



ANNUAL REPORT FROM THE
SUPERINTENDENT
OF
THE BUREAU OF FINANCIAL INSTITUTIONS
TO THE MAINE LEGISLATURE

PREPARED BY THE STAFF OF THE
MAINE BUREAU OF FINANCIAL INSTITUTIONS

January 15, 2015

Paul R. LePage
Governor

Anne L. Head
Commissioner

Lloyd P. LaFountain III
Superintendent

INTRODUCTION

The Bureau of Financial Institutions (“Bureau”) is Maine’s primary regulator of state-chartered financial institutions. The Bureau’s mission is to maintain and promote safe and sound financial practices; ensure the strength, stability, and efficiency of all financial institutions; ensure reasonable and orderly competition, thereby encouraging the development and expansion of financial services advantageous to the public welfare; and to maintain close cooperation with other supervisory authorities.

At the close of 2014, the Bureau was responsible for the supervision and regulation of 42 financial institutions: 12 credit unions, 1 savings and loan association, 4 commercial banks, 14 savings banks, and 11 limited purpose banks. As of June 30, 2014, assets regulated by the Bureau totaled approximately \$17.3 billion.

To ensure the safe and sound operation of regulated institutions, the Bureau is charged with enforcing the Maine Banking Code (Title 9-B) and the Maine Consumer Credit Code (Title 9-A). The Bureau’s code enforcement and supervisory efforts utilize a two-pronged approach. The Research, Administration, and Legal Affairs Division interprets the code, issues regulatory guidance, promulgates rules, and interacts with the Maine Legislature. The Supervision and Examination Division conducts periodic on-site examinations of each state-chartered financial institution for safety and soundness and compliance with Maine laws. Bureau examiners also conduct specialty examinations of trust departments, holding companies, and information technology. In special supervisory situations, examinations can lead to enforcement actions such as the development of Board resolutions, memoranda of understanding, or cease and desist orders.

The financial needs of Maine residents and small businesses continue to be well served by Maine’s state-chartered banks and credit unions. These supervised financial institutions remain in sound financial condition with sufficient capital, good earnings, and acceptable asset quality. The Bureau continually monitors the performance of state-chartered financial institutions within its regulatory purview. In addition, the Bureau remains cognizant of legal, legislative, and technological changes that help assure the appropriate level of protections for Maine consumers.

A significant portion of this Report focuses on the oversight activities and regulatory developments at both the state and federal level. Section I provides a review of foreclosure activity in Maine from October 2013 through September 2014. Beginning in October 2006, the Bureau has conducted quarterly surveys of state-chartered banks and credit unions in order to collect data on the number of foreclosures initiated, homes in the process of foreclosure, and completed foreclosures. The findings of these surveys are used by Maine lawmakers and other interested parties to ascertain the extent of foreclosure activity in the state. As noted in this Report, state-chartered financial institutions continue to report positive trends as both the Maine and national economies slowly improve.

Section II of this Report focuses on two regulatory developments that have potential implications for the business of the Bureau and Maine's state-chartered financial institutions. The first concerns cybersecurity and the protection of both an institution's data and the accounts maintained for customers. As the number of data breaches attributed to retail businesses continues to rise each year, financial institutions remain key participants in multifaceted efforts aimed at strengthening data security. The Bureau has joined with federal regulatory agencies to raise awareness of the importance of cybersecurity in protecting both financial institutions and their customers.

The second development concerns the difficulties facing financial institutions either presently serving or deciding whether to serve Maine's medical marijuana businesses. Currently, the ability of Maine state-chartered financial institutions to serve medical marijuana businesses, businesses deemed legal under Maine law, is limited by federal laws, which declare possession and handling of proceeds attributed to marijuana sales illegal. Section II of this report also outlines guidance issued by several federal agencies on this subject.

Section III focuses on the Bureau's consumer outreach efforts. Through the Consumer Outreach Program, the Bureau continues to offer education and mediation services to Maine citizens. Such services are provided to consumers to help them understand their rights and responsibilities as recipients of financial services. In FY14, the Bureau responded to 321 complaints and inquiries from consumers, of which 95 required Bureau intervention.

Section IV of this Report reviews application activity directed to the Bureau in 2014. There were no new state-chartered financial institutions chartered during the reporting period. Application activity continued to be heavily concentrated in the area of branching activity, with six new branches established. In addition, the Bureau received and approved an application filed by Kennebec Savings Bank to reorganize into a mutual holding company formation.

While this Annual Report should serve as a point-in-time resource, the Bureau's website, www.Maine.gov/pfr/financialinstitutions, continues to provide access to both current and archived information, as well as an online Consumer Library of informational brochures and other material to assist individuals and businesses in Maine.

TABLE OF CONTENTS

SECTION I

RESIDENTIAL REAL ESTATE LOANS AND FORECLOSURES

- FORECLOSURE SURVEY 1
- FIRST - LIEN RESIDENTIAL MORTGAGES 1
- FORECLOSURES: INITIATED, IN-PROCESS, AND COMPLETED 3
- DELINQUENCY TRENDS 4
- SUMMARY 5

SECTION II

BUREAU OVERSIGHT ACTIVITIES AND REGULATORY DEVELOPMENTS

- CYBERSECURITY: POTENTIAL IMPACTS FOR MAINE FINANCIAL INSTITUTIONS 7
- MARIJUANA RELATED BUSINESS ACCOUNTS – NEW GUIDANCE IN 2014 9

SECTION III

CONSUMER OUTREACH

- CONSUMER OUTREACH PROGRAM 13
- CORPORATE ACCOUNT TAKEOVER 14
- FINANCIAL EXPLOITATION OF THE ELDERLY – OUTREACH ASSISTANCE 15

SECTION IV

APPLICATIONS

- APPLICATION ACTIVITY 17

APPENDIX

EXHIBIT I	
SUMMARY OF MAINE FINANCIAL INSTITUTIONS AUTHORIZED TO DO BUSINESS IN MAINE	19
EXHIBIT II	
ASSETS, DEPOSITS/SHARES, AND LOANS BY FACILITY TYPE	20
EXHIBIT III	
STATE CHARTERED COMMERCIAL BANKS	22
STATE CHARTERED LIMITED PURPOSE BANKS	22
STATE CHARTERED SAVINGS BANKS	24
STATE CHARTERED SAVINGS AND LOAN ASSOCIATIONS	25
STATE CHARTERED CREDIT UNIONS	26
STATE CHARTERED CREDIT UNIONS CHARTERED BY OTHER STATES	27
FEDERALLY CHARTERED NATIONAL BANKS	28
FEDERALLY CHARTERED NONDEPOSITORY TRUST COMPANIES	28
FEDERALLY CHARTERED SAVINGS BANKS	29
FEDERALLY CHARTERED LIMITED PURPOSE FINANCIAL INSTITUTIONS ...	29
FEDERALLY CHARTERED SAVINGS AND LOAN ASSOCIATIONS	30
FEDERALLY CHARTERED CREDIT UNIONS	30
EXHIBIT IV	
MAINE-CHARTERED FINANCIAL INSTITUTIONS OFFICE LOCATIONS	36

SECTION I

RESIDENTIAL REAL ESTATE LOANS AND FORECLOSURES

Foreclosure Survey

The Bureau continues to survey Maine's 31 state-chartered banks and credit unions regarding first-lien residential real estate mortgages. The Foreclosure Survey, which began in late 2006, now includes eight years of data. The survey collects data from state-chartered financial institutions each quarter, including information about residential real estate loan originations and sales, foreclosures, and delinquencies.

First - Lien Residential Mortgages

The number of first-lien residential real estate mortgages held by Maine state-chartered institutions continues to grow, totaling 64,900 as of September 30, 2014, an increase of 3,000 or 5% compared to one year earlier. Outstanding first-lien home equity lines of credit (HELOCs) currently represent 22.6% of outstanding first-lien residential real estate mortgages, a slight increase from 21.8% one year earlier.

Table 1 illustrates first-lien residential real estate loan originations of state-chartered financial institutions in the past three years. Maine's 31 state-chartered banks and credit unions originated 10,000 first-lien residential real estate loans from October 1, 2013, through September 30, 2014. This number represents a decline of nearly 5,000 originations compared to the previous 12-month reporting period beginning October 1, 2012. Rising mortgage rates in June 2013 reduced refinancing originations, which dropped from 6,500 to 2,500 during the same period while purchase transactions remained relatively stable, declining from 5,800 to 5,600. Mortgage refinancings represented nearly one-half of all originations from October 1, 2011 through September 30, 2012. This number declined to 44% of total originations the next year (December 2012- September 2013), and further declined to 25% in the most recent reporting period (December 2013- September 2014).

Institutions continue to sell portions of their closed-end mortgages to the secondary market to reduce holdings in long-term, fixed-rate assets. The purpose behind this widespread strategy is to improve sensitivity to interest rate risk. Sales of

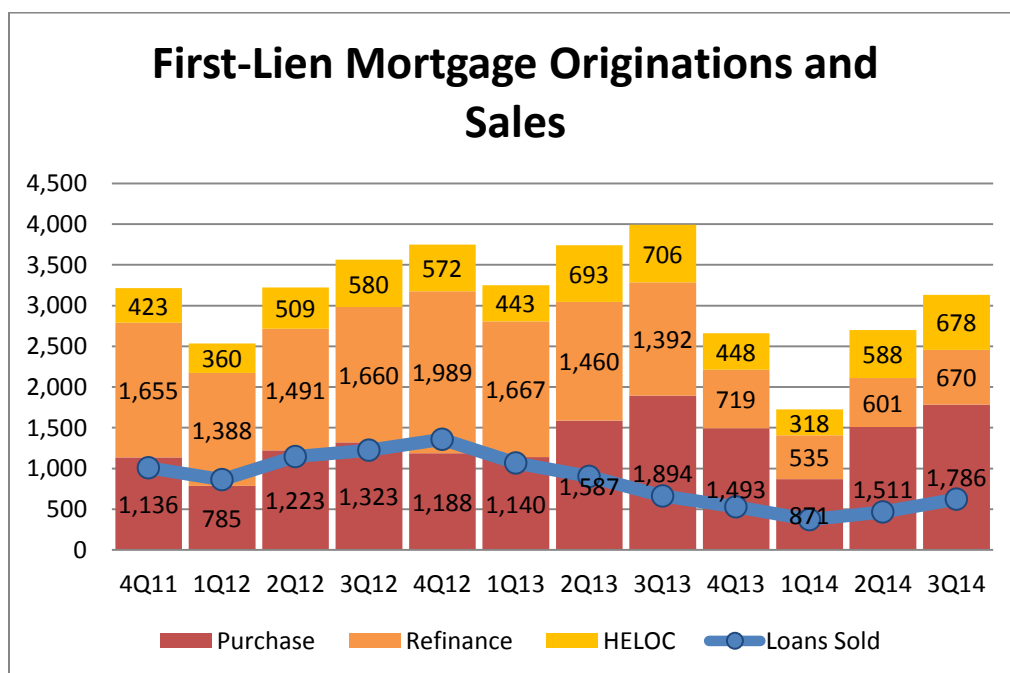
first-lien residential real estate loans to the secondary market, previously representing one-third of residential mortgage originations, have declined to less than one-fifth of residential mortgage originations. Secondary market sales levels remained relatively unchanged through mid-2013 before reducing by nearly one-half in third quarter 2013, a tendency that continued through the third quarter 2014. A possible explanation for this trend is a decision to retain loans consummated after June 2013, a date wherein interest rates began to rise.

Table 1

Originations	4Q2011-3Q2012	% of Total	4Q2012-3Q2013	% of Total	4Q2013-3Q2014	% of Total
Purchases	4,467	36%	5,809	39%	5,661	55%
Refinances	6,194	49%	6,508	44%	2,525	25%
1st lien HELOCs	1,872	15%	2,414	16%	2,032	20%
Total Originations	12,533	100%	14,731	100%	10,218	100%
Loans Sold	4,241	34%	3,989	27%	1,992	19%

Chart 1 depicts the respective totals for purchase money loans, refinances, and HELOCs for each quarter over the past three years as compared to quarterly mortgage sales to the secondary market.

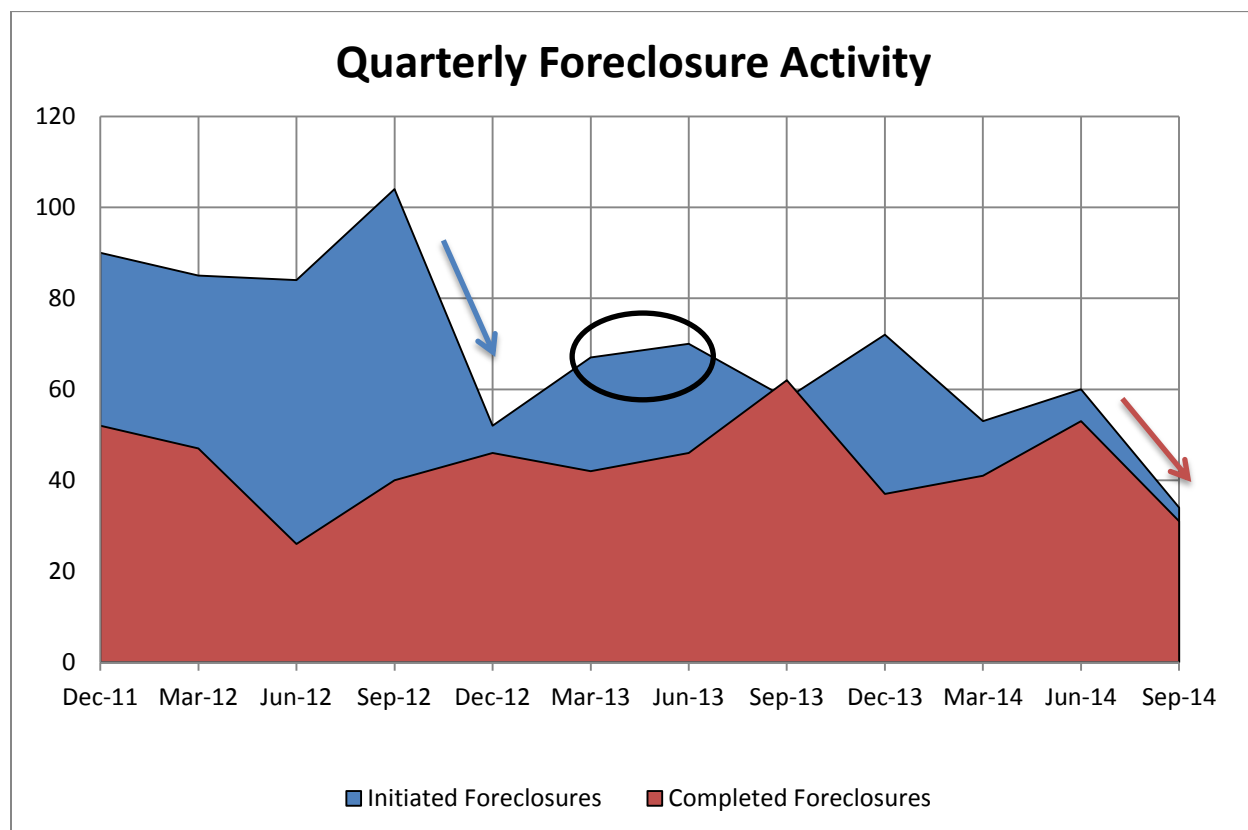
Chart 1



Foreclosures: Initiated, In-process and Completed

As of September 30, 2014, statewide foreclosure inventory (loans in-process of foreclosure) has declined to its lowest count since year-end 2010 and the lowest level, as a percentage of outstanding mortgages, since year-end 2008. The decline in foreclosure inventory is a result of fewer new or initiated foreclosures, a trend that began two years ago in the third quarter of 2012. Chart 2 displays the volume of initiated and completed foreclosures for each quarter over the past three years from December 2011 through September 2014. As depicted, the number of initiated foreclosures dropped to 34 in the third quarter of 2014, representing a decline from 58 reported one year earlier, and from 104 reported in the third quarter of 2012. It marks the lowest number of quarterly filings since the second quarter of 2008. Also reducing foreclosure inventory are resolutions reached outside of the foreclosure process, such as negotiated resolutions and short sales, indicating the lender's willingness to work with distressed borrowers.

Chart 2



In the first quarter of 2014, the Bureau identified a positive correlation between the quarters with high initiated foreclosures and the quarters with high completed foreclosures approximately 21-24 months later. For example, the peak of initiated foreclosure at September 2012 and subsequent decline at December 2012 correlates to the peak of completed foreclosures at June 2014 and decline at September 2014. Should this pattern continue, the level of completed foreclosures is likely to increase in December 2014 or early 2015, based on the increased level of initiated foreclosures in March and June 2013. This correlation suggests foreclosures take nearly two years to work through the judicial system.

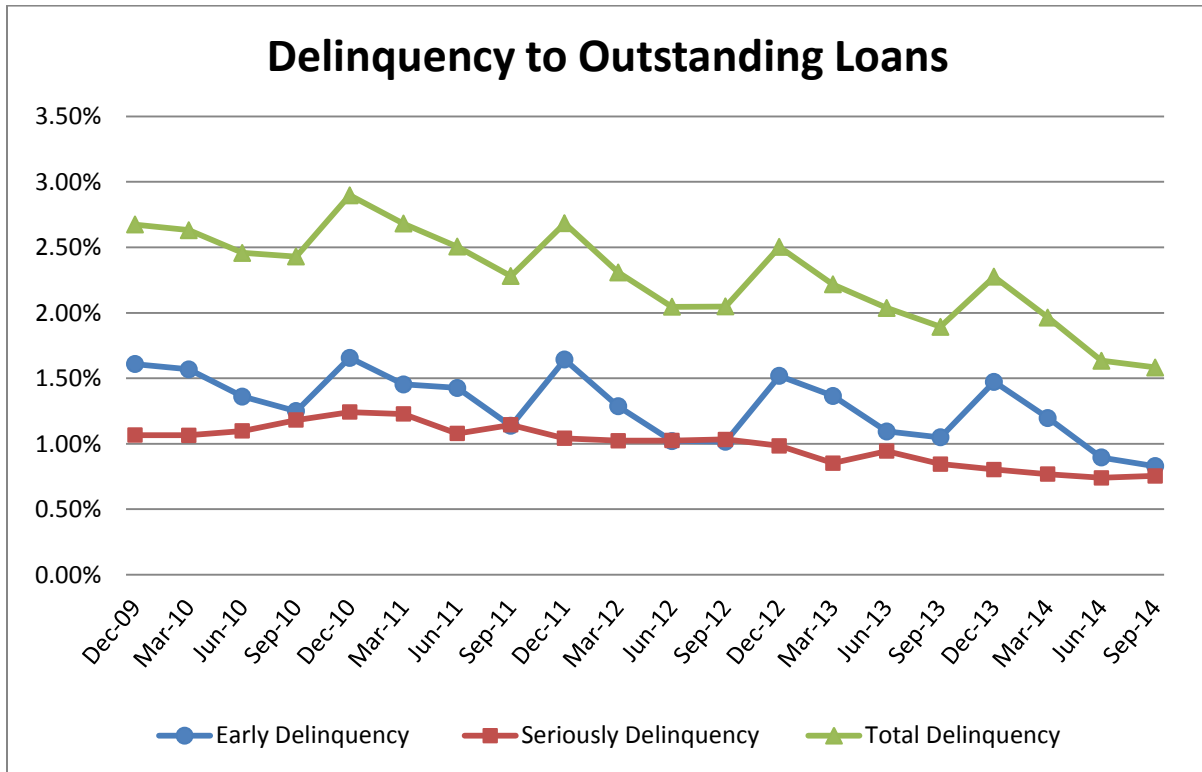
The reduction of initiated foreclosures among state-chartered financial institutions and declining foreclosure inventory is consistent with the National Delinquency Survey conducted by the Mortgage Bankers Association. That survey, covering a broader sample of mortgage loans, shows a significant reduction in initiated foreclosures in the state of Maine for September 2014 as compared to September 2013. Further, the Mortgage Bankers Association survey shows a continued decline in Maine's overall foreclosure inventory.

Delinquency Trends

The Bureau's survey also collects past due data for early delinquencies (less than 90 days past due) and more severe delinquencies (90 days or more past due). As depicted in Chart 3, the early delinquency rate typically spikes at year-end, progressively improves throughout the year, and is at its lowest rate in the third quarter. This trend may be due to seasonal expenses that cause some borrowers to get temporarily behind on their loan payments at year-end. The rate of more severe delinquencies exhibits fewer seasonal fluctuations but reports continuous improvement nonetheless. It dropped under 1% at December 2012, and has continually declined to 0.75% through September 2014. An increase in the total delinquency rate, driven by the aforementioned early delinquency trend, is anticipated again at year-end. Historically the early delinquency ratio has increased 35-50 basis points from September to December causing the total delinquency ratio to increase equally. If the current trend mirrors those observed in prior reporting periods, the total delinquency

rate is likely to increase from 1.58% in September 2014 to approximately 2.00% in December 2014.

Chart 3



Summary

State-chartered financial institutions continue to report positive trends including: initiated foreclosures falling to the lowest number of quarterly filings since 2008; foreclosure inventory (as a percentage of outstanding mortgages) nearly returning to pre-recessionary levels; and, despite seasonal changes, a decline in total delinquencies.

THIS PAGE INTENTIONALLY LEFT BLANK

SECTION II

BUREAU OVERSIGHT ACTIVITIES AND REGULATORY DEVELOPMENTS

Cybersecurity: Potential Impacts for Maine Financial Institutions

The Maine Legislature responded to concerns about data breach in 2005 when it passed the Notice of Risk to Personal Data Act. Financial institutions are subject to this legislation as well as other federal laws that require they maintain financial data in a secure manner. Following several recent high-profile data security breaches at large national retailers and at large national financial institutions, there has been a renewed push by Congress, federal agencies, and financial institution trade associations to address cybersecurity on a national scale. Financial institutions are at the center of multifaceted efforts aimed at strengthening data security.

A variety of governmental and private efforts are underway to raise awareness of the importance of cybersecurity, including new efforts by financial institution regulators. During the summer of 2014, the Federal Financial Institutions Examination Council (FFIEC), an interagency body of regulators empowered to prescribe uniform principles and standards for the examination of financial institutions, introduced its Cybersecurity Assessment Program to assist banks and credit unions identify and prepare for possible cyber-attacks. State and national financial institution trade associations are also taking an active role in raising awareness about cybersecurity through educational programs and contacts with lawmakers. In addition, the use of enhanced chip and pin technology for payment card transactions is underway, and in October 2014 an Executive Order was issued to federal agencies requiring them to begin implementing the more secure card technology in 2015.

The FFIEC's Cyber Security Assessment Program suggests lifting data security and cyber-attack preparedness from what used to be considered solely an IT problem to the level of an organizational focal point. Additionally, the FFIEC is also recommending that financial institutions participate in the Financial Services Information and Sharing Analysis Center (FS-ISAC), a forum wherein information on best practices, cyber security, and data breach prevention is shared among members. Both initiatives state the importance of managerial involvement when formulating Security Incident Response

Plans, as institution-wide participation is critical for not only protecting account data, but also for effectively responding to breaches. Further, the FFIEC stresses that the hallmark of a secure network begins with a Board of Directors or upper management that both understands the consequences of data security lapses and works towards empowering personnel to protect against cyber-threats.

In addition to maintaining their own data security program, financial institutions are increasingly concerned with the loss of financial data, such as debit and credit card information, when it is in the hands of third-party retailers. In the past year, some of the most high profile data breaches occurred at national retailers such as Target and Home Depot, exposing millions of card account numbers. The costs associated with breaches are significant to financial institutions and merchants alike. However, financial institutions bear the brunt of the costs related to fraud and card replacement when card data is stolen, as consumer liability is limited by the Truth-in-Lending Act (Regulation Z) and the Electronic Funds Transfer Act (Regulation E). Recently, financial institution trade associations have called upon Congress to address the issue, requesting that those responsible for a data breach be responsible for costs. Trade associations advocate that the retailers, and not the financial institutions, should pay damages when merchant negligence results in a breach.

Currently, there is sparse legal precedent that would hold retailers liable for the exposure of customer information and enable financial institutions to recover costs incurred for remediating breaches. Financial institutions, as plaintiffs, have brought the issue before state and federal courts nationwide, and have asserted various causes of action in an effort to shift some or all of the resulting liability to merchants, retailers, and payment card processors. The legal principles asserted by the financial institutions have ranged from general negligence to breach of contract; however, absent specific state law mandating retailer liability for the loss of payment card data, financial institutions have largely been unsuccessful.

As financial institutions face legal hurdles when bringing suit against retailers for data exposure, financial institution trade associations are taking action to encourage data loss prevention by retailers in the first place. In a November letter to Congressional leadership, financial institution trade associations noted that while

financial institutions are held to stringent security standards, many retailers initiating point-of-sale transactions with their customers are not. The letter requests the development of strong internal data protection standards and oversight to bolster retailer efforts to protect consumers' confidential personal financial information and prevent losses. Thus, in the wake of the recent data breaches, many financial institutions argue that if standards are higher across the board, damages resulting from breaches may be mitigated and may be prevented altogether.

Marijuana Related Business Accounts - New Guidance in 2014

In 2009, Maine voters approved the citizen-initiated bill, An Act to Establish the Maine Medical Marijuana Act. Like all businesses, Maine's new medical marijuana growers and dispensaries require money and financing to function efficiently. The ability to function like other businesses, however, is significantly curtailed by the continued illegality of marijuana under federal law. Maine financial institutions, similar to financial institutions in the 22 other states that permit some form of marijuana sales, are wary of establishing marijuana related accounts due to complex federal criminal laws and related federal agency guidance. Neither permissive state law nor Bureau regulation resolves the conflict with federal law. Maine financial institutions considering whether to provide banking for marijuana related businesses must thoroughly evaluate the risks associated with such accounts, as well as the financial institution's ability to effectively manage those risks.

The difficulty for financial institutions in serving Maine's medical marijuana businesses originates with the federal Controlled Substances Act (CSA). The CSA makes it unlawful to manufacture, distribute, or dispense marijuana. Of particular concern to financial institutions is that under federal law it is illegal to aid and abet a criminal enterprise. Federal anti-money laundering laws also make it illegal to process transactions involving the proceeds of marijuana related businesses. Additionally, financial institutions could face criminal liability under the Bank Secrecy Act (BSA) for failing to identify and report illegal transactions. Given this backdrop, and the related federal civil and criminal penalties, many financial institutions avoid involvement with Maine's medical marijuana businesses.

On February 14, 2014 federal agencies took steps to assist financial institutions willing to provide services to state-legalized marijuana related businesses. These agencies issued two documents that help financial institutions understand Bank Secrecy Act reporting responsibilities and the risk of prosecution under federal drug laws. The Department of the Treasury, Financial Crimes Enforcement Network (FinCEN) released guidance FIN-2014-G001, BSA Expectations Regarding Marijuana-Related Businesses, which provides detailed instructions on how financial institutions can provide services to marijuana related businesses consistent with BSA suspicious activity reporting obligations. Additionally, the Department of Justice released its own publication, Guidance Regarding Marijuana Related Financial Crimes, in the form of a memo sent to all U.S. Attorneys detailing marijuana crime enforcement priorities for its federal prosecutors.

The Department of Justice memo, while in no way approving marijuana related business, directs prosecutorial resources at certain identified offenses. While it references the FinCEN document as concurrent guidance, the primary concern for the Department of Justice in its memo is the allocation of resources to curtail specific criminal activities associated with marijuana, activities that do not include marijuana businesses complying with state law. The memo lists 8 priorities that prosecutors “should apply” when enforcing the CSA with respect to marijuana-related activities. These priorities include preventing: distribution to minors; enrichment of other criminal enterprises; diversion of marijuana from states where it is legal to other states; facilitation of other drug crimes; violence related to cultivation and distribution, drugged driving; marijuana production on public lands; and marijuana possession on federal property.

The FinCEN guidance utilizes the Department of Justice priorities to help set its expectations for BSA suspicious activity reporting. Suspicious activity reports are submitted to FinCEN and made available to law enforcement. Suspicious activity reports are generally required when an institution knows, suspects, or has reason to suspect a certain transaction involves funds from illegal activity (e.g. medical marijuana sales), or if a transaction lacks a business or apparent lawful purpose. Because one of the purposes of the BSA is to require financial institutions to assist law enforcement by

filing reports useful to criminal investigations, the guidance requires that BSA suspicious activity reporting conform to the prosecutorial priorities set by the Department of Justice.

The requirement to conform suspicious activity reporting to the Department of Justice priorities requires financial institutions to undertake substantial ongoing due diligence to fully understand the activities of a marijuana related business customer. Financial institutions must determine if the business is compliant with state law, monitor for adverse information, and file regular prioritized suspicious activity reports with FINCEN. Financial institutions must identify suspicious activity reports as: “marijuana limited” when a business is involved with marijuana but does not implicate Department of Justice enforcement priorities; “marijuana priority” when the financial institution discovers activity that may implicate a Department of Justice enforcement priority; and “marijuana termination” when an institution finds it necessary to terminate a marijuana business account. Account termination may arise because a financial institution discovers it has inadvertently taken on a marijuana related business, or if ongoing due diligence discovers activities that do not comply with state law.

Importantly, the FinCEN guidance and the Department of Justice enforcement priorities do not change the underlying federal prohibition on marijuana businesses. Though the agencies provide a way forward and a degree of comfort to financial institutions serving marijuana related businesses, they do not provide a safe harbor. Financial institutions continue to risk prosecution under federal law if they choose to open marijuana related accounts and, therefore, many financial institutions refrain from doing so. Adding to the apprehension felt by managers of financial institutions that are considering doing business with marijuana related entities is the concern that the enforcement priorities outlined in the Department of Justice memo may change in subsequent federal administrations. As the current regulatory landscape remains prohibitive at the federal level, federal laws concerning the handling of marijuana-related proceeds must first be changed before financial institutions will be comfortable assisting Maine’s medical marijuana businesses.

THIS PAGE INTENTIONALLY LEFT BLANK

SECTION III

CONSUMER OUTREACH

Consumer Outreach Program

Since 1987, the Bureau has had a Consumer Outreach Program with a designated Outreach Specialist on staff. The Outreach Specialist strives to meet the needs of Maine consumers and is available to answer questions related to the business of financial institutions, mediate complaints, engage in training programs, and make referrals to other regulatory agencies if necessary. If a consumer issue pertains to a nationally-chartered bank or credit union, a referral is made to the Consumer Financial Protection Bureau (CFPB). This year the CFPB created a regulator interface, which enables the Outreach Specialist to track complaints and further assist the consumer during the process.

The Consumer Outreach Specialist maintains the Bureau's consumer resources on the Bureau's website. Consumers will find links to a variety of financial topics, answers to frequently asked questions, and lists of the financial institutions doing business in the State. Consumers may also file a complaint or make an inquiry about a financial institution.

During the fiscal year ending June 30, 2014, the Bureau responded to 321 consumer complaints and inquiries. Of these, 95 required Bureau intervention. The Bureau is most successful when intervening in disputes involving state-chartered financial institutions, though consumers of nationally-chartered financial institutions are nonetheless encouraged to contact the Outreach Specialist, who can provide information and then refer the complaint to federal constituents if needed. Many of the calls received pertain to fees assessed, requests for loan modification assistance, and questions about collection activities.

Type of Account	Number of Contacts		% of Total	
	FY13	FY14	FY13	FY14
Credit Cards	20	45	8%	14%
Checking Accounts	68	103	27%	32%
Installment Loans	29	34	11%	11%
Mortgage Loans	62	68	25%	21%
Other*	74	71	29%	22%
Total	253	321	100%	100%

*Included in "Other" are the following: credit report problems, fees associated with deposit account, forgery, funds availability, prepaid debit cards, identity theft, and telemarketing.

Corporate Account Takeover

In addition to assisting with consumer complaints and scams, in 2014 the Consumer Outreach Specialist presented to small business groups on the danger of corporate account takeover and on methods of prevention.

Corporate account takeover is a growing threat for small businesses. Corporate account takeover is a type of identity theft where a criminal steals a business's valid online banking credentials and makes unauthorized transactions, including transfers from the company's account. This intrusion may also lead to the theft of sensitive business and customer information, and in some cases the data lost is not recoverable.

Cyber thieves gain access to corporate computers by targeting employees through phishing, phone calls, and even social networks. The most common method, phishing, is the process of gaining access credentials from unwary recipients through hoax emails that appear to be from a bank, delivery company, court, or the Better Business Bureau. Once the email is opened, the employee may be prompted to click a link or download software infected with malware. The malware records login credentials and passcodes, which are later used by the criminal to commit cybercrimes.

Layered security processes, tightened security measures, employee education, and a strong partnership with a financial institution are the best methods to protect against corporate account takeover. Business owners should work with their financial institution to understand the safeguards that will help the financial institution identify and possibly prevent unauthorized access to business accounts. Prevention requires that

both businesses and financial institutions remain vigilant in adhering to security protocols.

Financial Exploitation of the Elderly – Outreach Assistance

Financial exploitation of the elderly remains a serious issue in Maine and throughout the United States. Maine's population is the oldest in the nation and its seniors are a target for financial abuse. Regulators and financial institutions are aware of the problem, and understand that both identifying and reporting abuse is an important service to Maine's aging population.

The ability of financial institution employees to spot problems makes them a great resource for law enforcement and agencies serving the elderly. An ongoing difficulty for financial institutions in curbing elderly exploitation has been determining when and to whom it is proper to report instances of suspected financial abuse. The reporting process is complicated because financial institutions must comply with State and federal privacy laws that limit the sharing of customers' nonpublic information with other agencies, outreach services, and advocacy groups .

In February 2014, the Bureau partnered with the Maine Office of Securities, members of the Maine Council for Elder Abuse Prevention, Legal Services for the Elderly, the Department of Health and Human Services, the Maine Bankers Association, and the Maine Credit Union League to launch a new statewide training initiative called Senior\$afe. The team trained 250 front-facing bank and credit union employees to identify the warning signs that may indicate an elderly customer is the victim of financial abuse. The training is part of a continuing effort to help financial institutions both spot older consumers who may have been victimized and direct those individuals to resources dedicated to ending the abuse.

THIS PAGE INTENTIONALLY LEFT BLANK

SECTION IV APPLICATIONS

Application Activity

Application activity for Maine financial institutions remains primarily focused on branching activity, which accounts for nine of the 10 applications processed during the twelve-month period between November 1, 2013 and October 31, 2014. Included among the six new branches established during that time was the opening of a Loan Production Office (LPO) in Portland by NBT Bank, a nationally-chartered out-of-state bank. Three of the six new branches opened in southern Maine (including the LPO, a second in Portland, and one in Scarborough); two branches opened in northern Maine (Orono and Fort Kent); and one branch opened in central Maine (Bowdoinham).

Branch relocations included Bangor Savings Bank's relocation of its York branch and Biddeford Savings Bank's relocation of its Scarborough branch. Additionally, there was one branch closing during the reporting period, as Franklin Savings Bank consolidated its Mexico branch with its existing Rumford branch.

One of the 11 applications processed was filed by Kennebec Savings Bank to reorganize into a mutual holding company formation. Its application was approved by order of the Superintendent on May 2, 2014, subject to both regulatory and depositor approval. After obtaining necessary approvals, the mutual holding company formation consummated on September 4, 2014.

	11/01/10 – 10/31/11	11/01/11 – 10/31/12	11/01/12 – 10/31/13	11/01/13- 10/31/14
Mutual Holding Company Formation	0	0	0	1
Mergers & Acquisitions	0	2	2	0
Branch Establishment	6	7	6	6
Branch Relocation	4	3	2	2
Branch Closing	0	2	2	1
Other	0	0	3	0

THIS PAGE INTENTIONALLY LEFT BLANK

EXHIBITS

**SUMMARY OF FINANCIAL INSTITUTIONS
AUTHORIZED TO DO BUSINESS IN MAINE**

June 30, 2014

	No.	ASSETS		DEPOSITS/SHARES		LOANS	
		Dollars (000's)	% of Total	Dollars (000's)	% of Total	Dollars (000's)	% of Total
State Commercial Banks	4	3,026,127	11.09%	2,148,938	7.46%	2,058,535	8.02%
National Banks	5	4,138,831 ¹	15.32%	10,241,387	35.54%	8,052,218	31.37%
State Limited Purpose Banks	11	202,793	0.74%	N/A	N/A	0	0.00%
Federal Limited Purpose Banks	1	9,826	0.04%	N/A	N/A	N/A	N/A
State Savings Banks	14	12,253,013	44.91%	9,030,226	31.34%	9,275,475	36.14%
Federal Savings Banks	4	940,581 ¹	3.45%	1,656,235	5.75%	1,682,156	6.55%
State Savings and Loans	1	86,125	0.32%	72,679	0.25%	67,515	0.26%
Federal Savings and Loans	3	298,372	1.09%	239,387	0.83%	249,033	0.97%
State Credit Unions	12	1,732,523	6.35%	1,477,582	5.13%	1,117,455	4.35%
Credit Unions Chartered by Other States	1	N/A	0.00%	10,360	0.04%	6,927	0.03%
Federal Credit Unions	51	4,592,463 ¹	16.83%	3,935,766	13.66%	3,159,586	12.31%
TOTAL	107	27,280,654	100.00%	28,812,560	100.00%	25,668,900	100.00%
Commercial Banks	9	7,164,958 ¹	26.26%	12,390,325	43.00%	10,110,753	39.39%
Limited Purpose Banks	12	212,619	0.78%	N/A	N/A	0	0.00%
Savings Banks	18	13,193,594 ¹	48.36%	10,686,461	37.09%	10,957,631	42.69%
Savings and Loans	4	384,497	1.41%	312,066	1.08%	316,548	1.23%
Credit Unions	64	6,324,986 ¹	23.18%	5,423,708	19.00%	4,283,968	16.69%
TOTAL	107	27,280,654	100.00%	28,812,560	100.00%	25,668,900	100.00%
Chartered by the State of Maine	42	17,300,581	63.42%	12,729,425	44.18%	12,518,980	47.90%
Chartered by Other States	1	N/A ¹	0	10,360	0.04%	6,927	0.03%
Federally Chartered	64	9,980,073 ¹	36.58%	16,072,775	55.78%	13,142,993	51.20%
TOTAL	107	27,280,654	100.00%	28,812,560	100.00%	25,668,900	100.00%
In-State Ownership	100	27,280,654	100.00%	21,113,025	73.28%	19,209,716	74.84%
Out-of-State Ownership	7	N/A ^{1,2}	N/A	7,699,535	26.72%	6,459,184	25.16%
TOTAL	107	27,280,654	100.00%	28,812,560	100.00%	25,668,900	100.00%

¹ Maine assets are unavailable for the following multi-state banks and credit unions:

Bank of America, N.A.

KeyBank, National Association.

Northeast Credit Union

People's United Bank

TD Bank, N.A.

TruGrocer

United Methodist Federal Credit Union

² Out of State Ownership:

	Deposits/ Shares	Loans
Bank of America, N.A.	1,350,040	1,030,117
KeyBank, National Association	2,490,698	1,049,989
Northeast Credit Union	11,259	7,997
People's United Bank	868,199	878,269
TD Bank, N.A.	2,974,510	3,490,634
TruGrocer	4,494	2,041
United Methodist Federal Credit Union	335	137
TOTAL:	7,699,535	6,459,184

Tricorp FCU and TD Bank USA, financial institutions that are not open to the public, are excluded from this schedule.

EXHIBIT II

**ASSETS, DEPOSITS/SHARES, AND LOANS BY FACILITY TYPE
(IN THOUSANDS)**

	06/30/10	06/30/11	06/30/12	06/30/13	6/30/14
Commercial Banks Chartered by the State of Maine					
Number of Institutions	5	5	5	4	4
Number of Offices	49	49	51	51	51
Assets	2,446,478	2,478,552	2,674,840	2,778,932	3,026,127
Deposits	1,647,610	1,736,435	1,868,251	2,041,902	2,148,938
Loans	1,647,479	1,624,382	1,763,004	1,912,390	2,058,535
National Banks					
Number of Institutions	5	5	5	5	5
Number of Offices	205	205	201	196	183
Assets	3,565,679	3,691,168	3,755,158	3,984,288	4,138,831
Deposits	10,303,635	9,666,742	11,744,796	9,757,828	10,241,387
Loans	10,864,364	9,326,995	8,215,423	8,039,370	8,052,218
State Chartered Savings Banks					
Number of Institutions	14	14	14	14	14
Number of Offices	181	186	188	190	196
Assets	10,499,563	10,833,931	11,187,339	11,646,990	12,253,013
Deposits	7,658,761	7,966,131	8,381,134	8,658,530	9,030,226
Loans	8,129,575	8,172,390	8,377,516	8,779,411	9,275,475
Federal Savings Banks					
Number of Institutions	4	4	4	4	4
Number of Offices	67	68	66	67	55
Assets	1,041,109	953,068	931,921	938,895	940,581
Deposits	1,589,457	1,522,885	1,579,088	1,656,027	1,656,235
Loans	1,617,678	1,623,332	1,616,031	1,572,111	1,682,156
State Chartered Savings & Loan Associations					
Number of Institutions	1	1	1	1	1
Number of Offices	1	1	1	1	1
Assets	56,575	69,156	75,958	76,023	86,125
Deposits	51,513	63,092	68,882	66,802	72,679
Loans	40,380	45,552	49,926	55,311	67,515
Federal Savings & Loan Associations					
Number of Institutions	3	3	3	3	3
Number of Offices	8	9	9	9	9
Assets	288,371	279,931	288,705	292,929	298,372
Deposits	230,787	255,030	235,297	240,282	239,387
Loans	247,299	236,396	243,567	246,366	249,033

**ASSETS, DEPOSITS/SHARES, AND LOANS BY FACILITY TYPE
(IN THOUSANDS)**

	06/30/10	06/30/11	06/30/12	06/30/13	6/30/14
State Chartered Credit Unions					
Number of Institutions	12	12	12	12	12
Number of Offices	49	53	54	55	56
Assets	1,444,068	1,515,650	1,593,284	1,665,452	1,732,523
Shares/Deposits	1,241,340	1,297,266	1,378,949	1,443,220	1,477,582
Loans	932,162	935,977	979,825	1,043,516	1,117,455
Credit Unions Chartered by Other States					
Number of Institutions	1	1	1	1	1
Number of Offices	1	1	1	1	1
Assets	N/A	N/A	N/A	N/A	N/A
Shares/Deposits	10,783	11,729	11,652	11,259	10,360
Loans	7,558	7,290	7,514	7,997	6,927
Federal Credit Unions					
Number of Institutions	56	54	51	50	51
Number of Offices	140	142	140	138	136
Assets	3,899,997	4,044,638	4,253,771	4,428,982	4,592,463
Shares/Deposits	3,345,859	3,483,156	3,637,244	3,806,782	3,935,766
Loans	2,647,702	2,704,182	2,795,633	2,961,504	3,159,586
State Chartered Merchant Banks					
Number of Institutions	1	1	1	1	1
Assets	52,166	56,388	59,495	59,012	63,888
Deposits	N/A	N/A	N/A	N/A	N/A
Loans	0	0	0	0	0
State Chartered Nondepository Trust Companies					
Number of Institutions	9	10	10	10	10
Assets	108,125	126,210	133,151	113,140	138,905
Deposits	N/A	N/A	N/A	N/A	N/A
Loans	N/A	N/A	N/A	N/A	N/A
Federal Nondepository Trust Companies					
Number of Institutions	1	1	1	1	1
Assets	13,252	11,899	11,713	12,416	9,826
Deposits	N/A	N/A	N/A	N/A	N/A
Loans	N/A	N/A	N/A	N/A	N/A
State Totals					
Number of Institutions	112	111	108	106	107
Number of Offices	701	714	711	708	689
Assets	23,415,383	24,060,591	24,965,335	25,997,059	27,280,654
Shares & Deposits	26,079,745	26,002,466	28,905,293	27,682,632	28,812,560
Loans	26,134,197	24,676,496	24,048,439	24,617,976	25,668,900

Note: Maine deposits, shares, and loans for the following banks and credit unions operating in a multi-state environment are included in this exhibit; however, Maine assets are not available for:

Bank of America, National Association, Charlotte, North Carolina	TD Bank, N.A., Wilmington, Delaware
KeyBank National Association, Cleveland, Ohio	TruGrocer Federal Credit Union,
People's United Bank, Bridgeport, Connecticut	United Methodist Federal Credit Union, Montclair, California
Northeast Credit Union, Portsmouth, New Hampshire	

Tricorp FCU and TD Bank USA, financial institutions that are not open to the public, are excluded from this schedule.

EXHIBIT III

**STATE CHARTERED
COMMERCIAL BANKS
AUTHORIZED TO DO BUSINESS IN MAINE**

	<u>Assets</u>	06/30/14 \$ in (000's) <u>Deposits</u>	<u>Loans</u>
Curtis Simard, President BAR HARBOR BANK & TRUST 82 Main St. Bar Harbor, ME 04609	1,451,926	837,692	892,185
Scott Conant, President DAMARISCOTTA BANK & TRUST 25 Main St. Damariscotta, ME 04543	168,767	149,913	112,444
Jon Prescott, President KATAHDIN TRUST COMPANY 11 Main St. Patten, ME 04765	646,269	565,445	540,861
Jeanne Hulit, President NORTHEAST BANK 500 Canal Street Lewiston, ME 04240	759,165	595,888	513,045
TOTAL: 4	3,026,127	2,148,938	2,058,535

**STATE CHARTERED
LIMITED PURPOSE BANKS
AUTHORIZED TO DO BUSINESS IN MAINE**

	<u>Assets</u>	06/30/14 \$ in (000's) <u>Deposits</u>	<u>Loans</u>
Daniel Hurley, III, President BAR HARBOR TRUST SERVICES 135 High St. Ellsworth, ME 04605	3,355	N/A	N/A
David McCabe, President EATON VANCE TRUST COMPANY Two International Place Boston, MA 02110	10,563	N/A	N/A
John Keffer, President FORUM TRUST, LLC Three Canal Plaza Portland, ME 04101	4,393	N/A	N/A

**STATE CHARTERED
LIMITED PURPOSE BANKS
AUTHORIZED TO DO BUSINESS IN MAINE**

	<u>Assets</u>	06/30/14 \$ in (000's) <u>Deposits</u>	<u>Loans</u>
Thomas Forese, Jr., President GLOBAL TRUST COMPANY 12 Gill St. Woburn, MA 01801-1721	7,942	N/A	N/A
Michael Currie, President H. M. PAYSON & CO. 1 Portland Sq. Portland, ME 04101	5,217	N/A	N/A
Joseph Yohlin, President MAINE MERCHANT BANK 477 Congress St., Suite 1100 Portland, ME 04092	63,888	N/A	N/A
John Pinto, President PENTEGRA TRUST COMPANY 317 Madison Ave. New York, NY 10017	4,143	N/A	N/A
George Oliveira, President PLIMOTH TRUST COMPANY 38 Resnik Road Plymouth, MA 02360	7,111	N/A	N/A
Richard Curran, Jr., President SPINNAKER TRUST 123 Free Street Portland, ME 04112	4,577	N/A	N/A
Albert G. Schweiss, President TD AMERITRADE TRUST COMPANY 717 17th Street, Suite 1800 Denver, CO 80202	90,958	N/A	N/A
Charles Gaziano, CEO WATCH POINT TRUST COMPANY, LLC 100 Summer Street Boston, MA 02110	646	N/A	N/A
TOTAL: 11	202,793	N/A	N/A

EXHIBIT III

**STATE CHARTERED
SAVINGS BANKS
AUTHORIZED TO DO BUSINESS IN MAINE**

	<u>Assets</u>	06/30/14 \$ in (000's) <u>Deposits</u>	<u>Loans</u>
Paul Andersen, President ANDROSCOGGIN SAVINGS BANK 30 Lisbon St., PO Box 1407 Lewiston, ME 04240	790,606	602,340	647,171
James Conlon, President BANGOR SAVINGS BANK 3 State St. Bangor, ME 04402	3,078,441	2,115,508	2,072,209
Glenn Hutchinson, President BATH SAVINGS INSTITUTION 105 Front St. Bath, ME 04530	740,472	560,478	476,955
Charles Petersen, President BIDDEFORD SAVINGS BANK 254 Main St. Biddeford, ME 04005	372,381	263,379	291,382
Peter Judkins, President FRANKLIN SAVINGS BANK 197 Main St. Farmington, ME 04938	342,704	244,364	280,629
Christopher Emmons, President GORHAM SAVINGS BANK 10 Wentworth Dr. Gorham, ME 04038	986,101	688,833	703,530
Andrew Silsby, President KENNEBEC SAVINGS BANK 150 State St. Augusta, ME 04330	784,107	533,015	631,855
Bradford Paige, President KENNEBUNK SAVINGS BANK 104 Main St. Kennebunk, ME 04043	907,031	774,506	754,016
Lawrence Barker, President MACHIAS SAVINGS BANK 4 Center St. Machias, ME 04654	1,088,714	908,062	929,848
Richard Vail, President MECHANICS SAVINGS BANK 100 Minot Ave. Auburn, ME 04210	360,228	254,650	302,135

**STATE CHARTERED
SAVINGS BANKS
AUTHORIZED TO DO BUSINESS IN MAINE**

	<u>Assets</u>	06/30/14 \$ in (000's) <u>Deposits</u>	<u>Loans</u>
Patricia Weigel, President NORWAY SAVINGS BANK 261 Main St. Norway, ME 04268	1,006,021	810,448	784,272
Kevin Savage, President SACO AND BIDDEFORD SAVINGS INSTITUTION 252 Main St. Saco, ME 04073	816,280	543,549	649,078
Mark Mickeriz, President SANFORD INSTITUTION FOR SAVINGS 900 Main St. Sanford, ME 04073	451,551	351,754	358,596
John Witherspoon, President SKOWHEGAN SAVINGS BANK 13 Elm St. Skowhegan, ME 04976	528,376	379,340	393,799
TOTAL: 14	12,253,013	9,030,226	9,275,475

**STATE CHARTERED
SAVINGS AND LOAN ASSOCIATIONS
AUTHORIZED TO DO BUSINESS IN MAINE**

	<u>Assets</u>	06/30/14 \$ in (000's) <u>Deposits</u>	<u>Loans</u>
William Weir, President BAR HARBOR SAVINGS AND LOAN ASSOCIATION 103 Main St. Bar Harbor, ME 04609	86,125	72,679	67,515
TOTAL: 1	86,125	72,679	67,515

EXHIBIT III

**STATE CHARTERED
CREDIT UNIONS
AUTHORIZED TO DO BUSINESS IN MAINE**

	<u>Assets</u>	06/30/14 \$ in (000's) <u>Deposits</u>	<u>Loans</u>
Matthew Griffiths, CEO COAST LINE CREDIT UNION 333 Cottage Rd. South Portland, ME 04106	48,400	35,944	32,525
Kerry Wood, CEO COMMUNITY CREDIT UNION 144 Pine St. Lewiston, ME 04240	45,216	39,792	32,122
Eugene Ardito, CEO cPORT CREDIT UNION 50 Riverside Industrial Pkwy. Portland, ME 04103	155,360	139,843	108,498
David Tozier, CEO DOWN EAST CU 23 Third Ave. Baileysville, ME 04694	120,604	103,666	101,788
H. Tucker Cole, CEO EVERGREEN CREDIT UNION 225 Riverside St. Portland, ME 04103	225,128	206,128	129,181
Richard Dupuis, CEO FIVE COUNTY CREDIT UNION 765 Washington St. Bath, ME 04530	212,666	184,269	148,572
Richard Lachance, CEO MAINE EDUCATION CREDIT UNION 15 University Dr. Augusta, ME 04330	33,438	29,576	19,693
Normand Dubreuil, CEO MAINE STATE CREDIT UNION 200 Capital St. Augusta, ME 04330	352,717	306,312	161,551
Luke Labbe, CEO PEOPLESCHOICE CREDIT UNION 23 Industrial Park Rd. Saco, ME 04072	156,713	133,621	95,508
Tiffany Stewart, CEO SABATTUS REGIONAL CREDIT UNION 2 Middle Rd. Sabattus, ME 04280	35,858	31,610	17,525

**STATE CHARTERED
CREDIT UNIONS
AUTHORIZED TO DO BUSINESS IN MAINE**

	<u>Assets</u>	06/30/14 \$ in (000's) <u>Shares & Deposits</u>	<u>Loans</u>
Carrie Shaw, CEO SACO VALLEY CREDIT UNION 312 Main St. Saco, ME 04072	99,280	89,942	71,213
<i>Note: Maine Education Credit Union was renamed Connected Credit Union effective December 1, 2014.</i>			
Matthew Walsh, CEO UNIVERSITY CREDIT UNION 15 Main St. Orono, ME 04469	247,143	176,879	199,279
TOTAL: 12	1,732,523	1,477,582	1,117,455

**STATE CHARTERED
CREDIT UNIONS
CHARTERED BY OTHER STATES**

	<u>Assets</u>	06/30/14 \$ in (000's) <u>Deposits</u>	<u>Loans</u>
Timothy Colliia, CEO NORTHEAST CREDIT UNION 100 Borthwick Ave. Portsmouth, NH 03801 1 Maine branch: Kittery	N/A	10,360	6,927
TOTAL: 1	N/A	10,360	6,927

EXHIBIT III

**FEDERALLY CHARTERED
COMMERCIAL BANKS
AUTHORIZED TO DO BUSINESS IN MAINE**

	<u>Assets</u>	06/30/14 \$ in (000's) <u>Deposits</u>	<u>Loans</u>
Anne M. Finucane, Northeast Regional President BANK OF AMERICA, N.A. 100 Middle St. Portland, ME 04101	N/A	1,583,510	1,289,453
Gregory Dufour, President CAMDEN NATIONAL BANK 2 Elm St. Camden, ME 04843	2,668,301	1,876,095	1,674,860
Sterling Kozlowski, District President KEYBANK, NATIONAL ASSOCIATION One Canal Plaza, 7th Floor Portland, ME 04112	N/A	2,888,724	1,058,154
Lawrence Wold, Maine President TD BANK, N.A. One Portland Sq. Portland, ME 04112	N/A	2,859,171	3,149,531
Daniel Daigneault, President THE FIRST, N.A. 223 Main St. Damariscotta, ME 04543	1,470,530	1,033,887	880,220
TOTAL: 5	4,138,831	10,241,387	8,052,218

Note: Maine deposits and loans for the following banks authorized to do business in a multi-state environment are included in this exhibit; however, Maine assets are not available:

Bank of America, N.A.

KeyBank, National Association

TD Bank, N.A.

**FEDERALLY CHARTERED
NONDEPOSITORY TRUST COMPANIES
AUTHORIZED TO DO BUSINESS IN MAINE**

	<u>Assets</u>	06/30/14 \$ in (000's) <u>Deposits</u>	<u>Loans</u>
Stephen Tall, President ACADIA TRUST, NATIONAL ASSOCIATION 5 Milk St. Portland, ME 04101	9,826	N/A	N/A
TOTAL: 1	9,826	N/A	N/A

**FEDERALLY CHARTERED
SAVINGS BANKS
AUTHORIZED TO DO BUSINESS IN MAINE**

	<u>Assets</u>	06/30/14 \$ in (000's) <u>Deposits</u>	<u>Loans</u>
Allen Sterling, President AUBURN SAVINGS BANK, FSB 256 Court St. Auburn, ME 04210	71,959	51,029	61,749
John Everets, CEO BANK OF MAINE 2 Canal Plaza Portland, ME 04101	786,007	645,077	590,329
PEOPLE'S UNITED BANK William Lucy, President, Maine Northern Division 201 Main St. Bangor, ME 04401	N/A	889,559	965,672
Daniel Thornton, President, Maine Southern Division 467 Congress St. Portland, ME 04101			
Timothy Adams, President ROCKLAND SAVINGS BANK, FSB 582 Main St. Rockland, ME 04841	82,615	70,570	64,406
TOTAL: 4	940,581	1,656,235	1,682,156

**FEDERALLY CHARTERED
LIMITED PURPOSE FINANCIAL INSTITUTIONS
AUTHORIZED TO DO BUSINESS IN MAINE**

Mike Pedersen, President
TD BANK USA, NATIONAL ASSOCIATION
One Portland Square
Portland, ME 04101

Stephen Roy, President
TRICORP FEDERAL CREDIT UNION
2 Ledgeview Drive
Westbrook, ME 04092

Note: Maine deposits and loans for People's United Bank, which operates in a multi-state environment, are included in this exhibit; however, Maine assets are not available.

EXHIBIT III

FEDERALLY CHARTERED
SAVINGS AND LOAN ASSOCIATIONS
AUTHORIZED TO DO BUSINESS IN MAINE

	<u>Assets</u>	06/30/14 \$ in (000's) <u>Deposits</u>	<u>Loans</u>
John Swanberg, President AROOSTOOK COUNTY FEDERAL SAVINGS AND LOAN ASSOCIATION 43 High St. Caribou, ME 04736	95,930	84,455	73,025
Andrew Perry, President FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF BATH 125 Front St. Bath, ME 04530	117,875	98,421	104,299
Allan Rancourt, President KENNEBEC FEDERAL SAVINGS AND LOAN ASSOCIATION 70 Main St. Waterville, ME 04903	84,567	56,511	71,709
TOTAL: 3	298,372	239,387	249,033

FEDERALLY CHARTERED
CREDIT UNIONS
AUTHORIZED TO DO BUSINESS IN MAINE

	<u>Assets</u>	06/30/14 \$ in (000's) <u>Shares & Deposits</u>	<u>Loans</u>
David Desjardins, CEO ACADIA FEDERAL CU 9 East Main St. Fort Kent, ME 04743	125,710	106,062	100,644
Roger Sirois, CEO ATLANTIC REGIONAL FEDERAL CU 55 Cushing St. Brunswick, ME 04011	282,190	238,473	182,371
Stephen Clark, CEO BANGOR FEDERAL CU 339 Hogan Rd. Bangor, ME 04401	125,901	114,328	87,766

**FEDERALLY CHARTERED
CREDIT UNIONS
AUTHORIZED TO DO BUSINESS IN MAINE**

	<u>Assets</u>	06/30/14 \$ in (000's) <u>Deposits</u>	<u>Loans</u>
Susan Thurlow, CEO BLUE CROSS AND BLUE SHIELD OF ME FEDERAL CU 2 Gannett Dr. South Portland, ME 04106	6,282	5,022	3,194
Richard Kaul, CEO BREWER FEDERAL CU 229 Dirigo Dr. Brewer, ME 04412	49,100	44,114	36,234
Diana Winkley, CEO CAPITAL AREA FEDERAL CU 2010 North Belfast Ave. Augusta, ME 04438	27,088	23,678	22,634
James Stone, CEO CASCO FEDERAL CU 375 Main St. Gorham, ME 04038	47,900	41,542	37,153
Vicki Stuart, CEO CENTRAL MAINE FEDERAL CU 1000 Lisbon St. Lewiston, ME 04241	86,274	75,364	29,393
Susan Cross, CEO CHANGING SEASONS FEDERAL CU 115 Mecaw Rd. Hampden, ME 04444	21,977	19,662	17,446
Scott Harriman, CEO CUMBERLAND COUNTY FEDERAL CU 101 Gray Rd. Falmouth, ME 04105	184,399	162,993	112,691
Ralph Ferland, CEO EASTERN MAINE MEDICAL CENTER FEDERAL CU 849 Stillwater Ave. Bangor, ME 04401	45,875	41,134	21,560
Daniel Byron, CEO EASTMILL FEDERAL CU 60 Main St. East Millinocket, ME 04430	59,891	48,692	16,231
Karen Greenleaf, CEO FRANKLIN SOMERSET FEDERAL CU 26 Leavitt St. Skowhegan, ME 04976	80,509	71,591	48,791

EXHIBIT III

**FEDERALLY CHARTERED
CREDIT UNIONS
AUTHORIZED TO DO BUSINESS IN MAINE**

	<u>Assets</u>	06/30/14 \$ in (000's) <u>Deposits</u>	<u>Loans</u>
Vicki Larrabee, CEO GARDINER FEDERAL CU 10 Old Brunswick Rd. Gardiner, ME 04345	39,728	35,140	26,896
Nancy Bard, CEO GREAT FALLS REGIONAL FCU 34 Bates St. Lewiston, ME 04240	24,852	20,120	8,160
Lynda Quirion, CEO HEALTHFIRST FEDERAL CU 9 Quarry Rd. Waterville, ME 04901	16,267	14,932	12,016
Joan Sage, CEO HOWLAND ENFIELD FEDERAL CU 4 Coffin St. Howland, ME 04448	7,429	6,850	3,534
Liz Hayes, CEO INFINITY FEDERAL CU 202 Larrabee Rd. Westbrook, ME 04092	267,003	175,661	162,794
Tina Jamo, CEO KATAHDIN FEDERAL CU 1000 Central St. Millinocket, ME 04462	67,477	58,311	49,376
Deserée Gilman, CEO KSW FEDERAL CU 222 College Ave. Waterville, ME 04901	52,517	47,661	41,836
Christine Devine, CEO KV FEDERAL CU 316 West River Rd. Augusta, ME 04330	58,299	52,028	30,376
Amanda Piper, CEO LEWISTON MUNICIPAL FEDERAL CU 291 Pine St. Lewiston, ME 04243	20,076	17,958	10,242
Cris Kinney, CEO LINCOLN MAINE FEDERAL CU 171 W. Broadway Lincoln, ME 04457	50,321	44,847	32,741

**FEDERALLY CHARTERED
CREDIT UNIONS
AUTHORIZED TO DO BUSINESS IN MAINE**

	<u>Assets</u>	06/30/14 \$ in (000's) <u>Deposits</u>	<u>Loans</u>
George Roy, CEO LISBON COMMUNITY FEDERAL CU 325 Lisbon St. Lisbon, ME 04250	86,861	76,940	56,584
Rachel Caron, CEO MAINE FAMILY FEDERAL CU 555 Sabattus St. Lewiston, ME 04240	123,021	110,624	70,826
Rhonda Taylor, CEO MAINE HIGHLANDS FEDERAL CU 73 Main St. Dexter, ME 04930	94,097	85,658	57,284
Jennifer Hartel, CEO MAINE MEDIA FEDERAL CU 295 Gannett Dr. South Portland, ME 04106	4,260	3,312	3,642
John Reed, CEO MAINE SAVINGS FEDERAL CU 101 Western Ave. Hampden, ME 04444	281,967	252,332	213,606
Joseph Gervais, CEO MIDCOAST FEDERAL CU 831 Middle St. Bath, ME 04530	135,189	119,707	83,384
Marguerite Gagne, CEO MONMOUTH FEDERAL CU 1176 Main St. Monmouth, ME 04259	17,603	16,060	11,000
Ryan Poulin, CEO NEW DIMENSIONS FEDERAL CU 61 Grove St. Waterville, ME 04901	67,751	61,386	58,771
Susan Whitehead, CEO NORSTATE FEDERAL CU 78 Fox St. Madawaska, ME 04756	174,656	142,821	144,574
Judy Morin, CEO OCEAN COMMUNITIES FEDERAL CU 1 Pool St. Biddeford, ME 04005	150,576	133,968	122,357

EXHIBIT III

**FEDERALLY CHARTERED
CREDIT UNIONS
AUTHORIZED TO DO BUSINESS IN MAINE**

	<u>Assets</u>	06/30/14 \$ in (000's) <u>Deposits</u>	<u>Loans</u>
Roland Poirier, CEO OTIS FEDERAL CU 170 Main St. Jay, ME 04329	135,132	112,056	68,505
Matthew Kaubris, CEO OXFORD FEDERAL CU 225 River Rd. Mexico, ME 04257	142,516	121,603	104,650
Steve Baillargeon, CEO PENOBSCOT COUNTY FEDERAL CU 205 Main St. Old Town, ME 04468	52,289	46,879	39,757
Hosea Carpenter, CEO PORTLAND MAINE POLICE DEPARTMENT FEDERAL CU 109 Middle St. Portland, ME 04101	7,934	7,595	5,529
Philippe Moreau, CEO RAINBOW FEDERAL CU 381 Main St. Lewiston, ME 04243	182,180	139,864	119,904
Kyle Casburn, CEO SEABOARD FEDERAL CU 177 Main St. Bucksport, ME 04416	112,741	101,906	82,594
James Lemieux, CEO SEBASTICOOK VALLEY FEDERAL CU 505 Somerset Ave. Pittsfield, ME 04967	80,834	73,183	67,633
Diana Garcia, CEO SEMICONDUCTOR OF ME FEDERAL CU 405 Western Ave. #515 South Portland, ME 04116	13,550	11,901	9,025
Karen Denis, CEO TACONNET FEDERAL CU 316 Benton Ave. Winslow, ME 04901	54,657	50,287	41,229
Ryan Ellsworth, CEO THE COUNTY FEDERAL CU 82 Bennett Dr. Caribou, ME 04736	197,530	176,092	129,666

Note : Portland Maine Police Department merged with TruChoice Federal Credit Union effective December 1, 2014.

**FEDERALLY CHARTERED
CREDIT UNIONS
AUTHORIZED TO DO BUSINESS IN MAINE**

	<u>Assets</u>	06/30/14 \$ in (000's) <u>Deposits</u>	<u>Loans</u>
David Libby, CEO TOWN & COUNTRY FEDERAL CU 557 Main St. South Portland, ME 04106	262,358	221,265	228,317
Joann Bisson, CEO TRADEMARK FEDERAL CU 44 Edison Dr. Augusta, ME 04332	78,843	69,006	43,827
Kenneth Acker, CEO TRUCHOICE FEDERAL CU 272 Park Ave. Portland, ME 04104	93,157	81,733	76,079
Phyllis Thomason Adkins TRUGROCER FEDERAL CU¹ 501 East Highland St. Boise, ID 83707 1 Maine branch: Wells	N/A	4,494	2,041
Ramon Noperi, CEO UNITED METHODIST FEDERAL CU¹ 9040 Benson Ave. Montclair, CA 91763 1 Maine branch: Westbrook	N/A	385	142
Cathy Bond, CEO WINSLOW COMMUNITY FEDERAL CU 12 Monument St. Winslow, ME 04901	31,380	27,989	20,732
Jeffrey Seguin, CEO WINTHROP AREA FEDERAL CU 94 Highland Ave. Winthrop, ME 04364	60,042	53,862	34,616
Scott Chretien, CEO YORK COUNTY FEDERAL CU 1516 Main St. Sanford, ME 04073	204,274	166,695	169,233
TOTAL: 51	4,592,463	3,935,766	3,159,586

¹ Note: Maine shares and loans for TruGrocer Federal Credit Union and United Methodist Federal Credit Union, which operates in a multi-state environment, are included in this exhibit; however, Maine assets are not available. Amounts reported for TurGrocer Federal Credit Union are also as of 8/31/14.

EXHIBIT IV

Maine-Chartered Financial Institution Office Locations

Androscoggin Savings Bank

30 Lisbon Street

Lewiston, ME 04240

Locations in Auburn, Brunswick, Gray, Jay, Lewiston, Lisbon Falls, Portland, South Paris and Turner.

Bangor Savings Bank

3 State Street

Bangor, ME 04401

Locations in Augusta, Bangor, Belfast, Biddeford, Brewer, Bucksport, Calais, Castine, Cornish, Dexter, Dixfield, Dover-Foxcroft, East Millinocket, Eastport, Ellsworth, Falmouth Farmington, Greenville, Hampden, Hartland, Houlton, Howland, Jonesport, Lewiston, Lincoln, Machias, Madison, Millinocket, Monmouth, Old Town, Orono, Pittsfield, Portland, Rockland, Rockport, Rumford, Saco, Scarborough, Searsport, Skowhegan, South Portland, Unity, Waterville, Winslow, and York.

Bar Harbor Bank & Trust

82 Main Street

Bar Harbor, ME 04609

Locations in Augusta, Blue Hill, Deer Isle, Ellsworth, Lubec, Machias, Milbridge, Mount Desert, Rockland, Northeast Harbor, South China, Topsham, Southwest Harbor, and Winter Harbor.

Bar Harbor Savings and Loan Association

103 Main Street

Bar Harbor, ME 04609

Bar Harbor Trust Services

135 High Street

Ellsworth, ME 04605

Bath Savings Institution

105 Front Street

Bath, ME 04530

Locations in Boothbay Harbor, Brunswick, Damariscotta, Falmouth, Freeport, Portland, South Portland, Topsham, and Yarmouth.

Biddeford Savings Bank

254 Main Street

Biddeford, ME 04005

Locations in Biddeford, Kennebunk, Scarborough, and Waterboro.

Coast Line Credit Union

333 Cottage Road

South Portland, ME 04106

Community Credit Union

144 Pine Street

Lewiston, ME 04240

Location in Auburn.

Maine-Chartered Financial Institution Office Locations

cPort Credit Union

**50 Riverside Industrial Parkway
Portland, ME 04101**

Locations in Augusta, Portland, and Scarborough.

Damariscotta Bank & Trust

**25 Main Street
Damariscotta, ME 04543**

Locations in Belfast, Damariscotta, New Harbor, Union, and Warren.

Down East Credit Union

**23 Third Avenue
Baileysville, ME 04694**

Locations in Bangor, Belfast, Calais, Machias, Richmond, Topsham, and Unity.

Eaton Vance Trust Company

**Two International Place
Boston, MA 02110**

Evergreen Credit Union

**225 Riverside Street
Portland, ME 04101**

Branch locations in Naples, South Portland, and Windham.

Five County Credit Union

**765 Washington Street
Bath, ME 04530**

Locations in Auburn, Augusta, Bowdoinham, Brunswick, Falmouth, Lewiston, Lisbon, Portland, Rockland, Scarborough, Skowhegan, Topsham, Waterville, and Windham.

Forum Trust, LLC

**Three Canal Plaza
Portland, ME 04101**

Franklin Savings Bank

**197 Main Street
Farmington, ME 04938**

Locations in Farmington, Jay, Rangeley, Rumford, Skowhegan, and Wilton.

Global Trust Company

**12 Gill Street
Woburn, MA 01801**

Gorham Savings Bank

**64 Main Street
Gorham, ME 04038**

Locations in East Waterboro, Falmouth, Gorham, Portland, Scarborough, South Portland, Standish, and Windham.

EXHIBIT IV

Maine-Chartered Financial Institution Office Locations

H.M. Payson & Co.

**1 Portland Square
Portland, ME 04101**

Location in Damariscotta.

Katahdin Trust Company

**11 Main Street
Patten, ME 04765**

Locations in Ashland, Bangor, Caribou, Eagle Lake, Easton, Fort Fairfield, Fort Kent, Hampden, Houlton, Island Falls, Limestone, Mars Hill, Oakfield, Presque Isle, Scarborough, Van Buren, and Washburn.

Kennebec Savings Bank

**150 State Street
Augusta, ME 04332**

Locations in Farmingdale, Hallowell, Waterville, and Winthrop.

Kennebunk Savings Bank

**104 Main Street
Kennebunk, ME 04043**

Locations in Berwick, Eliot, Kennebunk, Kittery, North Berwick, Ogunquit, Sanford, Springvale, Wells, York, Dover, NH, Hampton, NH, and Portsmouth, NH.

Machias Savings Bank

**4 Center Street
Machias, ME 04654**

Locations in Baileyville, Bangor, Bar Harbor, Brewer, Calais, Caribou, Columbia Falls, Danforth, Ellsworth, Houlton, Lincoln, Presque Isle, Princeton, and Rockland.

Maine Education Credit Union

**15 University Drive
Augusta, ME 04330**

Location in Augusta.

Note: Maine Education Credit Union was renamed Connected Credit Union effective December 1, 2014.

Maine Merchant Bank

**477 Congress St
Portland, ME 04101**

Maine State Credit Union

**200 Capitol Street
Augusta, ME 04330**

Locations in Augusta and Waterville.

Mechanics Savings Bank

**100 Minot Avenue
Auburn, ME 04210**

Locations in Brunswick, Lewiston, and Windham.

Maine-Chartered Financial Institution Office Locations

Northeast Bank

**500 Canal Street
Lewiston, ME 04240**

Locations in Auburn, Augusta, Bethel, Brunswick, Buckfield, Harrison, Lewiston, Poland, Portland, and South Paris.

Norway Savings Bank

**261 Main Street
Norway, ME 04268**

Locations in Auburn, Bethel, Bridgton, Brunswick, Falmouth, Freeport, Fryeburg, Gorham, Kennebunk, Naples, Portland, Topsham, Saco, Scarborough, South Paris, South Portland, Standish, Windham, and Yarmouth.

Pentegra Trust Company

**317 Madison Avenue
New York, NY 10017**

PeoplesChoice Credit Union

**23 Industrial Park Road
Saco, ME 04072**

Locations in Biddeford, Sanford, and Wells.

Plimoth Trust Company

**30 Resnik Road
Plymouth, MA 02360**

Sabattus Regional Credit Union

**2 Middle Road
Sabattus, ME 04280**

Saco and Biddeford Savings Institutions

**252 Main Street
Saco, ME 04072**

Locations in Biddeford, Old Orchard Beach, Scarborough, South Portland, and Westbrook.

Saco Valley Credit Union

**312 Main Street
Saco, ME 04072**

Locations in Saco and Waterboro.

Sanford Institution for Savings

**900 Main Street
Sanford, ME 04093**

Locations in Buxton, East Waterboro, Limerick, Sanford, Springvale, Wells, York, and Portsmouth, NH.

EXHIBIT IV

Maine-Chartered Financial Institution Office Locations

Skowhegan Savings Bank

7 Elm Street

Skowhegan, ME 04976

Locations in Augusta, Bingham, Dexter, Fairfield, Farmington, Jackman, Kingfield, Madison, Norridgewock, Phillips, Pittsfield, Rangeley, Skowhegan and Stratton.

Spinnaker Trust

123 Free Street

Portland, ME 04101

TD Ameritrade Trust Company

717 17th Street, Suite 1700

Denver, CO 80202

University Credit Union

139 Rangeley Road

Orono, ME 04473

Locations in Bangor, Farmington, Orono, Portland, and Presque Isle.

Watch Point Trust Company

100 Summer Street

Boston, MA 02110