



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

PREPARED BY THE STAFF OF THE
MAINE BUREAU OF FINANCIAL INSTITUTIONS

January 15, 2013

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INTRODUCTION

The Bureau of Financial Institutions (“Bureau”) is Maine’s primary regulator of state-chartered financial institutions. The statutory mission of the Bureau is to ensure the strength, stability and efficiency of the financial institutions it regulates, encourage the development and expansion of financial services, ensure reasonable and orderly competition, protect consumers against unfair practices by institutions that provide consumer credit, provide consumer education, and encourage the development of economically sound credit practices.

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 and Administration Division interprets Title 9-B, Title 9-A and the Bureau’s regulations, issues regulatory guidance, promulgates regulations, and interacts with the Maine Legislature during legislative sessions. The Supervision and Enforcement 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.

In 2012, the Bureau provided supervision to forty-four (44) state-chartered financial institutions which included twelve (12) credit unions, one (1) savings and loan association, five (5) commercial banks, fourteen (14) savings banks and twelve (12) limited purpose banks. However, by the end of calendar year 2012, this number was reduced by one as a result of the merger of Ram Trust Company into Spinnaker Trust. The Bureau anticipates a further reduction by one in early 2013 when the final steps are taken by Border Bancshares to voluntarily liquidate BTC Legacy Corp., previously known as Border Trust Company. (In August 2012, Bar Harbor Bank & Trust acquired substantially all of the assets of Border Trust Company.)

The Bureau was first accredited by the Conference of State Bank Supervisors in 1996 and was subsequently re-accredited in 2001, 2006 and, more recently, in 2011

when the Review Team from the Conference of State Bank Supervisors conducted a thorough review of the Bureau and notified the Bureau of its re-accreditation for an additional five (5) year period.

A significant portion of this Report focuses on the oversight activities of the Bureau and regulatory developments at both the state and federal level. Section 1 of this Report provides a summary of foreclosure-related activity. Since 2006, the Bureau has conducted a quarterly survey of state-chartered financial activity to assess the extent of the foreclosure problem in Maine.

Section II of this Report provides information relative to the Bureau's repeal and replacement of Regulation 18 (Funds Availability and Truth-in-Savings) and the repeal and replacement of Regulation 28 (Loans to One Borrower). Both rules were repealed and replaced in order for Maine to remain up-to-date with federal regulations and, in the case of Regulation 28, to permit Maine banks to engage in derivative transactions provided they use the methods for determining credit risk generally prescribed in federal law. These rulemakings have been part of the Bureau's ongoing efforts to align federal and state regulations. Regulatory alignment serves two important purposes. First, it incorporates recent federal consumer protections into state law thereby enhancing Maine consumer protections. Second, it eases the regulatory burdens faced by Maine's financial institutions by allowing them to use compliance systems that have been developed based on federal laws.

Section III of this Report focuses on the outreach efforts of the Bureau. During the fiscal year ending June 30, 2012, the Bureau responded to 567 consumer complaints and inquiries about a specific financial institution or a type of financial product. As a result of recent economic conditions, the Bureau received numerous inquiries from consumers expressing concerns relating to foreclosure-related issues, deposit insurance coverage and credit card-related issues.

Section IV of this Report reviews application activity in the Bureau in 2012. Although no new state-chartered financial institutions were chartered during the calendar year, application activity continued to be heavily concentrated in the area of branching.

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SECTION I

RESIDENTIAL LENDING AND FORECLOSURES

Foreclosure Survey

The Bureau continues to survey (the “FC Survey”) all of Maine’s state-chartered banks and credit unions (“Maine FIs”) requesting various data related to residential mortgages. The FC Survey, initiated in late 2006 to gather information on the extent of the foreclosure problem in Maine, has been revised several times. These revisions have resulted in some inconsistencies in various data. Currently, the FC Survey collects data on the number and dollar amount of first lien residential mortgages (“First REMs”), mortgage loans in process of foreclosure (“IPF”), foreclosures completed (“FC”), delinquent mortgages, residential bank-owned real estate (“REO”), and First REMs originated. The FC Survey is conducted quarterly, and the Bureau now has collected data for 24 consecutive quarters. It is generally acknowledged that the housing downturn began in 2006 as home prices declined. Fortunately, the downturn in Maine has been less significant than nationally.

First Lien Residential Mortgages

The number of First REMs held by Maine FIs increased gradually during the first three quarters of 2012, with a net increase of 2,100, or 3.8%. The Maine FIs held 57,600 First REMs, of which 12,200, 21%, are Home Equity Lines of Credit (“HELOCs”); as of 12/31/2011, HELOCs represented 20% of total First REMs. Based on data available from the U.S. Census Bureau, it is estimated that the Maine FIs hold approximately 20% of non-HELOC First REMs on Maine residential properties. Originations YTD 9/30/2012 total 9,300, an increase of 32% from the comparable period of 2011 with refinancings accounting for nearly one-half of all originations; purchase mortgages account for 36% and HELOCs, the remaining 16%. Originations in the third quarter increased 37% vs. the third quarter of 2011: refinancings were up 75%, purchases were up 10%, and HELOCs were up 30%. The impact of historically low mortgage interest rates is clearly reflected in the strong increase in refinancings.

These low rates have also influenced the Maine FIs' retention of originated non-HELOC First REMs, which has decreased from 63% to 59%.¹

According to data from the Maine Real Estate Information System, Inc., year-over-year sales of single family housing in Maine have increased for 16 consecutive months and YTD 10/31/2012 sales are up 17% over the comparable ten-month period of 2011. Further evidence of a resurging housing market is the increase in median price, which was up 5% in the second quarter and 2% in the third quarter, after declining for the prior five quarters.

Table #1 summarizes various foreclosure-related data for First REMs; IPF is at period-end whereas FC and IPF Starts are year-to-date cumulative. As seen, the trend is generally for increased foreclosure activity, although as a percentage of outstanding First REMs the year-to-date FC and IPF Start data compare favorably to data for one year earlier, as of 9/30/2012. Although the IPF percentage decreased slightly, the number of IPF reached a record high, and was up by 32 during the quarter. The increase is attributable to a record high in IPF Starts, 104 for the quarter and 20 more than in the prior quarter, and the continued prolonged foreclosure timeline. The extended time period mortgages remain IPF is at least partially attributable to the combination of Maine having a judicial foreclosure process and a statutorily mandated mediation process. Also contributing to the high IPF was the lowest number of IPF loans that "dropped-out" of the foreclosure process for some reason other than a completed foreclosure (i.e., a short sale or the loan was brought current, restructured or refinanced); a high drop-out rate is considered a positive development. In the third quarter, 10% of loans "dropped-out" of the foreclosure process vs. an average of 15% over the prior five quarters. While the number of IPF and FC are still closely watched, because of the judicial process which can often have more influence over how long a mortgage stays in the foreclosure process than does action by the financial institution or

¹ Because most HELOCs carry an adjustable interest rate, they have much less interest rate risk and institutions, therefore, tend to hold these loans rather than sell them; the revolving nature and short-term maturity also are factors in institutions retaining these loans. On the other hand, because of the very low interest rates, most non-HELOC First REMs carry a fixed rate which, combined with their long-term, substantially increase interest rate risk. Consequently, institutions are increasingly selling a higher percentage of these fixed-rate First REMs.

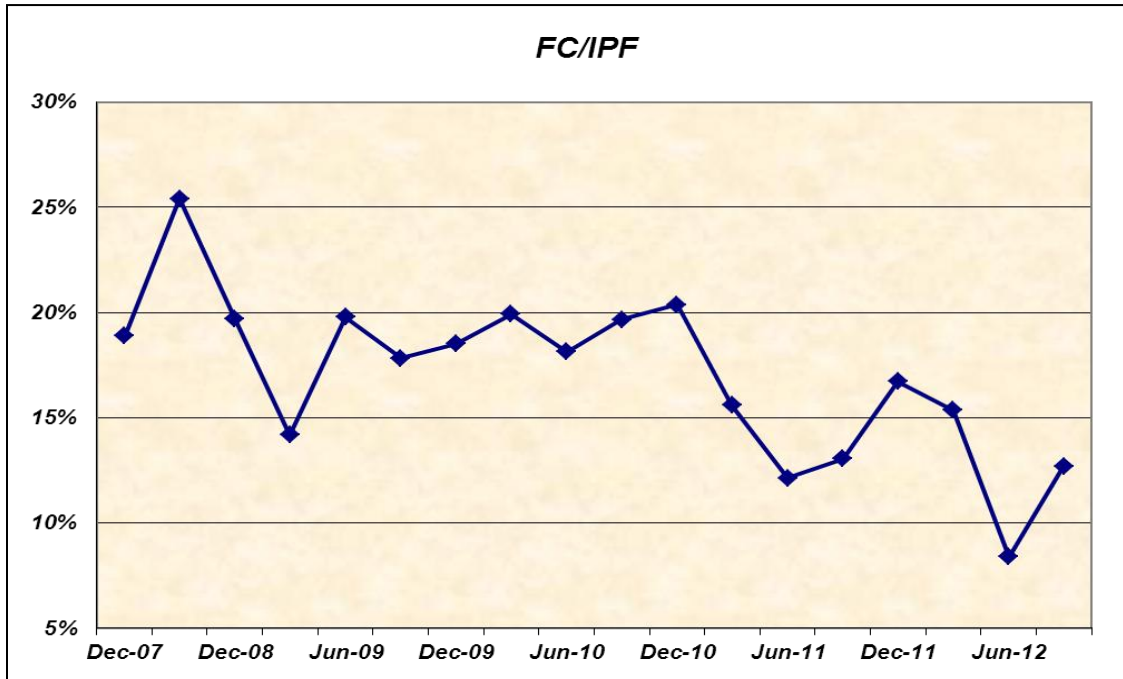
the borrower, the number of IPF Starts is as closely watched, if not more so, for indications of changes.

Table #1

| 1st REM | 12/06 | 12/07 | 12/08 | 12/09 | 12/10 | 12/11 | 9/11 | 9/12 |
|---------------------------|--------------|--------------|--------------|--------------|--------------|--------------|-------------|-------------|
| IPF | 62 | 120 | 148 | 226 | 250 | 306 | 323 | 347 |
| FC | N/A | 52 | 119 | 126 | 176 | 172 | 118 | 113 |
| IPF Start | N/A | N/A | 201 | 305 | 303 | 375 | 285 | 274 |
| IPF | 0.15% | 0.26% | 0.31% | 0.48% | 0.52% | 0.55% | 0.63% | 0.60% |
| FC | N/A | 0.12% | 0.25% | 0.27% | 0.37% | 0.34% | 0.32% | 0.27% |
| IPF Start | N/A | N/A | 0.42% | 0.64% | 0.64% | 0.73% | 0.77% | 0.64% |

Foreclosures (FC) and In Process of Foreclosure (IPF) starts are compared to average loans for the year.

As seen in the Chart below, the ratio of FC to IPF continued its downward trend in 2012, notwithstanding the greater than normal increase in the third quarter. In 2009 and 2010, on average, there was one FC for every five IPF; in 2011, the rate of FC slowed to one for six IPF; and year-to-date 2012 the rate has further slowed to one FC for every eight IPF. Again, this slowness in completing the foreclosure process can be attributed in part to Maine’s judicial foreclosure process and the statutorily mandated mediation process. The willingness of Maine FIs to work with their borrowers is also considered a strong factor in the build-up of IPF. Financial institutions do not benefit from foreclosures and acquiring property and, generally, prefer to avoid acquiring property by foreclosure. The apparent turnaround in home values and the job market, albeit modest, also may be contributing to extended time in IPF as the Maine FIs become more willing to work with borrowers in efforts to avoid acquiring properties. By extending the time that mortgages remain IPF, the foreclosure process is delayed and the number of IPF also increases. Further evidence of the extended IPF timeframe is the increased percentage of mortgages that are past due three or more months (“PD≥3”) that are IPF, although most of the increase occurred in 2011. In 2010, 43% of PD≥3 were IPF; in 2011, the ratio jumped to 55% and further rose to 56% YTD 2012.



FC means Foreclosure; IPF means In Process of Foreclosure

The inventory of foreclosed properties, REO, has trended upward, consistent with FC, and peaked at 108 properties at 3/31/2012; it has since fallen to 89 at 9/30/2012. The annual REO turnover ratio has steadily declined with the increase in FC, dropping from 2.6 times in 2009 to 1.3 times year-to-date 9/30/2012. The declining turnover ratio suggests that, on average, it is now taking twice as long for institutions to sell the foreclosed properties.

Also closely watched are delinquency trends. Since the Bureau began collecting past due data in 2009, “early stage” delinquencies (i.e., past due one to two months – “PD<3”) have followed two patterns. First, the highest percentage for each calendar year has consistently occurred in December and, second, the lowest percentage has generally occurred in September. The peak has been very consistent, ranging from 1.61% to 1.66% for the three years ending 2009, 2010 and 2011. The low for the same three years has fluctuated a little more, from 1.14% to 1.25%. At 9/30/2012, the ratio had dropped to 1.00%, the lowest in the nearly four years the data have been collected. The pattern for PD≥3 was a steady quarterly increase from 3/31/09 through 12/31/10, a downward trend in 2011 and steady for the first three quarters of 2012. The PD≥3 is

somewhat inflated by the prolonged foreclosure process, which keeps delinquent mortgages on the institutions' books longer.

Table #2

| 1 st REM | 3/09 | 12/09 | 9/10 | 12/10 | 9/11 | 12/11 | 3/12 | 6/12 | 9/12 |
|---------------------|------|-------|------|-------|------|-------|------|------|------|
| PD<3 | 1.34 | 1.61 | 1.25 | 1.66 | 1.14 | 1.64 | 1.29 | 1.02 | 1.00 |
| PD≥3 | 0.76 | 1.07 | 1.18 | 1.24 | 1.14 | 1.04 | 1.02 | 1.02 | 1.02 |

The percentage of FC to First REMs PD≥3 (based on the prior quarter-end PD≥3) has consistently remained below 10% over the last ten quarters, with a lower percentage indicating fewer foreclosures, proportionately. In 2010, on average, one of every 12 seriously delinquent mortgages was foreclosed; in 2011, the ratio improved to one of every 14 seriously delinquent mortgages; and year-to-date 2012, the ratio further improved to one in every 16 mortgages.

Table #3

| 1 st REM | 9/10 | 12/10 | 3/11 | 6/11 | 9/11 | 12/11 | 3/12 | 6/12 | 9/12 |
|---------------------|------|-------|------|------|------|-------|------|------|------|
| FC | 46 | 44 | 39 | 37 | 42 | 54 | 47 | 26 | 40 |
| PD≥3 | 519 | 564 | 592 | 580 | 541 | 588 | 578 | 577 | 582 |
| FC/PD≥3 | 8.9% | 7.8% | 6.6% | 6.4% | 7.8% | 9.2% | 8.1% | 4.5% | 6.9% |

The percentage of IPF Starts to PD≥3 has been very steady over the past three years, averaging annually between 14.5% and 16.3%; the average for the first three quarters of 2012 was 15.8%. However, the rate for the third quarter, 17.9%, was the highest since 21.5% in the fourth quarter of 2009, meaning that foreclosure proceedings were initiated on one of every five and one-half First REMs PD≥3.

Serviced First REMs

After increasing during 2009 and 2010 and the first three quarters of 2011, the serviced portfolio has declined from the peak of 13,900 to 13,600, a drop of 2.5%.² Serviced mortgages have fallen from 32% of outstanding non-HELOC First REMs at

² Serviced mortgages (all are First REMs) refers to mortgages owned by a third-party for which a bank processes payments, etc. Under most servicing contracts, the servicer is responsible for collecting delinquent payments as well as initiating foreclosure proceedings. It is presumed that most of the loans serviced by a Maine FI were originated by the Maine FI. However, all loans originated and sold by a Maine FI are not serviced by the Maine FI. Year-to-date September 2012, servicing has been retained on 61% of the First REMs sold and servicing has been released on 39%, in line with percentages for 2010 and 2011.

9/30/2011 to 30% at 9/30/2012. As seen in Table #4, the trends are similar for the serviced portfolio as for the Maine FI portfolio. In general, the serviced portfolio has performed marginally better, but the gap has narrowed in 2012; in fact, the FC rate for the serviced portfolio actually exceeded that for the Maine FIs for the first nine months of 2012.

Table #4

| Serviced | 12/07 | 12/08 | 12/09 | 12/10 | 12/11 | 9/11 | 9/12 |
|------------------|--------------|--------------|--------------|--------------|--------------|-------------|-------------|
| IPF | 13 | 21 | 46 | 59 | 74 | 77 | 74 |
| FC | 9 | 21 | 26 | 26 | 38 | 25 | 35 |
| IPF Start | N/A | 23 | 56 | 55 | 67 | 53 | 52 |
| IPF | 0.11% | 0.18% | 0.36% | 0.44% | 0.53% | 0.55% | 0.54% |
| FC | 0.08% | 0.18% | 0.21% | 0.19% | 0.27% | 0.24% | 0.34% |
| IPF Start | N/A | 0.20% | 0.44% | 0.41% | 0.48% | 0.51% | 0.51% |

Foreclosure (FC) and In Process of Foreclosure (IPF) Starts are compared to average loans for the year.

Summary

The FC Survey continues to show mixed results, with the good news being that the situation appears to have stabilized. Positive signs are the steady increase in home sales, rising median prices, and declining delinquencies, especially in the early stage category. IPF, IPF Start, and FC data for the third quarter were a reversal of positive movements in the first and second quarter of the year and will be watched closely over the next couple of quarters to see if it was a one-time aberration to the positive momentum, a harbinger of further downturn, or a forerunner to an extended period of see-saw results with a protracted recovery. Based on the number of FC and those mortgages IPF, the indications are that the Maine FIs continue to work with their borrowers and delay finalizing the foreclosure process.

SECTION II

BUREAU OVERSIGHT ACTIVITIES AND REGULATORY DEVELOPMENTS

Regulation 18

Earlier in 2012, the Bureau repealed and replaced Regulation 18, its Funds Availability and Truth-in-Savings rule. The rule sets forth when financial institutions are required to make funds deposited by consumers available to them and what financial institutions are required to disclose to consumers in relation to their deposit accounts. Financial institutions are generally required to make funds deposited into consumers' accounts available to them within specific timeframes, depending upon the type and amount of deposit the consumer makes. Funds availability requirements balance the interests of consumers, requiring ready access to funds they have deposited, with those of financial institutions, requiring time to ensure that funds have cleared through the check processing system. Allowing financial institutions enough time to ensure that consumers' deposits have cleared also protects consumers from spending money they do not have. Financial institutions are also generally required to uniformly disclose the terms and conditions regarding interest and fees when giving out information on or opening a new deposit account, thereby allowing customers to make a meaningful comparison between these accounts.

The new Regulation 18 conforms Maine law to federal regulations, specifically, Regulation CC, the federal funds availability rule, Regulation DD, the federal truth-in-savings rule, and the National Credit Union Administration Board's truth-in-savings rule found at 12 CFR Part 707. As part of the Bureau's efforts to conform Regulation 18 to these federal regulations, the Bureau's 2012 rulemaking repealed the funds availability requirements for non-transaction accounts. This requirement in Maine law had become frustrating to some financial institutions because it impeded their ability to prevent check scams. In repealing this requirement, the Bureau recognized that financial institutions and consumers are now more vulnerable to liabilities arising from bad check deposits due to their increased incidence. Because of the Bureau's rulemaking, financial

institutions are also now better able to protect their customers from becoming liable themselves for bad checks they wish to deposit by placing these checks in the customer's non-transaction account, in consultation with the customer. Furthermore, the Bureau repealed the account disclosure requirements for non-consumer accounts. These requirements likewise did not exist in federal law for these types of accounts.

The Bureau also repealed and replaced Regulation 18 in order to incorporate amendments made to Regulations CC, DD and 12 CFR Part 707 since it had last promulgated Regulation 18. These amendments include disclosure practices related to overdraft services, the additional funds availability provisions relating to substitute checks, that is, digital reproductions of checks, and the restructuring of check-processing operations within the Federal Reserve System into a single check-processing region, thereby increasing the geographical area for "local" checks. Generally, funds are made available the second business day after a "local" check has been deposited.

Regulation 28

During the latter part of 2012, the Bureau proposed repealing and replacing Regulation 28, Maine's regulation relating to lending limits to one borrower. Regulation 28 protects the safety and soundness of financial institutions by preventing excessive loans to one borrower while promoting diversification of loans and equitable access to financial institution services. Effective January 21, 2013, a provision of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act) will prohibit state-chartered financial institutions from engaging in derivative transactions unless state lending limit laws take into consideration credit exposure arising from derivative transactions. The Bureau's 2012 Regulation 28 rulemaking accommodates this Dodd-Frank Act requirement. Generally, community banks use derivatives, such as interest rate swaps, as a hedge to manage risk.

The Bureau's recent promulgation of Regulation 28 provides specific methods for determining credit exposure to derivative transactions made by Maine's financial institutions. The rule accomplishes this by providing technical models for use in evaluating credit risk from derivative transactions within the context of lending limits to

one borrower, and places limits on these types of risks. Regulating derivative activity in this manner is an effort to further enhance the safety and soundness of Maine financial institutions. Because of this rulemaking, Maine banks will be able to engage in derivative transactions without running afoul of the Dodd-Frank Act, provided that, when calculating their credit exposure, they do so in accordance with the new rule.

The Bureau replaced Regulation 28 using language taken from a rule that was issued by the Office of the Comptroller of the Currency in the summer of 2012, also in response to the Dodd-Frank Act. The Bureau's rule was adopted in December 2012 and will become effective January 21, 2013, except for the requirement to use the technical models for calculating derivative transactions found in section 8 of the rule, which will become effective April 1, 2013. This rulemaking pertains only to Maine banks, not credit unions, which have their own separate lending limit requirements.

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SECTION III

CONSUMER OUTREACH

Consumer Outreach

The Bureau's Consumer Outreach Program provides help for consumers who have questions or concerns related to a financial institution or its products and services. Consumers may contact the Bureau's Consumer Outreach Specialist by phone, mail, encrypted email or in person. The Outreach Specialist works with consumers and financial institutions to help resolve account and loan-related complaints including elder financial abuse. The Outreach Specialist also provides financial education and referral services. Working with consumers in this manner helps the Bureau identify consumer-related issues and problems that may require further evaluation during on-site examinations. The Bureau has a website that includes a variety of information for the public, including financial education materials, foreclosure resources, and tools for teachers.

During the fiscal year ending June 30, 2012, the Bureau responded to 567 consumer complaints and inquiries. The Outreach Specialist is most effective when intervening in disputes involving Maine-chartered financial institutions. When a federally-chartered financial institution is involved, the Bureau, when possible, educates consumers about the issues at hand and then assists them in pursuing their complaint using a federal regulator that has enforcement authority over the federally-chartered financial institution. Table #5 lists the Bureau's consumer contacts by account type in fiscal years 2011 and 2012.

Table #5

| Type of Account | Number of Contacts | | % of Total | |
|--------------------|--------------------|------------|------------|-------------|
| | FY11 | FY 12 | FY11 | FY12 |
| Credit Cards | 209 | 116 | 27% | 20% |
| Mortgage Loans | 235 | 167 | 30% | 30% |
| Checking Accounts | 130 | 110 | 17% | 20% |
| Installment Loans | 52 | 58 | 7% | 10% |
| Other ¹ | 149 | 116 | 19% | 20% |
| Total | 775 | 567 | 100% | 100% |

National Mortgage Settlement

In February 2012, 49 state attorneys general, state regulators, including the Bureau, and the federal government announced an historic state-federal settlement with the country's five largest mortgage servicers: Ally/GMAC; Bank of America; Citigroup; JPMorgan Chase; and Wells Fargo. The settlement provides as much as \$25 billion in relief to distressed borrowers nationwide and direct payments to various states and to the federal government. The settlement has origins in Maine. A Maine Attorney, advocating on behalf of a consumer in a foreclosure case, discovered the unlawful practice of "robo-signing," a practice whereby large bank servicers were routinely signing foreclosure-related documents outside the presence of a notary public and without knowing whether the facts contained in the documents were accurate.

The settlement provides benefits to consumers who have loans that are owned or serviced by the five banks. Benefits include new servicing standards and various homeowner relief options. Relief options include first-lien modifications and principal forgiveness, short sales with forgiveness of deficiencies, and second-lien modifications and extinguishments. The State also received funds for its foreclosure prevention program administered by the Bureau of Consumer Credit Protection, legal assistance for homeowners, and the state general fund. Through September 2012, the five lenders involved in the settlement have reported more than \$25 million in relief to over 544 Maine borrowers. The terms of the National Mortgage Settlement require that the designated Monitor take steps to verify the relief reported.

SECTION IV APPLICATIONS

Application Activity

As in recent reporting periods, application activity by Maine state-chartered financial institutions continued to be very heavily concentrated on branches, accounting for 12 of the 15 applications processed during the twelve-month period between November 1, 2011 and October 31, 2012. During the same period in 2010 – 2011, branch-related filings represented 10 of the 12 total filings, and for the 2009 – 2010 period, 19 of the 22 total filings. Included in the seven new branch establishments were a second branch in New Hampshire by Kennebunk Savings Bank (their first branch was opened in 2011) and the initial foray into New Hampshire by Sanford Institution for Savings. Three of the new branches were opened in central and eastern Maine (Skowhegan, Brewer and Bangor) while the remaining two new branches were in the greater Portland area.

The three non-branch related applications were filed by (1) Northeast Bank to establish two wholly-owned subsidiaries to acquire, hold, manage and liquidate real estate acquired by the bank in satisfaction of loans secured by real estate, (2) Spinnaker Trust to merge with Ram Trust Company, and (3) Bar Harbor Bank & Trust to acquire substantially all the assets and liabilities of Border Trust Company.

TABLE #6

| | 11/09 – 10/10 | 11/10 – 10/11 | 11/11 – 10/12 |
|---------------------------------------|---------------|---------------|---------------|
| Charters – Nondepository Inst. | 1 | 1 | 0 |
| Mergers, Acquisitions | 1 | 0 | 2 |
| New Activities | 0 | 1 | 1 |
| Branch Establishment | 13 | 6 | 7 |
| Branch Relocation | 2 | 4 | 3 |
| Branch Closing | 4 | 0 | 2 |
| Other | 1 | 0 | 0 |

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EXHIBITS

**SUMMARY OF FINANCIAL INSTITUTIONS
AUTHORIZED TO DO BUSINESS IN MAINE**
June 30, 2012

| | <u>ASSETS</u> | | | <u>DEPOSITS/SHARES</u> | | <u>LOANS</u> | |
|---|---------------|----------------------------|-----------------------|----------------------------|-----------------------|----------------------------|-----------------------|
| | <u>No.</u> | <u>Dollars (000's)</u> | <u>% of Total</u> | <u>Dollars (000's)</u> | <u>% of Total</u> | <u>Dollars (000's)</u> | <u>% of Total</u> |
| State Commercial Banks | 5 | 2,674,840 | 10.72% | 1,868,251 | 6.46% | 1,763,004 | 7.33% |
| National Banks | 5 | 3,755,158 | ¹ 15.04% | 11,744,796 | 40.63% | 8,215,423 | 34.16% |
| State Limited Purpose Banks | 11 | 192,646 | 0.77% | N/A | N/A | 0 | 0.00% |
| Federal Limited Purpose Banks | 1 | 11,713 | 0.05% | N/A | N/A | N/A | N/A |
| State Savings Banks | 14 | 11,187,339 | 44.81% | 8,381,134 | 29.00% | 8,377,516 | 34.84% |
| Federal Savings Banks | 4 | 931,921 | ¹ 3.73% | 1,579,088 | 5.46% | 1,616,031 | 6.72% |
| State Savings and Loans | 1 | 75,958 | 0.30% | 68,882 | 0.24% | 49,926 | 0.21% |
| Federal Savings and Loans | 3 | 288,705 | 1.16% | 235,297 | 0.82% | 243,567 | 1.01% |
| State Credit Unions | 12 | 1,593,284 | 6.38% | 1,378,949 | 4.77% | 979,825 | 4.07% |
| Credit Unions Chartered by Other States | 1 | N/A | ¹ N/A | 11,652 | 0.04% | 7,514 | 0.03% |
| Federal Credit Unions | 51 | 4,253,771 | ¹ 17.04% | 3,637,244 | 12.58% | 2,795,633 | 11.63% |
| TOTAL | 108 | 24,965,335 | 100.00% | 28,905,293 | 100.00% | 24,048,439 | 100.00% |
| Commercial Banks | 10 | 6,429,998 | ¹ 25.76% | 13,613,047 | 47.10% | 9,978,427 | 41.49% |
| Limited Purpose Banks | 12 | 204,359 | 0.82% | N/A | N/A | 0 | 0.00% |
| Savings Banks | 18 | 12,119,260 | ¹ 48.54% | 9,960,222 | 34.46% | 9,993,547 | 41.56% |
| Savings and Loans | 4 | 364,663 | 1.46% | 304,179 | 1.05% | 293,493 | 1.22% |
| Credit Unions | 64 | 5,847,055 | ¹ 23.42% | 5,027,845 | 17.39% | 3,782,972 | 15.73% |
| TOTAL | 108 | 24,965,335 | 100.00% | 28,905,293 | 100.00% | 24,048,439 | 100.00% |
| Chartered by the State of Maine | 43 | 15,724,067 | 62.98% | 11,697,216 | 40.47% | 11,170,271 | 46.45% |
| Chartered by Other States | 1 | N/A | ¹ N/A | 11,652 | 0.04% | 7,514 | 0.03% |
| Federally Chartered | 64 | 9,241,268 | ¹ 37.02% | 17,196,425 | 59.49% | 12,870,654 | 53.52% |
| TOTAL | 108 | 24,965,335 | 100.00% | 28,905,293 | 100.00% | 24,048,439 | 100.00% |
| In-State Ownership | 102 | 24,965,335 | 100.00% | 18,965,499 | 65.61% | 17,328,131 | 72.06% |
| Out-of-State Ownership | 6 | N/A | ^{1,2} N/A | 9,939,794 | 34.39% | 6,720,308 | 27.94% |
| TOTAL | 108 | 24,965,335 | 100.00% | 28,905,293 | 100.00% | 24,048,439 | 100.00% |

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

| | |
|-------------------------------|---------------------------------------|
| Bank of America, N.A. | People's United Bank |
| KeyBank, National Association | TD Bank, N.A. |
| Northeast Credit Union | United Methodist Federal Credit Union |

² **Out of State Ownership:**

| | Deposits/ Shares | Loans |
|---------------------------------------|-------------------------|------------------|
| Bank of America, N.A. | 1,629,804 | 1,105,941 |
| KeyBank, National Association | 2,548,509 | 1,053,151 |
| Northeast Credit Union | 11,652 | 7,514 |
| People's United Bank | 802,084 | 915,512 |
| TD Bank, N.A. | 4,947,396 | 3,638,053 |
| United Methodist Federal Credit Union | 349 | 137 |
| TOTAL: | 9,939,794 | 6,720,308 |

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

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

| | 06/30/08 | 06/30/09 | 06/30/10 | 06/30/11 | 06/30/12 |
|---|-----------|------------|------------|------------|------------|
| Commercial Banks Chartered by the State of Maine | | | | | |
| Number of Institutions | 6 | 5 | 5 | 5 | 5 |
| Number of Offices | 54 | 50 | 49 | 49 | 51 |
| Assets | 2,324,363 | 2,384,581 | 2,446,478 | 2,478,552 | 2,674,840 |
| Deposits | 1,597,101 | 1,578,709 | 1,647,610 | 1,736,435 | 1,868,251 |
| Loans | 1,640,416 | 1,606,171 | 1,647,479 | 1,624,382 | 1,763,004 |
| National Banks | | | | | |
| Number of Institutions | 5 | 5 | 5 | 5 | 5 |
| Number of Offices | 214 | 213 | 205 | 205 | 201 |
| Assets | 3,548,077 | 3,622,696 | 3,565,679 | 3,691,168 | 3,755,158 |
| Deposits | 9,102,622 | 9,682,144 | 10,303,635 | 9,666,742 | 11,744,796 |
| Loans | 7,918,395 | 8,031,088 | 10,864,364 | 9,326,995 | 8,215,423 |
| State Chartered Savings Banks | | | | | |
| Number of Institutions | 14 | 14 | 14 | 14 | 14 |
| Number of Offices | 176 | 180 | 181 | 186 | 188 |
| Assets | 9,815,406 | 10,211,778 | 10,499,563 | 10,833,931 | 11,187,339 |
| Deposits | 6,910,877 | 7,234,136 | 7,658,761 | 7,966,131 | 8,381,134 |
| Loans | 7,769,211 | 7,969,836 | 8,129,575 | 8,172,390 | 8,377,516 |
| Federal Savings Banks | | | | | |
| Number of Institutions | 5 | 4 | 4 | 4 | 4 |
| Number of Offices | 63 | 69 | 67 | 68 | 66 |
| Assets | 1,985,635 | 1,124,243 | 1,041,109 | 953,068 | 931,921 |
| Deposits | 1,538,290 | 1,605,618 | 1,589,457 | 1,522,885 | 1,579,088 |
| Loans | 1,607,701 | 1,804,023 | 1,617,678 | 1,623,332 | 1,616,031 |
| State Chartered Savings & Loan Associations | | | | | |
| Number of Institutions | 2 | 1 | 1 | 1 | 1 |
| Number of Offices | 3 | 1 | 1 | 1 | 1 |
| Assets | 101,162 | 44,412 | 56,575 | 69,156 | 75,958 |
| Deposits | 77,745 | 39,530 | 51,513 | 63,092 | 68,882 |
| Loans | 91,686 | 34,201 | 40,380 | 45,552 | 49,926 |
| Federal Savings & Loan Associations | | | | | |
| Number of Institutions | 3 | 3 | 3 | 3 | 3 |
| Number of Offices | 8 | 8 | 8 | 9 | 9 |
| Assets | 278,106 | 278,120 | 288,371 | 279,931 | 288,705 |
| Deposits | 211,789 | 218,052 | 230,787 | 255,030 | 235,297 |
| Loans | 242,248 | 240,745 | 247,299 | 236,396 | 243,567 |

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

| | 06/30/08 | 06/30/09 | 06/30/10 | 06/30/11 | 06/30/12 |
|--|------------|------------|------------|------------|------------|
| State Chartered Credit Unions | | | | | |
| Number of Institutions | 12 | 12 | 12 | 12 | 12 |
| Number of Offices | 48 | 49 | 49 | 53 | 54 |
| Assets | 1,292,834 | 1,385,798 | 1,444,068 | 1,515,650 | 1,593,284 |
| Shares/Deposits | 1,080,994 | 1,160,980 | 1,241,340 | 1,297,266 | 1,378,949 |
| Loans | 901,632 | 922,513 | 932,162 | 935,977 | 979,825 |
| 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 | 9,930 | 10,116 | 10,783 | 11,729 | 11,652 |
| Loans | 8,622 | 8,859 | 7,558 | 7,290 | 7,514 |
| Federal Credit Unions | | | | | |
| Number of Institutions | 57 | 56 | 56 | 54 | 51 |
| Number of Offices | 138 | 139 | 140 | 142 | 140 |
| Assets | 3,399,344 | 3,668,192 | 3,899,997 | 4,044,638 | 4,253,771 |
| Shares/Deposits | 2,906,505 | 3,140,880 | 3,345,859 | 3,483,156 | 3,637,244 |
| Loans | 2,480,451 | 2,588,020 | 2,647,702 | 2,704,182 | 2,795,633 |
| State Chartered Merchant Banks | | | | | |
| Number of Institutions | 1 | 1 | 1 | 1 | 1 |
| Assets | 45,093 | 46,505 | 52,166 | 56,388 | 59,495 |
| Deposits | N/A | N/A | N/A | N/A | N/A |
| Loans | 663 | 0 | 0 | 0 | 0 |
| State Chartered Nondepository Trust Companies | | | | | |
| Number of Institutions | 8 | 9 | 9 | 10 | 10 |
| Assets | 76,604 | 123,526 | 108,125 | 126,210 | 133,151 |
| 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 | 13,578 | 12,910 | 13,252 | 11,899 | 11,713 |
| 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 | 115 | 112 | 112 | 111 | 108 |
| Number of Offices | 705 | 710 | 701 | 714 | 711 |
| Assets | 22,880,202 | 22,902,761 | 23,415,383 | 24,060,591 | 24,965,335 |
| Shares & Deposits | 23,435,853 | 24,670,165 | 26,079,745 | 26,002,466 | 28,905,293 |
| Loans | 22,661,025 | 23,205,456 | 26,134,197 | 24,676,496 | 24,048,439 |

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

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

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

| | <u>Assets</u> | 06/30/12 \$ in (000's) <u>Deposits</u> | <u>Loans</u> |
|---|------------------|--|------------------|
| Joseph Murphy, President BAR HARBOR BANK & TRUST 82 Main St. Bar Harbor, ME 04609 | 1,241,473 | 738,168 | 776,931 |
| Earle Harvey, President BORDER TRUST COMPANY ³ 227 Water St. Augusta, ME 04330 | 45,262 | 39,434 | 36,643 |
| Scott Conant, President DAMARISCOTTA BANK & TRUST 25 Main St. Damariscotta, ME 04543 | 158,766 | 140,396 | 113,659 |
| Jon Prescott, President KATAHDIN TRUST COMPANY 11 Main St. Patten, ME 04765 | 568,868 | 473,840 | 477,444 |
| Richard Wayne, President NORTHEAST BANK 500 Canal Street Lewiston, ME 04240-6594 | 660,471 | 476,413 | 358,327 |
| TOTAL: 5 | <u>2,674,840</u> | <u>1,868,251</u> | <u>1,763,004</u> |

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

| | <u>Assets</u> | 06/30/12 \$ in (000's) <u>Deposits</u> | <u>Loans</u> |
|---|---------------|--|--------------|
| Daniel Hurley, III, President BAR HARBOR TRUST SERVICES 135 High St., PO Box 1100 Ellsworth, ME 04605 | 2,328 | N/A | N/A |

³ Most of the assets of Border Trust Company were acquired by Bar Harbor Bank & Trust, effective August 10, 2012. Subsequently, Border Trust Company changed its name to BTC Legacy Corp.

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

| | <u>Assets</u> | 06/30/12 \$ in (000's) <u>Deposits</u> | <u>Loans</u> |
|--|----------------|--|--------------|
| David McCabe, President EATON VANCE TRUST COMPANY Two International Place Boston, MA 02110 | 13,150 | N/A | N/A |
| John Keffer, President FORUM TRUST, LLC Three Canal Plaza, Suite 600, PO Box 446 Portland, ME 04112 | 6,044 | N/A | N/A |
| Thomas Forese, Jr., President GLOBAL TRUST COMPANY 4A Gill St. Woburn, MA 01801-1721 | 4,061 | N/A | N/A |
| Michael Currie, President H. M. PAYSON AND COMPANY 1 Portland Sq., PO Box 31 Portland, ME 04101 | 3,686 | N/A | N/A |
| Joseph Yohlin, President MAINE MERCHANT BANK 477 Congress St., Suite 1100 Portland, ME 04101 | 59,495 | N/A | 0 |
| Robert Albanese, President PENTEGRA TRUST COMPANY 108 Corporate Drive Park White Plains, NY 10604 | 4,132 | N/A | N/A |
| George Oliveira, President PLIMOTH TRUST COMPANY 38 Resnik Road Plymouth, MA 02360 | 6,479 | N/A | N/A |
| Richard Curran, Jr., President SPINNAKER TRUST⁴ 123 Free St., PO Box 7160 Portland, ME 04112-7160 | 2,151 | N/A | N/A |
| Albert Schweiss, President TD AMERITRADE TRUST COMPANY 4211 S. 102 nd Street Omaha, NE 68127 | 90,567 | N/A | N/A |
| Charles Gaziano, CEO WATCH POINT TRUST COMPANY, LLC 100 Summer Street Boston, MA 02110 | 553 | N/A | N/A |
| TOTAL: 11 | 192,646 | | 0 |

⁴ Ram Trust Company merged into Spinnaker Trust on May 31, 2012.

**S T A T E C H A R T E R E D
S A V I N G S B A N K S
A U T H O R I Z E D T O D O B U S I N E S S I N M A I N E**

| | 06/30/12 \$ in (000's) | | |
|--|---------------------------|-----------------|--------------|
| | <u>Assets</u> | <u>Deposits</u> | <u>Loans</u> |
| Paul Andersen, President ANDROSCOGGIN SAVINGS BANK 30 Lisbon St., PO Box 1407 Lewiston, ME 04240 | 717,671 | 522,928 | 575,326 |
| James Conlon, President BANGOR SAVINGS BANK 99 Franklin St., PO Box 930 Bangor, ME 04402-0930 | 2,650,893 | 2,019,820 | 1,778,598 |
| Glenn Hutchinson, President BATH SAVINGS INSTITUTION 105 Front St., PO Box 548 Bath, ME 04530-0548 | 659,943 | 509,008 | 408,672 |
| Charles Petersen, President BIDDEFORD SAVINGS BANK 254 Main St., PO Box 525 Biddeford, ME 04005-0525 | 346,985 | 248,496 | 256,877 |
| Peter Judkins, President FRANKLIN SAVINGS BANK 197 Main St., PO Box 825 Farmington, ME 04938-0825 | 328,418 | 242,018 | 264,578 |
| Christopher Emmons, President GORHAM SAVINGS BANK 10 Wentworth Dr., PO Box 39 Gorham, ME 04038 | 924,393 | 658,394 | 616,844 |
| Mark Johnston, President KENNEBEC SAVINGS BANK 150 State St., PO Box 50 Augusta, ME 04330 | 797,233 | 529,865 | 631,407 |
| Bradford Paige, President KENNEBUNK SAVINGS BANK 104 Main St., P.O. Box 28 Kennebunk, ME 04043-0028 | 836,538 | 678,555 | 698,723 |
| Lawrence Barker, President MACHIAS SAVINGS BANK 4 Center St., PO Box 318 Machias, ME 04654-0318 | 957,459 | 812,367 | 845,310 |
| Richard Vail, President MECHANICS' SAVINGS BANK 100 Minot Ave., PO Box 400 Auburn, ME 04210 | 337,270 | 251,705 | 285,492 |
| Patricia Weigel, President NORWAY SAVINGS BANK 261 Main St., PO Box 347 Norway, ME 04268 | 964,944 | 727,967 | 763,319 |

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

| | <u>Assets</u> | 06/30/12 \$ in (000's) <u>Deposits</u> | <u>Loans</u> |
|--|-------------------|--|------------------|
| Kevin Savage, President SACO AND BIDDEFORD SAVINGS INSTITUTION 252 Main St., PO Box 557 Saco, ME 04073 | 768,011 | 539,780 | 594,982 |
| Mark Mickeriz, President SANFORD INSTITUTION FOR SAVINGS 900 Main St., PO Box 472 Sanford, ME 04073 | 435,685 | 328,692 | 345,031 |
| John Witherspoon, President SKOWHEGAN SAVINGS BANK 13 Elm St., PO Box 250 Skowhegan, ME 04976 | 461,896 | 311,539 | 312,357 |
| TOTAL: 14 | 11,187,339 | 8,381,134 | 8,377,516 |

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

| | <u>Assets</u> | 06/30/12 \$ 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 | 75,958 | 68,882 | 49,926 |
| TOTAL: 1 | 75,958 | 68,882 | 49,926 |

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

| | <u>Assets</u> | 06/30/12 \$ in (000's) <u>Deposits</u> | <u>Loans</u> |
|--|---------------|--|--------------|
| Matthew Griffiths, CEO COAST LINE CREDIT UNION 333 Cottage Rd. South Portland, ME 04106 | 45,946 | 34,170 | 29,850 |
| Kerry Wood, CEO COMMUNITY CREDIT UNION 144 Pine St., PO Box 7810 Lewiston, ME 04240 | 44,415 | 39,379 | 29,266 |
| Eugene Ardito, CEO cPORT CREDIT UNION 50 Riverside Industrial Pkwy., PO Box 777 Portland, ME 04101-0777 | 141,850 | 127,360 | 86,893 |
| David Tozier, CEO DOWN EAST CU 23 Third Ave., PO Box 130 Baileyville, ME 04694 | 92,540 | 76,697 | 74,699 |
| H. Tucker Cole, CEO EVERGREEN CREDIT UNION 225 Riverside St. Portland, ME 04103 | 215,837 | 198,292 | 126,401 |
| Richard Dupuis, CEO FIVE COUNTY CREDIT UNION 765 Washington St., PO Box 598 Bath, ME 04530-0598 | 204,186 | 177,574 | 136,806 |
| Richard Lachance, CEO MAINE EDUCATION CREDIT UNION 23 University Dr., PO Box 1096 Augusta, ME 04330-1096 | 31,684 | 28,140 | 18,573 |
| Normand Dubreuil, CEO MAINE STATE CREDIT UNION 200 Capital St., PO Box 5659 Augusta, ME 04332-5659 | 340,426 | 296,697 | 138,261 |
| Luke Labbe, CEO PEOPLESCHOICE CREDIT UNION 35 Bradbury St., PO Box 463 Biddeford, ME 04005 | 139,653 | 120,309 | 88,544 |
| Shelly Page, CEO SABATTUS REGIONAL CREDIT UNION 2 Middle Rd., PO Box 250 Sabattus, ME 04280 | 34,837 | 31,021 | 17,391 |

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

| | <u>Assets</u> | 06/30/12 \$ in (000's) <u>Shares & Deposits</u> | <u>Loans</u> |
|--|------------------|---|----------------|
| Carrie Shaw, CEO SACO VALLEY CREDIT UNION 312 Main St., PO Box 740 Saco, ME 04072-0740 | 91,808 | 83,796 | 69,676 |
| Matthew Walsh, CEO UNIVERSITY CREDIT UNION Rangeley Rd. University of ME Orono, ME 04469-5779 | 210,102 | 165,514 | 163,465 |
| TOTAL: 12 | 1,593,284 | 1,378,949 | 979,825 |

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

| | <u>Assets</u> | 06/30/12 \$ in (000's) <u>Shares & Deposits</u> | <u>Loans</u> |
|--|---------------|---|--------------|
| Peter Kavalauskas, CEO NORTHEAST CREDIT UNION 100 Borthwick Ave. Portsmouth, NH 03801 1 Maine branch: Kittery | N/A | 11,652 | 7,514 |
| TOTAL: 1 | N/A | 11,652 | 7,514 |

Note: Maine shares and loans for Northeast Credit Union, which operates in a multi-state environment, are included in this exhibit; however, Maine assets are not available.

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

| | | 06/30/12 \$ in (000's) | |
|--|------------------|---------------------------|------------------|
| | <u>Assets</u> | <u>Deposits</u> | <u>Loans</u> |
| Bill Williamson, Maine State President BANK OF AMERICA, N.A. One City Center Portland, ME 04101 | N/A | 1,629,804 | 1,105,941 |
| Gregory Dufour, President CAMDEN NATIONAL BANK 2 Elm St., PO Box 310 Camden, ME 04843 | 2,365,727 | 1,612,769 | 1,536,464 |
| Sterling Kozlowski, District President KEYBANK, NATIONAL ASSOCIATION One Monument Sq., PO Box 678 Portland, ME 04112 | N/A | 2,548,509 | 1,053,151 |
| Lawrence Wold, Maine President TD BANK, N.A. One Portland Sq., PO Box 9540 Portland, ME 04112 | N/A | 4,947,396 | 3,638,053 |
| Daniel Daigneault, President THE FIRST, N.A. 223 Main St., PO Box 940 Damariscotta, ME 04543 | 1,389,431 | 1,006,318 | 881,814 |
| TOTAL: 5 | 3,755,158 | 11,744,796 | 8,215,423 |

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**

| | | 06/30/12 \$ in (000's) | |
|--|---------------|---------------------------|--------------|
| | <u>Assets</u> | <u>Deposits</u> | <u>Loans</u> |
| Stephen Tall, President ACADIA TRUST, NATIONAL ASSOCIATION 5 Milk St. Portland, ME 04101 | 11,713 | N/A | N/A |
| TOTAL: 1 | 11,713 | N/A | N/A |

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

| | <u>Assets</u> | 06/30/12 \$ in (000's) <u>Deposits</u> | <u>Loans</u> |
|--|----------------|--|------------------|
| Allen Sterling, President AUBURN SAVINGS BANK, FSB 256 Court St., PO Box 3157 Auburn, ME 04210 | 74,631 | 54,464 | 62,150 |
| John Everets, CEO BANK OF MAINE 2 Canal Plaza Portland, ME 04101 | 775,402 | 654,193 | 566,651 |
| PEOPLE'S UNITED BANK Samuel Ladd III, President, Maine Southern Division 467 Congress St. Portland, ME 04101 William Lucy, President, Maine Northern Division 201 Main St. Bangor, ME 04401 | N/A | 802,084 | 915,512 |
| Harry Mank, Jr., President ROCKLAND SAVINGS BANK, FSB 582 Main St. Rockland, ME 04841 | 81,888 | 68,347 | 71,718 |
| TOTAL: 4 | <u>931,921</u> | <u>1,579,088</u> | <u>1,616,031</u> |

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

Suzanne Clermont, 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.

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

| | <u>Assets</u> | 06/30/12 \$ in (000's) <u>Deposits</u> | <u>Loans</u> |
|---|----------------|--|----------------|
| John Swanberg, President AROOSTOOK COUNTY FEDERAL SAVINGS AND LOAN ASSOCIATION 43 High St., PO Box 808 Caribou, ME 04736-0808 | 98,271 | 87,673 | 76,962 |
| Andrew Perry, President FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF BATH 125 Front St., PO Box 488 Bath, ME 04530 | 114,377 | 94,914 | 102,296 |
| Allan Rancourt, President KENNEBEC FEDERAL SAVINGS AND LOAN ASSOCIATION 70 Main St., PO Box 497 Waterville, ME 04903-0497 | 76,057 | 52,710 | 64,309 |
| TOTAL: 3 | <u>288,705</u> | <u>235,297</u> | <u>243,567</u> |

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

| | <u>Assets</u> | 06/30/12 \$ in (000's) <u>Shares & Deposits</u> | <u>Loans</u> |
|--|---------------|---|--------------|
| David Desjardins, CEO ACADIA FEDERAL CU 9 East Main St. Fort Kent, ME 04743-1398 | 115,160 | 97,041 | 84,878 |
| Roger Sirois, CEO ATLANTIC REGIONAL FEDERAL CU 55 Cushing St., PO Box 188 Brunswick, ME 04011-0188 | 253,692 | 216,687 | 157,705 |
| Stephen Clark, CEO BANGOR FEDERAL CU 339 Hogan Rd., PO Box 1161 Bangor, ME 04401-1161 | 122,023 | 111,734 | 88,828 |

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

| | <u>Assets</u> | 06/30/12 \$ 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 04106-6911 | 6,568 | 5,296 | 3,941 |
| Richard Kaul, CEO BREWER FEDERAL CU 77 N. Main St., PO Box 189 Brewer, ME 04412-0189 | 47,383 | 42,940 | 34,919 |
| Diana Winkley, CEO CAPITAL AREA FEDERAL CU 10 North Belfast Ave., PO Box 2626 Augusta, ME 04438 | 24,176 | 21,495 | 19,482 |
| James Stone, CEO CASCO FEDERAL CU 375 Main St., PO Box 87 Gorham, ME 04038-0087 | 40,006 | 34,580 | 27,049 |
| Vicki Stuart, CEO CENTRAL MAINE FEDERAL CU 1000 Lisbon St., PO Box 1746 Lewiston, ME 04241-1746 | 85,667 | 74,605 | 32,448 |
| Darla King, CEO CHANGING SEASONS FEDERAL CU 193 Broad St. STE 3 Bangor, ME 04401-6323 | 21,761 | 19,627 | 15,153 |
| Scott Harriman, CEO CUMBERLAND COUNTY FEDERAL CU 101 Gray Rd. Falmouth, ME 04105-2514 | 157,449 | 140,264 | 90,659 |
| Ralph Ferland, CEO EASTERN MAINE MEDICAL CENTER FEDERAL CU 489 State St. Bangor, ME 04401-6616 | 45,508 | 40,909 | 22,069 |
| Daniel Byron, CEO EASTMILL FEDERAL CU 60 Main St. East Millinocket, ME 04430-1128 | 58,933 | 48,067 | 15,799 |
| Karen Greenleaf, CEO FRANKLIN SOMERSET FEDERAL CU 485 Wilton Rd., PO Box 5061 Farmington, ME 04938-9600 | 71,972 | 64,695 | 42,794 |

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

| | | 06/30/12 \$ in (000's) | |
|--|---------------|---------------------------|--------------|
| | <u>Assets</u> | <u>Deposits</u> | <u>Loans</u> |
| Philip Bergeron, CEO GARDINER FEDERAL CU 8 Brunswick Rd. RR 5 Box 105 Gardiner, ME 04345-9006 | 35,078 | 31,269 | 24,557 |
| Nancy Bard, CEO GREAT FALLS REGIONAL FCU 34 Bates St. Lewiston, ME 04240 | 25,468 | 20,793 | 9,491 |
| Lynda Quirion, CEO HEALTHFIRST FEDERAL CU 9 Quarry Rd. Waterville, ME 04901 | 16,948 | 15,507 | 14,775 |
| Joan Sage, CEO HOWLAND ENFIELD FEDERAL CU 4 Coffin St., PO Box 405 Howland, ME 04448-0405 | 7,243 | 6,695 | 4,219 |
| Kenneth Williams, CEO INFINITY FEDERAL CU 202 Larrabee Rd., PO Box 9742 Westbrook, ME 04104-5060 | 274,077 | 170,616 | 163,069 |
| Christine Devine, CEO KV FEDERAL CU 316 Northern Ave., PO Box 2108 Augusta, ME 04338 | 56,114 | 50,216 | 29,433 |
| Donald Casco, CEO KATAHDIN FEDERAL CU 1000 Central St. Millinocket, ME 04462-2193 | 69,564 | 60,541 | 40,556 |
| Deseree Gilman, CEO KSW FEDERAL CU 222 College Ave. Waterville, ME 04901 | 45,527 | 40,998 | 33,890 |
| Amanda Piper, CEO LEWISTON MUNICIPAL FEDERAL CU 291 Pine St., PO Box 60 Lewiston, ME 04243-0060 | 18,353 | 16,357 | 9,402 |
| Cris Kinney, CEO LINCOLN MAINE FEDERAL CU 171 W Broadway, PO Box 220 Lincoln, ME 04457-0220 | 45,032 | 40,406 | 32,405 |

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

| | <u>Assets</u> | 06/30/12 \$ in (000's) <u>Deposits</u> | <u>Loans</u> |
|---|---------------|--|--------------|
| George Roy, CEO LISBON COMMUNITY FEDERAL CU 325 Lisbon Rd., O Box 878 Lisbon, ME 04240-0878 | 77,033 | 67,454 | 52,142 |
| Rachel Caron, CEO MAINE FAMILY FEDERAL CU 555 Sabattus St. Lewiston, ME 04240-4195 | 116,698 | 105,511 | 68,072 |
| Rhonda Taylor, CEO MAINE HIGHLANDS FEDERAL CU 73 Main St., PO Box 233 Dexter, ME 04930-0233 | 85,905 | 78,415 | 58,133 |
| Jennifer Hartel, CEO MAINE MEDIA FEDERAL CU 390 Congress St., PO Box 7702 Portland, ME 04112-7702 | 4,501 | 3,503 | 2,610 |
| John Reed, CEO MAINE SAVINGS FEDERAL CU 1101 Western Ave., PO Box 347 Hampden, ME 04444-0347 | 247,368 | 226,256 | 177,396 |
| Gail Richardson, CEO MIDCOAST FEDERAL CU 831 Middle St., PO Box 780 Bath, ME 04530-0780 | 123,602 | 109,959 | 67,380 |
| Marguerite Gagne, CEO MONMOUTH FEDERAL CU 1176 Main St., PO Box 150 Monmouth, ME 04259-0150 | 15,369 | 14,032 | 9,416 |
| Ryan Poulin, CEO NEW DIMENSIONS FEDERAL CU 61 Grove St. Waterville, ME 04901-5826 | 60,981 | 50,893 | 47,534 |
| David Rossignol, CEO NORSTATE FEDERAL CU 78 Fox St. Madawaska, ME 04756 | 153,992 | 130,883 | 124,485 |
| Judy Morin, CEO OCEAN COMMUNITIES FEDERAL CU 1 Pool St., PO Box 1961 Biddeford, ME 04005-1961 | 146,082 | 126,431 | 118,314 |

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

| | <u>Assets</u> | 06/30/12 \$ in (000's) <u>Deposits</u> | <u>Loans</u> |
|---|---------------|--|--------------|
| Roland Poirier, CEO OTIS FEDERAL CU 170 Main St., PO Box 27 Jay, ME 04329-0027 | 125,727 | 104,134 | 69,380 |
| Matthew Kaubris, CEO OXFORD FEDERAL CU 225 River Rd., PO Box 252 Mexico, ME 04257-0252 | 134,313 | 115,468 | 97,454 |
| Steve Baillargeon, CEO PENOBSCOT COUNTY FEDERAL CU 191 Main St., PO Box 434 Old Town, ME 04468-0434 | 47,297 | 42,790 | 37,872 |
| Hosea Carpenter, CEO PORTLAND MAINE POLICE DEPARTMENT FEDERAL CU 109 Middle St. Portland, ME 04101 | 7,149 | 6,510 | 6,002 |
| Philippe Moreau, CEO RAINBOW FEDERAL CU 391 Main St., PO Box 741 Lewiston, ME 04243-0741 | 167,409 | 132,309 | 94,037 |
| Kyle Casburn, CEO SEABOARD FEDERAL CU 177 Main St., PO Box G Bucksport, ME 04416-1207 | 105,775 | 96,549 | 80,856 |
| James Lemieux, CEO SEBASTICOOK VALLEY FEDERAL CU 14 Seabasticook St., PO Box 10 Pittsfield, ME 04967-0010 | 77,082 | 65,456 | 59,417 |
| Diana Garcia, CEO SEMICONDUCTOR OF ME FEDERAL CU 333 Western Ave. South Portland, ME 04106-0022 | 15,289 | 13,500 | 9,249 |
| Debra Hegarty, CEO SHAW'S EMPLOYEES FEDERAL CU 205 Spencer Dr. Wells, ME 04090-5553 | 7,321 | 5,315 | 2,074 |
| Karen Denis, CEO TACONNET FEDERAL CU 60 Benton Ave. Winslow, ME 04901-6798 | 53,070 | 49,646 | 31,827 |

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

| | <u>Assets</u> | 06/30/12 \$ in (000's) <u>Deposits</u> | <u>Loans</u> |
|---|------------------|--|------------------|
| Kenneth Hensler, CEO THE COUNTY FEDERAL CU 82 Bennett Dr., PO Box 939 Caribou, ME 04736-1944 | 176,429 | 157,475 | 104,413 |
| David Libby, CEO TOWN & COUNTRY FEDERAL CU 557 Main St., PO Box 9420 South Portland, ME 04106-9420 | 221,717 | 196,824 | 177,827 |
| J. Hunter King, CEO TRADEMARK FEDERAL CU 44 Edison Dr., PO Box 1056 Augusta, ME 04332-1056 | 75,136 | 65,381 | 43,333 |
| Kenneth Acker, CEO TRUCHOICE FEDERAL CU 272 Park Ave., PO Box 10659 Portland, ME 04104-6059 | 83,788 | 73,626 | 61,763 |
| Ramon Noperi, CEO UNITED METHODIST FEDERAL CU⁵ 9040 Benson Ave. Montclair, CA 91763 1 Maine branch: Westbrook | N/A | 349 | 137 |
| Cathy Bond, CEO WINSLOW COMMUNITY FEDERAL CU 12 Monument St., PO Box 8117 Winslow, ME 04901 | 28,144 | 25,599 | 14,747 |
| Jeffrey Seguin, CEO WINTHROP AREA FEDERAL CU 22 Highland Ave., PO Box 55 Winthrop, ME 04364 | 57,557 | 51,920 | 32,141 |
| James Nelson, CEO YORK COUNTY FEDERAL CU 1516 Main St. Sanford, ME 04073-3530 | 195,335 | 149,718 | 150,101 |
| TOTAL: 51 | 4,253,771 | 3,637,244 | 2,795,633 |

⁵ Note: Maine shares and loans for United Methodist Federal Credit Union, which operates in a multi-state environment, are included in this exhibit; however, Maine assets are not available.

BANK AND CREDIT UNION LOCATIONS**Androscoggin Savings Bank****30 Lisbon Street****Lewiston, ME 04240**

Locations in Auburn, Brunswick, Gray, Jay, Lewiston, Lisbon Falls, Livermore 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, Dexter, East Millinocket, Dover Foxcroft, Dixfield, Cornish, Eastport, Ellsworth, Falmouth, Farmington, Greenville, Hampden, Hartland, Hollis Center, 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, Somesville, 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 St****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**

Locations in Auburn

cPort Credit Union**50 Riverside Industrial Parkway****Portland, ME 04101**

Locations in Augusta and Scarborough

Bank & Credit Union Locations

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

255 State St

Boston, MA 02109

Evergreen Credit Union

225 Riverside Street

Portland, ME 04101

Locations in Naples, South Portland, Windham

Five County Credit Union

765 Washington Street

Bath, ME 04530

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

Forum Trust, LLC

Two Portland Square

Portland, ME 04101

Franklin Savings Bank

197 Main Street

Farmington, ME 04938

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

Global Trust Company

4A Gill ST

Woburn, MA 01801

Gorham Savings Bank

64 Main Street

Gorham, ME 04038

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

H.M. Payson and Company

1 Portland Square

Portland, ME 04101

Katahdin Trust Company

11 Main Street

Patten, ME 04765

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

BANK AND CREDIT UNION LOCATIONS**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, Biddeford, Eliot, Kennebunk, Kittery, North Berwick, Ogunquit, Sanford, Wells, Springvale, York, Dover, NH and Portsmouth, NH

Machias Savings Bank

4 Center Street

Machias, ME 04654

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

Maine Education Credit Union

15 University Drive

Augusta, ME 04330

Locations in Augusta

Maine Merchant Bank

977 Congress St

Portland, ME 04101

Maine State Credit Union

200 Capitol Street

Augusta, ME 04330

Locations in Augusta and Waterville

Mechanic' Savings Bank

100 Minot Avenue

Auburn, ME 04210

Locations in Windham and Lewiston

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 Bethel, Bridgton, Brunswick, Falmouth, Freeport, Fryeburg, Gorham, Naples, Portland, Topsham, Saco, Scarborough, South Paris, South Portland, Standish, Windham and Yarmouth

Pentegra Trust Company

108 Corporate Park Drive

White Plains, NY 10604

Bank & Credit Union Locations

PeoplesChoice Credit Union

23 Industrial Park Road
Saco, ME 04072

Locations in Biddeford, Sanford and Wells

Ram Trust Company

45 Exchange St
Portland, ME 04101

Sabattus Regional Credit Union

2 Middle Road
Sabattus, ME 04280

Saco and Biddeford Savings Institutions

252 Main Street
Saco, ME 04280

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, South Sanford, Springvale, Wells, York and Portsmouth, NH

Skowhegan Savings Bank

13 Elm Street
Skowhegan, ME 04976

Locations in Belgrade, Bingham, Dexter, Fairfield, Jackman, Madison, Norridgewock, Pittsfield and Skowhegan

Spinnaker Trust

123 Free Street, Suite 300
Portland, ME 04112-7160

TD Ameritrade

6940 Columbia Gateway Dr
Columbia, MD 21046

University Credit Union

139 Rangeley Road
Orono, ME 04473

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