2,800	1,400	1,535	1,500	1,200	800	700
Net interest income after provision for loan losses	7,706	7,118	8,270	7,958	7,663	7,911	8,705	8,961
Non-interest income	2,168	3,896	2,492	2,722	3,288	3,579	2,621	2,599
Non-interest expense	6,178	6,730	6,595	6,768	7,389	7,423	7,006	7,119
Income before taxes	3,696	4,284	4,167	3,912	3,562	4,067	4,320	4,441
Income taxes	783	961	944	683	706	825	955	939
Net income	\$ 2,913	\$ 3,323	\$ 3,223	\$ 3,229	\$ 2,856	\$ 3,242	\$ 3,365	\$ 3,502
Basic earnings per share	\$ 0.28	\$ 0.32	\$ 0.31	\$ 0.31	\$ 0.27	\$ 0.29	\$ 0.31	\$ 0.33
Diluted earnings per share	\$ 0.28	\$ 0.32	\$ 0.31	\$ 0.31	\$ 0.27	\$ 0.29	\$ 0.31	\$ 0.33
Other comprehensive income (loss), net of tax								
Net unrealized gain (loss) on securities available for sale	\$ (313)	\$ 438	\$ 1,962	\$ (1,548)	\$ (2,466)	\$ (8,907)	\$ (779)	\$ (2,076)
Unrecognized gain (loss) on postretirement benefits	5	5	5	(51)	4	4	—	—
Other comprehensive income (loss)	\$ (308)	\$ 443	\$ 1,967	\$ (1,599)	\$ (2,462)	\$ (8,903)	\$ (779)	\$ (2,076)
Comprehensive income (loss)	\$ 2,605	\$ 3,766	\$ 5,190	\$ 1,630	\$ 394	\$ (5,661)	\$ 2,586	\$ 1,426

## Report of Independent Registered Public Accounting Firm



The Shareholders and Board of Directors  
The First Bancorp, Inc.

We have audited the accompanying consolidated balance sheets of The First Bancorp, Inc. and Subsidiary as of December 31, 2013 and 2012, and the related consolidated statements of income and comprehensive income (loss), changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2013. We have also audited The First Bancorp, Inc.'s internal control over financial reporting as of December 31, 2013, based on criteria established in the 1992 Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The First Bancorp, Inc.'s management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by Management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America and that receipts and expenditures of the company are being made only in accordance with authorizations of Management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of The First Bancorp, Inc. and Subsidiary as of December 31, 2013 and 2012, and the consolidated results of their operations and their consolidated cash flows for each of the three years in the period ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, The First Bancorp, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in COSO.

*BerryDunn McNeil & Parker, LLC*

Portland, Maine  
March 14, 2014

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**ITEM 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**ITEM 9A. Controls and Procedures**

As required by Rule 13a-15 under the Securities Exchange Act of 1934 (the “Exchange Act”), as of December 31, 2013, the end of the period covered by this report, the Company carried out an evaluation under the supervision and with the participation of the Company’s Management, including the Company’s Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company’s disclosure controls and procedures. In designing and evaluating the Company’s disclosure controls and procedures, the Company and its Management recognize that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and the Company’s Management necessarily was required to apply its judgment in evaluating and implementing possible controls and procedures. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company’s disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms. Also, based on Management’s evaluation, there was no change in the Company’s internal control over financial reporting that occurred during the fiscal quarter ended December 31, 2013 that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting. The Company reviews its disclosure controls and procedures, which may include its internal controls over financial reporting, on an ongoing basis, and may from time to time make changes aimed at enhancing their effectiveness and to ensure that the Company’s systems evolve with its business.

**Management’s Annual Report on Internal Control over Financial Reporting**

The Management of the Company is responsible for the preparation and fair presentation of the financial statements and other financial information contained in this Form 10-K. Management is also responsible for establishing and maintaining adequate internal control over financial reporting and for identifying the framework used to evaluate its effectiveness. Management has designed processes, internal control and a business culture that foster financial integrity and accurate reporting. The Company’s comprehensive system of internal control over financial reporting was designed to provide reasonable assurances regarding the reliability of financial reporting and the preparation of the consolidated financial statements of the Company in accordance with generally accepted accounting principles. The Company’s accounting policies and internal control over financial reporting, established and maintained by Management, are under the general oversight of the Company’s Board of Directors, including the Board of Directors’ Audit Committee.

Management has made a comprehensive review, evaluation, and assessment of the Company’s internal control over financial reporting as of December 31, 2013. The standard measures adopted by Management in making its evaluation are the measures in Internal Control – Integrated Framework published by the Committee of Sponsoring Organizations of the Treadway Commission (“the COSO”). Based upon its review and evaluation, Management concluded that, as of December 31, 2013, the Company’s internal control over financial reporting was effective and that there were no material weaknesses.

Berry Dunn McNeil & Parker, LLC, an independent registered public accounting firm, which has audited and reported on the consolidated financial statements contained in this Form 10-K, has issued its written attestation report on Management’s assessment of the Company’s internal control over financial reporting which precedes this report.



Daniel R. Daigneault, President and Director  
(Principal Executive Officer)  
March 14, 2014



F. Stephen Ward, Treasurer and Chief Financial Officer  
(Principal Financial Officer, Principal Accounting Officer)  
March 14, 2014

## **ITEM 9B. Other Information**

None

## **ITEM 10. Directors, Executive Officers and Corporate Governance**

Information with respect to directors and executive officers of the Company required by Item 10 shall be included in the Proxy Statement for the Annual Meeting of Stockholders to be held on April 24, 2014 and is incorporated herein by reference.

## **ITEM 11. Executive Compensation**

Information with respect to executive compensation required by Item 11 shall be included in the Proxy Statement for the Annual Meeting of Stockholders to be held on April 24, 2014 and is incorporated herein by reference.

## **ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

Information with respect to security ownership of certain beneficial owners and Management and related stockholder matters required by Item 12 shall be included in the Proxy Statement for the Annual Meeting of Stockholders to be held on April 24, 2014 and is incorporated herein by reference.

## **ITEM 13. Certain Relationships and Related Transactions, and Director Independence**

Information with respect to certain relationships and related transactions required by Item 13 shall be included in the Proxy Statement for the Annual Meeting of Stockholders to be held on April 24, 2014 and is incorporated herein by reference.

## **ITEM 14. Principal Accounting Fees and Services**

Information with respect to principal accounting fees and services required by Item 14 shall be included in the Proxy Statement for the Annual Meeting of Stockholders to be held on April 24, 2014 and is incorporated herein by reference.



## **ITEM 15. Exhibits, Financial Statement Schedules**

### **A. Exhibits**

Exhibit 2.1 Agreement and Plan of Merger With FNB Bankshares Dated August 25, 2004, incorporated by reference to Exhibit 2.1 to the Company's Form 8-K dated August 25, 2004, filed under item 1.01 on August 27, 2004.

Exhibit 3.1 Conformed Copy of the Registrant's Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed under item 5.03 on October 7, 2004).

Exhibit 3.2 Amendment to the Registrant's Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed under item 5.03 on May 1, 2008).

Exhibit 3.3 Amendment to the Registrant's Articles of Incorporation (incorporated by reference to the Definitive Proxy Statement for the Company's 2008 Annual Meeting filed on March 14, 2008).

Exhibit 3.4 Amendment to the Registrant's Articles of Incorporation authorizing issuance of preferred stock (incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed on December 29, 2008).

Exhibit 3.5 Conformed Copy of the Company's Bylaws (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed under item 5.03 on October 31, 2012).

Exhibit 10.2(a) Specimen Employment Continuity Agreement entered into with Mr. McKim, incorporated by reference to Exhibit 10.2(a) to the Company's Form 8-K filed under item 1.01 on January 14, 2005.

Exhibit 10.2(b) Specimen Amendment to Employment Continuity Agreement entered into with Mr. McKim, incorporated by reference to Exhibit 10.2(b) to the Company's Form 8-K filed under item 1.01 on January 14, 2005.

Exhibit 10.2(c) Specimen Amendment to Employment Continuity Agreement entered into with Mr. McKim, incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed under item 1.01 on January 31, 2006.

Exhibit 10.3(a) Specimen Split Dollar Agreement entered into with Mr. McKim with a death benefit of \$250,000. Incorporated by reference to Exhibit 10.3(a) to the Company's Form 8-K filed under item 1.01 on January 14, 2005.

Exhibit 10.3(b) Specimen Amendment to Split Dollar Agreement entered into with Mr. McKim, incorporated by reference to Exhibit 10.3(b) to the Company's Form 8-K filed under item 1.01 on January 14, 2005.

Exhibit 10.4 Specimen Amendment to Supplemental Executive Retirement Plan entered into with Messrs. Daigneault and Ward changing the normal retirement age to receive the full benefit under the Plan from age 65 to age 63, incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed under item 1.01 on December 30, 2008.

Exhibit 10.5 Purchase and Assumption Agreement between the Bank and Camden National Bank for the purchase of a bank branch, loans and deposits at 63 Union Street in Rockland, Maine, attached as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed on August 9, 2012.

Exhibit 10.6 Purchase and Sale Agreement between the Bank and Camden National Bank for the purchase of a bank building at 145 Exchange Street in Bangor, Maine, attached as Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q filed on August 9, 2012.

Exhibit 14.1 Code of Ethics for Senior Financial Officers, adopted by the Board of Directors on September 19, 2003. Incorporated by reference to Exhibit 14.1 to the Company's Annual Report on Form 10-K filed on March 15, 2006.

Exhibit 14.2 Code of Business Conduct and Ethics, adopted by the Board of Directors on April 15, 2004. Incorporated by reference to Exhibit 14.2 to the Company's Annual Report on Form 10-K filed on March 15, 2006.

Exhibit 31.1 Certification of Chief Executive Officer Pursuant to Rule 13A-14(A) of The Securities Exchange Act of 1934

Exhibit 31.2 Certification of Chief Financial Officer Pursuant to Rule 13A-14(A) of The Securities Exchange Act of 1934

Exhibit 32.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of The Sarbanes-Oxley Act of 2002

Exhibit 32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of The Sarbanes-Oxley Act of 2002

Exhibit 101.INS XBRL Instance Document

Exhibit 101.SCH XBRL Taxonomy Extension Schema Document

Exhibit 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

Exhibit 101.LAB XBRL Taxonomy Extension Label Linkbase Document

Exhibit 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

Exhibit 101.DEF XBRL Taxonomy Extension Definitions Linkbase

**SIGNATURES**

Pursuant to the requirements of section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE FIRST BANCORP, INC.



Daniel R. Daigneault, President  
March 14, 2014

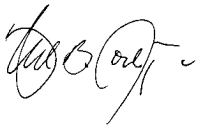
Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.



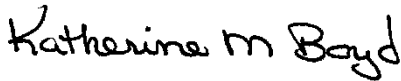
Daniel R. Daigneault, President and Director  
(Principal Executive Officer)  
March 14, 2014



F. Stephen Ward, Treasurer and Chief Financial Officer  
(Principal Financial Officer, Principal Accounting Officer)  
March 14, 2014



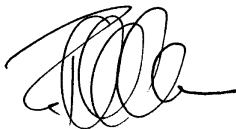
David B. Soule, Jr., Director and Chairman of the Board  
March 14, 2014



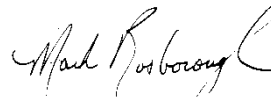
Katherine M. Boyd, Director  
March 14, 2014



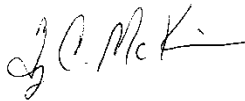
Carl S. Poole, Jr., Director  
March 14, 2014




Robert B. Gregory, Director  
March 14, 2014



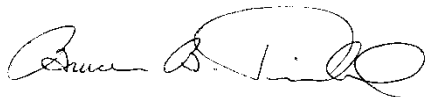
Mark N. Rosborough, Director  
March 14, 2014



Tony C. McKim, Director  
March 14, 2014



Stuart G. Smith, Director  
March 14, 2014



Bruce A. Tindal, Director  
March 14, 2014

## **Exhibit 31.1 Certification of Chief Executive Officer**

I, Daniel R. Daigneault, President and Chief Executive Officer, certify that:

1. I have reviewed this annual report on Form 10-K of The First Bancorp, Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's fourth quarter of 2013 that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of Registrant's board of directors:
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves Management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: March 14, 2014



Daniel R. Daigneault  
President and Chief Executive Officer

## **Exhibit 31.2 Certification of Chief Financial Officer**

I, F. Stephen Ward, Treasurer and Chief Financial Officer, certify that:

1. I have reviewed this annual report on Form 10-K of The First Bancorp, Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's fourth quarter of 2013 that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of Registrant's board of directors:
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves Management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: March 14, 2014



F. Stephen Ward  
Treasurer and Chief Financial Officer

## **Exhibit 32.1 Certification of Periodic Financial Report Pursuant to 18 U.S.C. Section 1350**

The undersigned officer of The First Bancorp, Inc. (the "Company") hereby certifies that the Company's annual report on Form 10-K for the period ended December 31, 2013 to which this certification is being furnished as an exhibit (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. This certification is provided pursuant to 18 U.S.C. Section 1350 and Item 601(b)(32) of Regulation S-K ("Item 601(b)(32)") promulgated under the Securities Act of 1933, as amended (the "Securities Act"), and the Exchange Act. In accordance with clause (ii) of Item 601(b)(32), this certification (A) shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and (B) shall not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.

Date: March 14, 2014



Daniel R. Daigneault  
President and Chief Executive Officer

## **Exhibit 32.2 Certification of Periodic Financial Report Pursuant to 18 U.S.C. Section 1350**

The undersigned officer of The First Bancorp, Inc. (the "Company") hereby certifies that the Company's annual report on Form 10-K for the period ended December 31, 2013 to which this certification is being furnished as an exhibit (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. This certification is provided pursuant to 18 U.S.C. Section 1350 and Item 601(b)(32) of Regulation S-K ("Item 601(b)(32)") promulgated under the Securities Act of 1933, as amended (the "Securities Act"), and the Exchange Act. In accordance with clause (ii) of Item 601(b)(32), this certification (A) shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and (B) shall not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.

Date: March 14, 2014



F. Stephen Ward  
Treasurer and Chief Financial Officer

## **Exhibit 99.1 Certification of Chief Executive Officer Pursuant to 31 U.S.C. Section 30.15**

I, Daniel R. Daigneault, certify, based on my knowledge, that:

- (i) The Compensation Committee of The First Bancorp, Inc. has discussed, reviewed, and evaluated with senior risk officers at least every six months between January 1, 2013 and May 3, 2013 (the 2013 TARP period), the senior executive officer (SEO) compensation plans and the employee compensation plans and the risks these plans pose to The First Bancorp, Inc.;
- (ii) The Compensation Committee of The First Bancorp, Inc. has identified and limited during the 2013 TARP period any features of the SEO compensation plans that could lead SEOs to take unnecessary and excessive risks that could threaten the value of The First Bancorp, Inc., and during that same applicable period has identified any features of the employee compensation plans that pose risks to The First Bancorp, Inc. and has limited those features to ensure that The First Bancorp, Inc. is not unnecessarily exposed to risks;
- (iii) The Compensation Committee has reviewed, at least every six months during the 2013 TARP period, the terms of each employee compensation plan and identified any features of the plan that could encourage the manipulation of reported earnings of The First Bancorp, Inc. to enhance the compensation of an employee, and has limited any such features;
- (iv) The Compensation Committee of The First Bancorp, Inc. will certify to the reviews of the SEO compensation plans and employee compensation plans required under (i) and (iii) above;
- (v) The Compensation Committee of The First Bancorp, Inc. will provide a narrative description of how it limited during the 2013 TARP period the features in
  - (A) SEO compensation plans that could lead SEOs to take unnecessary and excessive risks that could threaten the value of The First Bancorp, Inc.;
  - (B) Employee compensation plans that unnecessarily expose The First Bancorp, Inc. to risks; and
  - (C) Employee compensation plans that could encourage the manipulation of reported earnings of The First Bancorp, Inc. to enhance the compensation of an employee;
- (vi) The First Bancorp, Inc. has required that bonus payments, as defined in the regulations and guidance established under section 111 of EESA (bonus payments), of the SEOs and twenty next most highly compensated employees be subject to a recovery or “clawback” provision during any part of the most recently completed fiscal year that was a TARP period if the bonus payments were based on materially inaccurate financial statements or any other materially inaccurate performance metric criteria;
- (vii) The First Bancorp, Inc. has prohibited any golden parachute payment, as defined in the regulations and guidance established under section 111 of EESA, to an SEO or any of the next five most highly compensated employees during any part of the most recently completed fiscal year that was a TARP period;
- (viii) The First Bancorp, Inc. has limited bonus payments to its applicable employees in accordance with section 111 of EESA and the regulations and guidance established thereunder during the 2013 TARP period;
- (ix) The board of directors of The First Bancorp, Inc. has established an excessive or luxury expenditures policy, as defined in the regulations and guidance established under section 111 of EESA, by the later of September 14, 2009, or ninety days after the closing date of the agreement between The First Bancorp, Inc. and Treasury; this policy has been provided to Treasury and its primary regulatory agency; The First Bancorp, Inc. and its employees have complied with this policy during the applicable period; and any expenses that, pursuant to this policy, required approval of the board of directors, a committee of the board of directors, an SEO, or an executive officer with a similar level of responsibility were properly approved;
- (x) The First Bancorp, Inc. will permit a non-binding Shareholder resolution in compliance with any applicable Federal securities rules and regulations on the disclosures provided under the Federal securities laws related to SEO compensation paid or accrued during the 2013 TARP period;



(xi) The First Bancorp, Inc. will disclose the amount, nature, and justification for the offering during the 2013 TARP period of any perquisites, as defined in the regulations and guidance established under section 111 of EESA, whose total value exceeds \$25,000 for any employee who is subject to the bonus payment limitations identified in paragraph (viii);

(xii) The First Bancorp, Inc. will disclose whether The First Bancorp, Inc., the board of directors of The First Bancorp, Inc., or the Compensation Committee of The First Bancorp, Inc. has engaged during the 2013 TARP period a compensation consultant; and the services the compensation consultant or any affiliate of the compensation consultant provided during this period;

(xiii) The First Bancorp, Inc. has prohibited the payment of any gross-ups, as defined in the regulations and guidance established under section 111 of EESA, to the CEOs and the next twenty most highly compensated employees during the 2013 TARP period;

(xiv) The First Bancorp, Inc. has substantially complied with all other requirements related to employee compensation that are provided in the agreement between The First Bancorp, Inc. and Treasury, including any amendments;

(xv) The First Bancorp, Inc. has submitted to Treasury a complete and accurate list of the CEOs and the twenty next most highly compensated employees for the current fiscal year and the most recently completed fiscal year, with the non-CEOs ranked in descending order of level of annual compensation, and with the name, title, and employer of each CEO and most highly compensated employee identified; and

(xvi) I understand that a knowing and willful false or fraudulent statement made in connection with this certification may be punished by fine, imprisonment, or both.

Date: March 14, 2014



Daniel R. Daigneault  
President and Chief Executive Officer

## **Exhibit 99.2 Certification of Chief Financial Officer Pursuant to 31 U.S.C. Section 30.15**

I, F. Stephen Ward, certify, based on my knowledge, that:

- (i) The Compensation Committee of The First Bancorp, Inc. has discussed, reviewed, and evaluated with senior risk officers at least every six months between January 1, 2013 and May 3, 2013 (the 2013 TARP period), the senior executive officer (SEO) compensation plans and the employee compensation plans and the risks these plans pose to The First Bancorp, Inc.;
- (ii) The Compensation Committee of The First Bancorp, Inc. has identified and limited during the 2013 TARP period any features of the SEO compensation plans that could lead SEOs to take unnecessary and excessive risks that could threaten the value of The First Bancorp, Inc., and during that same applicable period has identified any features of the employee compensation plans that pose risks to The First Bancorp, Inc. and has limited those features to ensure that The First Bancorp, Inc. is not unnecessarily exposed to risks;
- (iii) The Compensation Committee has reviewed, at least every six months during the 2013 TARP period, the terms of each employee compensation plan and identified any features of the plan that could encourage the manipulation of reported earnings of The First Bancorp, Inc. to enhance the compensation of an employee, and has limited any such features;
- (iv) The Compensation Committee of The First Bancorp, Inc. will certify to the reviews of the SEO compensation plans and employee compensation plans required under (i) and (iii) above;
- (v) The Compensation Committee of The First Bancorp, Inc. will provide a narrative description of how it limited during the 2013 TARP period the features in
  - (A) SEO compensation plans that could lead SEOs to take unnecessary and excessive risks that could threaten the value of The First Bancorp, Inc.;
  - (B) Employee compensation plans that unnecessarily expose The First Bancorp, Inc. to risks; and
  - (C) Employee compensation plans that could encourage the manipulation of reported earnings of The First Bancorp, Inc. to enhance the compensation of an employee;
- (vi) The First Bancorp, Inc. has required that bonus payments, as defined in the regulations and guidance established under section 111 of EESA (bonus payments), of the SEOs and twenty next most highly compensated employees be subject to a recovery or “clawback” provision during any part of the most recently completed fiscal year that was a TARP period if the bonus payments were based on materially inaccurate financial statements or any other materially inaccurate performance metric criteria;
- (vii) The First Bancorp, Inc. has prohibited any golden parachute payment, as defined in the regulations and guidance established under section 111 of EESA, to an SEO or any of the next five most highly compensated employees during any part of the most recently completed fiscal year that was a TARP period;
- (viii) The First Bancorp, Inc. has limited bonus payments to its applicable employees in accordance with section 111 of EESA and the regulations and guidance established thereunder during the 2013 TARP period;
- (ix) The board of directors of The First Bancorp, Inc. has established an excessive or luxury expenditures policy, as defined in the regulations and guidance established under section 111 of EESA, by the later of September 14, 2009, or ninety days after the closing date of the agreement between The First Bancorp, Inc. and Treasury; this policy has been provided to Treasury and its primary regulatory agency; The First Bancorp, Inc. and its employees have complied with this policy during the applicable period; and any expenses that, pursuant to this policy, required approval of the board of directors, a committee of the board of directors, an SEO, or an executive officer with a similar level of responsibility were properly approved;
- (x) The First Bancorp, Inc. will permit a non-binding Shareholder resolution in compliance with any applicable Federal securities rules and regulations on the disclosures provided under the Federal securities laws related to SEO compensation paid or accrued during the 2013 TARP period;

(xi) The First Bancorp, Inc. will disclose the amount, nature, and justification for the offering during the 2013 TARP period of any perquisites, as defined in the regulations and guidance established under section 111 of EESA, whose total value exceeds \$25,000 for any employee who is subject to the bonus payment limitations identified in paragraph (viii);

(xii) The First Bancorp, Inc. will disclose whether The First Bancorp, Inc., the board of directors of The First Bancorp, Inc., or the Compensation Committee of The First Bancorp, Inc. has engaged during the 2013 TARP period a compensation consultant; and the services the compensation consultant or any affiliate of the compensation consultant provided during this period;

(xiii) The First Bancorp, Inc. has prohibited the payment of any gross-ups, as defined in the regulations and guidance established under section 111 of EESA, to the CEOs and the next twenty most highly compensated employees during the 2013 TARP period;

(xiv) The First Bancorp, Inc. has substantially complied with all other requirements related to employee compensation that are provided in the agreement between The First Bancorp, Inc. and Treasury, including any amendments;

(xv) The First Bancorp, Inc. has submitted to Treasury a complete and accurate list of the CEOs and the twenty next most highly compensated employees for the current fiscal year and the most recently completed fiscal year, with the non-CEOs ranked in descending order of level of annual compensation, and with the name, title, and employer of each CEO and most highly compensated employee identified; and

(xvi) I understand that a knowing and willful false or fraudulent statement made in connection with this certification may be punished by fine, imprisonment, or both.

Date: March 14, 2014

A handwritten signature in black ink, appearing to read 'F. Stephen Ward', written in a cursive style.

F. Stephen Ward  
Treasurer and Chief Financial Officer

## **Shareholder Information**

### **Common Stock Prices and Dividends**

The common stock of The First Bancorp, Inc. (ticker symbol FNLC) trades on the NASDAQ Global Select Market. The following table reflects the high and low prices of actual sales in each quarter of 2013 and 2012. Such quotations do not reflect retail mark-ups, mark-downs or brokers' commissions.

	2013		2012	
	High	Low	High	Low
1st Quarter	\$18.14	\$16.56	\$16.38	\$14.00
2nd Quarter	17.75	15.80	17.44	13.41
3rd Quarter	18.20	16.28	18.96	16.02
4th Quarter	18.06	16.56	18.14	14.32

The last known transaction of the Company's stock during 2013 was on December 31 at \$17.42 per share. There are no warrants outstanding with respect to the Company's common stock other than warrants to purchase up to 225,904 shares of its common stock (subject to adjustment) at \$16.60 per share issued to the U.S. Treasury. The Company has no securities outstanding which are convertible into common equity. The table below sets forth the cash dividends declared in the last two fiscal years:

Date Declared	Amount Per Share	Date Payable
March 15, 2012	\$0.195	April 30, 2012
June 20, 2012	\$0.195	July 31, 2012
September 20, 2012	\$0.195	October 31, 2012
December 20, 2012	\$0.195	January 31, 2013
March 15, 2013	\$0.195	April 30, 2013
June 20, 2013	\$0.195	July 31, 2013
September 20, 2013	\$0.195	October 31, 2013
December 20, 2013	\$0.200	January 31, 2014

### **Pending Legal Proceedings**

There are no material pending legal proceedings to which the Company or the Bank is the party or to which any of its property is subject, other than routine litigation incidental to the business of the Bank. None of these proceedings is expected to have a material effect on the financial condition of the Company or of the Bank.

### **Annual Meeting**

The Annual Meeting of the Shareholders of The First Bancorp, Inc. will be held Thursday, April 24, 2014 at 11:00 a.m. at the Samoset Resort, 220 Warrenton Street Rockport Maine 04856.

### **Number of Shareholders**

The number of shareholders of record as of February 13, 2014 was approximately 3,767.

### **Annual Report on Form 10-K**

The Annual Report on Form 10-K to be filed with the Securities and Exchange Commission is available online at the Commission's website: [www.sec.gov](http://www.sec.gov). Shareholders may obtain a written copy, without charge, upon written request to the address listed below.

### **Accessing Reports Online**

The Company's 2014 proxy materials may be accessed online at: <http://materials.proxyvote.com/31866P>. The First Bancorp, Inc.'s website address is [www.thefirstbancorp.com](http://www.thefirstbancorp.com). All press releases, SEC filings and other reports or information issued by the Company are available at this website, as well as the Company's Code of Ethics for Senior Financial Officers, the Company's Code of Business Conduct and Ethics, Audit Committee Charter, Nominating Committee Charter, and Compensation Committee Charter. All SEC filings are accessible at the Commission's website: [www.sec.gov](http://www.sec.gov).

### **Corporate Headquarters**

#### *Contact:*

F. Stephen Ward, Chief Financial Officer  
The First Bancorp, Inc.  
223 Main Street, P.O. Box 940  
Damariscotta, Maine 04543  
207-563-3195; 1-800-564-3195

### **Transfer Agent**

Changes of address or title should be directed to:  
Shareholder Relations  
The First Bancorp, Inc.  
223 Main Street, P.O. Box 940  
Damariscotta, Maine 04543  
207-563-3195; 1-800-564-3195

### **Independent Certified Public Accountants**

Berry Dunn McNeil & Parker, LLC  
100 Middle Street, P.O. Box 1100  
Portland, Maine 04104-1100

### **Corporate Counsel**

Pierce Atwood LLP, Attorneys  
254 Commercial Street, Merrill's Wharf  
Portland, Maine 04101

### **Photography Credits**

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Cover: Bass Harbor Light,  
Alex Filatov Fine Art Photography  
CEO Letter: Benjamin Magro

## Directors and Executive Officers

### Board of Directors

David B. Soule, Jr., *Chairman of the Board*  
Katherine M. Boyd  
Daniel R. Daigneault  
Robert B. Gregory  
Tony C. McKim  
Carl S. Poole, Jr.  
Mark N. Rosborough  
Cornelius J. Russell  
Stuart G. Smith  
Bruce B. Tindal

*Directors of The First Bancorp also serve as  
Directors of The First, N.A.*



### The First Bancorp Executive Officers

Daniel R. Daigneault  
*President & Chief Executive Officer*  
Tony C. McKim  
*Executive Vice President & Chief Operating Officer*  
F. Stephen Ward  
*Executive Vice President & Chief Financial Officer*  
Charles A. Wootton  
*Executive Vice President & Clerk*

### The First, N.A. Management Executive Committee

Daniel R. Daigneault  
*President & Chief Executive Officer*  
Tony C. McKim  
*Executive Vice President & Chief Operating Officer*  
Susan A. Norton  
*Executive Vice President, Human Resources &  
Compliance*  
F. Stephen Ward  
*Executive Vice President & Chief Financial Officer*  
Charles A. Wootton  
*Executive Vice President & Senior Loan Officer*



### Office Locations

Bangor	Ellsworth
Bar Harbor	Northeast Harbor
Blue Hill	Rockland Park Street
Boothbay Harbor	Rockland Union Street
Calais	Rockport
Camden	Southwest Harbor
Damariscotta	Waldoboro
Eastport	Wiscasset



### Office Locations

Bangor  
Bar Harbor  
Damariscotta  
Ellsworth



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