

BAR HARBOR BANKSHARES
Form 10-Q
November 08, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2010

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: **001-13349**

BAR HARBOR BANKSHARES

(Exact name of registrant as specified in its charter)

Maine
(State or other jurisdiction of
incorporation or organization)
PO Box 400
82 Main Street, Bar Harbor, ME
(Address of principal executive offices)

01-0393663
(I.R.S. Employer
Identification Number)
04609-0400
(Zip Code)

(207) 288-3314

(Registrant's telephone number, including area code)

Inapplicable

(Former name, former address and former fiscal year, if changed since last report)

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

YES ☒ NO ☐

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section

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232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). YES

___ NO ___

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and smaller reporting company" in Rule 12b-2 of the Exchange Act: Large accelerated filer

___ Accelerated filer ☒ Non-accelerated filer (do not check if a smaller reporting company) ___ Smaller reporting company ___

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

___ NO: ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date:

<u>Class of Common Stock</u>	<u>Number of Shares Outstanding</u> <u>November 4, 2010</u>
\$2.00 Par Value	3,804,681

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PART I. FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

BAR HARBOR BANKSHARES AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
SEPTEMBER 30, 2010 AND DECEMBER 31, 2009
(Dollars in thousands, except per share data)*(unaudited)*

	September 30, 2010	December 31, 2009
Assets		
Total cash and cash equivalents	\$ 8,854	\$ 9,832
Securities available for sale, at fair value	369,422	347,026
Federal Home Loan Bank stock	16,068	16,068
Loans	680,875	669,492
Allowance for loan losses	(8,540)	(7,814)
Loans, net of allowance for loan losses	672,335	661,678
Premises and equipment, net	13,466	11,927
Goodwill	3,158	3,158
Bank owned life insurance	7,036	6,846
Other assets	12,990	15,846
TOTAL ASSETS	\$1,103,329	\$1,072,381
Liabilities		
Deposits:		
Demand and other non-interest bearing deposits	\$ 66,088	\$ 57,743
NOW accounts	80,866	74,538
Savings and money market deposits	194,154	171,791
Time deposits	265,174	245,111
Brokered time deposits	92,591	91,990
Total deposits	698,873	641,173
Short-term borrowings	107,519	91,893
Long-term advances from Federal Home Loan Bank	179,468	214,736
Junior subordinated debentures	5,000	5,000
Other liabilities	6,063	6,065
TOTAL LIABILITIES	996,923	958,867

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Shareholders' equity

Capital stock, par value \$2.00; authorized 10,000,000 shares; issued 4,525,635 shares at September 30, 2010 and 4,443,614 shares at December 31, 2009	9,051	8,887
Preferred stock, par value \$0; authorized 1,000,000 shares; issued 18,751 shares at December 31, 2009	---	18,358
Surplus	25,955	24,360
Retained earnings	79,739	75,001
Accumulated other comprehensive income:		
Prior service cost and unamortized net actuarial losses on employee benefit plans, net of tax of \$55 and \$56, at September 30, 2010 and December 31, 2009, respectively	(105)	(109)
Net unrealized appreciation on securities available for sale, net of tax of \$2,662 and \$1,074, at September 30, 2010 and December 31, 2009, respectively	5,167	2,084
Portion of OTTI attributable to non-credit losses, net of tax of \$315 and \$931 at September 30, 2010 and December 31, 2009, respectively	(611)	(1,808)
Net unrealized appreciation on derivative instruments, net of tax of \$18 and \$209 at September 30, 2010 and December 31, 2009, respectively	34	406
Total accumulated other comprehensive income	4,485	573
Less: cost of 720,954 and 752,431 shares of treasury stock at September 30, 2010 and December 31, 2009, respectively	(12,824)	(13,665)
TOTAL SHAREHOLDERS' EQUITY	106,406	113,514
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$1,103,329	\$1,072,381

The accompanying notes are an integral part of these unaudited consolidated interim financial statements.

BAR HARBOR BANKSHARES AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF INCOME FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2010 AND 2009 (Dollars in thousands, except per share data)

(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Interest and dividend income:				
Interest and fees on loans	\$ 8,781	\$ 8,764	\$26,158	\$26,263
Interest on securities	4,098	4,941	12,280	14,871
Dividends on FHLB stock	---	---	---	---
Total interest and dividend income	12,879	13,705	38,438	41,134
Interest expense:				
Deposits	2,499	2,664	7,450	8,100
Short-term borrowings	72	98	209	513
Long-term debt	2,362	2,511	6,980	7,306

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Total interest expense	4,933	5,273	14,639	15,919
Net interest income	7,946	8,432	23,799	25,215
Provision for loan losses	450	1,057	1,500	2,557
Net interest income after provision for loan losses	7,496	7,375	22,299	22,658
Non-interest income:				
Trust and other financial services	800	645	2,136	1,805
Service charges on deposit accounts	365	396	1,051	1,065
Mortgage banking activities	4	232	73	305
Credit and debit card service charges and fees	318	286	844	714
Net securities gains	618	695	1,975	1,521
Total other-than-temporary impairment ("OTTI") losses	(211)	(511)	(804)	(2,072)
Non-credit portion of OTTI losses (before taxes) (1)	---	---	53	1,107
Net OTTI losses recognized in earnings	(211)	(511)	(751)	(965)
Other operating income	171	173	442	444
Total non-interest income	2,065	1,916	5,770	4,889
Non-interest expense:				
Salaries and employee benefits	3,001	2,895	8,863	8,332
Occupancy expense	317	299	1,026	1,027
Furniture and equipment expense	397	353	1,168	1,043
Credit and debit card expenses	74	96	221	270
FDIC insurance assessments	267	213	797	894
Other operating expense	1,462	1,111	4,040	4,117
Total non-interest expense	5,518	4,967	16,115	15,683
Income before income taxes	4,043	4,324	11,954	11,864
Income taxes	1,173	1,219	3,321	3,378
Net income	2,870	3,105	8,633	8,486
Preferred stock dividends and accretion of discount	---	272	653	762
Net income available to common shareholders	\$ 2,870	\$ 2,833	\$ 7,980	\$ 7,724
Per Common Share Data:				
Basic earnings per share	\$ 0.76	\$ 0.98	\$ 2.12	\$ 2.69
Diluted earnings per share	\$ 0.75	\$ 0.95	\$ 2.09	\$ 2.63

(1) Included in other comprehensive loss, net of tax

The accompanying notes are an integral part of these unaudited consolidated interim financial statements.

BAR HARBOR BANKSHARES AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2010 AND 2009
(Dollars in thousands, except per share data)

(unaudited)

	Capital Stock	Preferred Stock	Surplus	Retained Earnings	Accumulated Other Comprehensive income (loss)	Treasury Stock	Total Shareholders' Equity
Balance December 31, 2008	\$7,287	\$ ---	\$ 4,903	\$67,908	\$ (524)	\$(14,129)	\$ 65,445
Net income	---	---	---	8,486	---	---	8,486
Cumulative effect adjustment for the adoption of FSP FAS 115-2	---	---	---	937	(937)	---	---
Total other comprehensive income	---	---	---	---	4,347	---	4,347
Dividend declared:							

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Common stock (\$0.78 per share)	---	---	---	(2,243)	---	---	(2,243)
Preferred stock	---	---	---	(550)	---	---	(550)
Issuance of preferred stock (18,751 shares)		18,114	(232)	---	---	---	17,882
Issuance of stock warrants	---	---	638	---	---	---	638
Purchase of treasury stock (5,571 shares)	---	---	---	---	---	(144)	(144)
Stock options exercised (21,769 shares), including related tax effects	---	---	58	(162)	---	552	448
Recognition of stock option expense	---	---	96	---	---	---	96
Cumulative dividends on preferred stock		122	---	(122)	---	---	---
Accretion of discount		90	---	(90)	---	---	---
Balance September 30, 2009	\$7,287	\$18,326	\$ 5,463	\$74,164	\$2,886	\$(13,721)	\$ 94,405
Balance December 31, 2009	\$8,887	\$18,358	\$24,360	\$75,001	\$ 573	\$(13,665)	\$113,514
Net income	---	---	---	8,633	---	---	8,633
Total other comprehensive income	---	---	---	---	3,912	---	3,912
Dividend declared:							
Common stock (\$0.78 per share)	---	---	---	(2,945)	---	---	(2,945)
Preferred stock	---	---	---	(138)	---	---	(138)
Issuance of common stock (82,021 shares)	164	---	1,777	---	---	---	1,941
Purchase of preferred stock and warrants (18,751 shares)	---	(18,873)	(279)	---	---	---	(19,152)
Stock options exercised (31,477 shares), including related tax effects	---	---	4	(297)	---	841	548
Recognition of stock option expense	---	---	93	---	---	---	93
Accretion of discount		515	---	(515)	---	---	---
Balance September 30, 2010	\$9,051	\$ ---	\$25,955	\$79,739	\$4,485	\$(12,824)	\$106,406

The accompanying notes are an integral part of these unaudited consolidated interim financial statements.

BAR HARBOR BANKSHARES AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2010 AND 2009

(Dollars in thousands)

(unaudited)

	2010	2009
Cash flows from operating activities:		
Net income	\$ 8,633	\$ 8,486
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of premises and equipment	760	680
Amortization of core deposit intangible	---	50
Provision for loan losses	1,500	2,557
Net securities gains	(1,975)	(1,521)
Other-than-temporary impairment	751	965
Net amortization (accretion) of bond premiums and discounts	733	(909)
Recognition of stock option expense	93	96
Proceeds from sale of mortgages held for sale	846	25,207
Origination of mortgage loans held for sale	(829)	(25,178)
Net gains on sale of mortgage loans held for sale	(17)	(29)
Net change in other assets	(675)	(2,109)
Net change in other liabilities	5	1,074
Net cash provided by operating activities	9,825	9,369

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Cash flows from investing activities:		
Purchases of securities available for sale	(131,940)	(172,393)
Proceeds from maturities, calls and principal paydowns of mortgage-backed securities	86,560	51,534
Proceeds from sales of securities available for sale	29,959	62,357
Net increase in Federal Home Loan Bank stock	---	(1,272)
Net loans made to customers	(12,249)	(22,272)
Proceeds from sale of other real estate owned	854	---
Capital expenditures	(2,299)	(1,344)
Net cash used in investing activities	(29,115)	(83,390)
Cash flows from financing activities:		
Net increase in deposits	57,700	40,904
Net increase in securities sold under repurchase agreements and fed funds purchased	17,376	136
(Paydown of) proceeds from Federal Reserve borrowings	(20,000)	25,000
Proceeds from Federal Home Loan Bank advances	19,000	42,990
Repayments of Federal Home Loan Bank advances	(36,018)	(50,638)
Proceeds from issuance of common stock	1,941	---
Net proceeds from issuance of preferred stock and stock warrants	---	18,520
Purchase preferred stock and warrants	(19,152)	---
Purchases of treasury stock	---	(144)
Proceeds from stock option exercises, including excess tax benefits	548	442
Payments of dividends	(3,083)	(2,787)
Net cash provided by financing activities	18,312	74,423
Net (decrease) increase in cash and cash equivalents	(978)	402
Cash and cash equivalents at beginning of period	9,832	9,042
Cash and cash equivalents at end of period	\$ 8,854	\$ 9,444
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	\$ 5,076	\$ 15,831
Income taxes	3,940	4,028
Schedule of noncash investing activities:		
Transfers from loans to other real estate owned	\$ 92	\$ 489

The accompanying notes are an integral part of these unaudited consolidated interim financial statements.

BAR HARBOR BANKSHARES AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2010 AND 2009 (Dollars in thousands) (unaudited)

	Three Months Ended September 30,	
	2010	2009
Net income	\$ 2,870	\$ 3,105
Other comprehensive income:		
Net unrealized appreciation on securities available for sale,		
net of tax of \$741 and \$1,185, respectively	1,439	2,300
Less reclassification adjustment for net gains related to securities available for sale		
included in net income, net of tax of \$210 and \$236 respectively	(408)	(459)
Add other-than-temporary adjustment, net of tax of \$72 and \$174, respectively	139	337
Net unrealized depreciation and other amounts for interest rate derivatives,		
net of tax of \$58 and \$12, respectively	(112)	(23)
Amortization of actuarial gain for supplemental executive retirement plan,	1	2

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net of related tax of \$1 and \$1, respectively

Total other comprehensive income	1,059	2,158
Total comprehensive income	\$ 3,929	\$ 5,263

Nine Months Ended September 30,

	2010	2009
Net income	\$ 8,633	\$ 8,486

Other comprehensive income:

Net unrealized appreciation on securities available for sale,

net of tax of \$2,622 and \$2,572, respectively

Less reclassification adjustment for net gains related to securities available for sale	5,088	4,993
---	-------	-------

included in net income, net of tax of \$671 and \$517, respectively

Add other-than-temporary adjustment, net of tax of \$273 and \$704, respectively	(1,304)	(1,004)
Less non-credit portion of other-than-temporary losses, net of tax of \$18 and \$376, respectively	531	1,368

Net unrealized depreciation and other amounts for interest rate derivatives,	(35)	(731)
--	------	-------

net of tax of \$192 and \$146, respectively

Amortization of actuarial gain for supplemental executive retirement plan,	(372)	(284)
--	-------	-------

net of related tax of \$2 and \$2, respectively

Total other comprehensive income	4	5
Total comprehensive income	3,912	4,347
	\$12,545	\$12,833

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

BAR HARBOR BANKSHARES AND SUBSIDIARIES NOTES TO UNAUDITED CONSOLIDATED INTERIM FINANCIAL STATEMENTS SEPTEMBER 30, 2010 (Dollars in thousands, except share data)

(unaudited)

Note 1: Basis of Presentation

The accompanying consolidated interim financial statements are unaudited. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All inter-company transactions have been eliminated in consolidation. Amounts in the prior period financial statements are reclassified whenever necessary to conform to current period presentation. The net income reported for the three and nine months ended September 30, 2010, is not necessarily indicative of the results that may be expected for the year ending December 31, 2010, or any other interim periods.

The consolidated balance sheet at December 31, 2009, has been derived from audited consolidated financial statements at that date. The accompanying unaudited interim consolidated financial statements have been prepared in accordance with United States ("U.S.") generally accepted accounting principles for interim financial information and

with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X (17 CFR Part 210). Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. For further information, refer to the consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2009, and notes thereto.

Note 2: Management's Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Material estimates that are particularly susceptible to significant change in the near-term relate to the determination of the allowance for loan losses, other-than-temporary impairments on securities, income tax estimates, and the valuation of intangible assets.

Allowance for Loan Losses:

The allowance for loan losses (the "allowance") is a significant accounting estimate used in the preparation of the Company's consolidated financial statements. The allowance is available to absorb losses on loans and is maintained at a level that, in management's judgment, is appropriate for the amount of risk inherent in the loan portfolio, given past and present conditions. The allowance is increased by provisions charged to operating expense and by recoveries on loans previously charged-off, and is decreased by loans charged-off as uncollectible.

Arriving at an appropriate level of allowance involves a high degree of judgment. The determination of the adequacy of the allowance and provisioning for estimated losses is evaluated regularly based on review of loans, with particular emphasis on non-performing and other loans that management believes warrant special consideration. The ongoing evaluation process includes a formal analysis, which considers among other factors: the character and size of the loan portfolio, business and economic conditions, real estate market conditions, collateral values, changes in product offerings or loan terms, changes in underwriting and/or collection policies, loan growth, previous charge-off experience, delinquency trends, non-performing loan trends, the performance of individual loans in relation to contract terms, and estimated fair values of collateral.

The allowance consists of allowances established for specific loans including impaired loans; allowances for pools of loans based on historical charge-offs by loan types; and supplemental allowances that adjust historical loss experience to reflect current economic conditions, industry specific risks, and other observable data.

While management uses available information to recognize losses on loans, changing economic conditions and the economic prospects of the borrowers may necessitate future additions or reductions to the allowance. In addition, various regulatory agencies, as an integral part of their examination process, periodically review the allowance, which also may necessitate future additions or reductions to the allowance, based on information available to them at the time of their examination.

Other-Than-Temporary Impairments on Investment Securities

: One of the significant estimates relating to securities is the evaluation of other-than-temporary impairment. If a decline in the fair value of a security is judged to be other-than-temporary, and management does not intend to sell the security and believes it is more-likely-than-not the Company will not be required to sell the security prior to recovery of cost or amortized cost, the portion of the total impairment attributable to the credit loss is recognized in earnings, and the remaining difference between the security's amortized cost basis and its fair value is included in other comprehensive income.

For impaired available for sale debt securities that management intends to sell, or where management believes it is more-likely-than-not that the Company will be required to sell, an other-than-temporary impairment charge is recognized in earnings equal to the difference between fair value and cost or amortized cost basis of the security. The fair value of the other-than-temporarily impaired security becomes its new cost basis.

The evaluation of securities for impairments is a quantitative and qualitative process, which is subject to risks and uncertainties and is intended to determine whether declines in the fair value of securities should be recognized in current period earnings. The risks and uncertainties include changes in general economic conditions, the issuer's financial condition and/or future prospects, the effects of changes in interest rates or credit spreads and the expected recovery period of unrealized losses. The Company has a security monitoring process that identifies securities that, due to certain characteristics, as described below, are subjected to an enhanced analysis on a quarterly basis.

Securities that are in an unrealized loss position, are reviewed at least quarterly to determine if an other-than-temporary impairment is present based on certain quantitative and qualitative factors and measures. The primary factors considered in evaluating whether a decline in value of securities is other-than-temporary include: (a) the cause of the impairment; (b) the financial condition, credit rating and future prospects of the issuer; (c) whether the debtor is current on contractually obligated interest and principal payments; (d) the volatility of the securities' fair value; (e) performance indicators of the underlying assets in the security including default rates, delinquency rates, percentage of non-performing assets, loan to collateral value ratios, third party guarantees, current levels of subordination, vintage, and geographic concentration and; (f) any other information and observable data considered relevant in determining whether other-than-temporary impairment has occurred, including the expectation of the receipt of all principal and interest due.

For securitized financial assets with contractual cash flows, such as private label mortgage-backed securities, the Company periodically updates its best estimate of cash flows over the life of the security. The Company's best estimate of cash flows is based upon assumptions consistent with the current economic recession, similar to those the Company believes market participants would use. If the fair value of a securitized financial asset is less than its cost or amortized cost and there has been an adverse change in timing or amount of anticipated future cash flows since the last revised estimate to the extent that the Company does not expect to receive the entire amount of future contractual principal and interest, an other-than-temporary impairment charge is recognized in earnings representing the estimated credit loss if management does not intend to sell the security and believes it is more-likely-than-not the Company will not be required to sell the security prior to recovery of cost or amortized cost. Estimating future cash flows is a quantitative and qualitative process that incorporates information received from third party sources along with certain assumptions and judgments regarding the future performance of the underlying collateral. In addition, projections of expected future cash flows may change based upon new information regarding the performance of the underlying collateral.

Income Taxes:

The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. If current available information indicates that it is more-likely-than-not that deferred tax assets will not be realized, a valuation allowance is established. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Significant management judgment is required in determining income tax expense and deferred tax assets and liabilities. As of September 30, 2010 and December 31, 2009, there was no valuation allowance for deferred tax assets. Deferred tax assets are included in other assets on the consolidated balance sheet.

Goodwill and Identifiable Intangible Assets:

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In connection with acquisitions, the Company generally records as assets on its consolidated financial statements both goodwill and identifiable intangible assets, such as core deposit intangibles.

The Company evaluates whether the carrying value of its goodwill has become impaired, in which case the value is reduced through a charge to its earnings. Goodwill is evaluated for impairment at least annually, or upon a triggering event using certain fair value techniques. Goodwill impairment testing is performed at the segment (or "reporting unit") level. Goodwill is assigned to reporting units at the date the goodwill is initially recorded. Once goodwill has been assigned to the reporting units, it no longer retains its association with a particular acquisition, and all of the activities within a reporting unit, whether acquired or organically grown, are available to support the value of the goodwill.

The goodwill impairment analysis is a two-step test. The first step used to identify potential impairment, involves comparing each unit's fair value to its carrying value including goodwill. If the fair value of a reporting unit exceeds its carrying value, applicable goodwill is considered not to be impaired. If the carrying value exceeds fair value, there is an indication of impairment and the second step is to measure the amount of impairment. At September 30, 2010, there was no indication of impairment.

At September 30, 2010 and December 31, 2009, the Company did not have any identifiable intangible assets on its consolidated balance sheet.

Any changes in the estimates used by the Company to determine the carrying value of its goodwill, or which otherwise adversely affect their value or estimated lives, would adversely affect the Company's consolidated results of operations.

Note 3: Earnings Per Share

Basic earnings per share excludes dilution and is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the Company, such as the Company's dilutive stock options.

The following is a reconciliation of basic and diluted earnings per share for the three and nine months ended September 30, 2010 and 2009:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Net income	\$ 2,870	\$ 3,105	\$ 8,633	\$ 8,486
Preferred stock dividends and accretion of discount	---	272	653	762
Net income available to common shareholders	\$ 2,870	\$ 2,833	\$ 7,980	\$ 7,724
Weighted average number of capital stock shares outstanding				
Basic	3,783,036	2,883,580	3,771,903	2,875,406
Effect of dilutive employee stock options	46,313	74,971	49,725	57,006
Effect of dilutive warrants	---	19,452	---	8,606
Diluted	3,829,349	2,978,003	3,821,628	2,941,018
Anti-dilutive options excluded from earnings per share calculation	167,642	46,518	154,324	141,885
Basic earnings per share	\$ 0.76	\$ 0.98	\$ 2.12	\$ 2.69
Diluted earnings per share	\$ 0.75	\$ 0.95	\$ 2.09	\$ 2.63

Note 4: Securities Available For Sale

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The following tables summarize the securities available for sale portfolio as of September 30, 2010 and December 31, 2009:

	September 30, 2010			
	Amortized	Gross	Gross	Estimated
Available for Sale:	Cost	Unrealized	Unrealized	Fair Value
		Gains	Losses	
Obligations of U.S. Government-sponsored enterprises	\$ 1,000	\$ 39	\$ ---	\$ 1,039
Mortgage-backed securities:				
U.S. Government-sponsored enterprises	224,505	7,286	258	231,533
U.S. Government agencies	49,383	1,403	47	50,739
Private label	25,189	365	2,601	22,953
Obligations of states and political subdivisions thereof	62,442	2,657	1,941	63,158
Total	\$362,519	\$11,750	\$4,847	\$369,422

	December 31, 2009			
	Amortized	Gross	Gross	Estimated
Available for Sale:	Cost	Unrealized	Unrealized	Fair Value
		Gains	Losses	
Obligations of U.S. Government-sponsored enterprises	\$ 2,770	\$ 13	\$ 227	\$ 2,556
Mortgage-backed securities:				
U.S. Government-sponsored enterprises	226,740	7,613	3	234,350
U.S. Government agencies	21,522	606	21	22,107
Private label	31,754	27	5,428	26,353
Obligations of states and political subdivisions thereof	63,821	1,674	3,835	61,660
Total	\$346,607	\$9,933	\$9,514	\$347,026

Securities Maturity Distribution:

The following table summarizes the maturity distribution of the amortized cost and estimated fair value of securities available for sale as of September 30, 2010. Actual maturities may differ from the final maturities noted below because borrowers or issuers may have the right to prepay or call obligations with or without prepayment or call penalties. Mortgage-backed securities are allocated among the maturity groupings based on their final maturity dates.

	September 30, 2010	
Securities Available for Sale	Amortized	Estimated
	Cost	Fair Value
Due in one year or less	\$ 159	\$ 160
Due after one year through five years	3,321	3,484
Due after five years through ten years	20,653	20,987
Due after ten years	338,386	344,791
Total	\$362,519	\$369,422

Securities Impairment:

As a part of the Company's ongoing security monitoring process, the Company identifies securities in an unrealized loss position that could potentially be other-than-temporarily impaired ("OTTI").

Effective April 1, 2009, the Company adopted FSP FAS 115-2, *Recognition and Presentation of Other-than-Temporary Impairments*, now included in the *FASB Accounting Standards Codification* as part of FASB ASC 320-10-65, *Investments - Debt and Equity Securities*. This new accounting standard amended the OTTI guidance included in GAAP for debt securities, which among other things clarified the interaction of the factors that should be

considered when determining whether a debt security is other-than-temporarily impaired and changed the presentation and calculation of OTTI on debt securities in the financial statements. Additionally, when adopting this accounting standard, an entity is required to record a cumulative-effect adjustment as of the beginning of the period of adoption to reclassify the non-credit component of a previously recognized other-than-temporary impairment from retained earnings to accumulated other comprehensive income (loss) if the entity does not intend to sell the security and it is not likely that the entity will be required to sell the security before recovery of its amortized cost. Upon the adoption of this accounting standard the Company recognized the effect of applying it as a change in accounting principle. The Company recognized a \$937 cumulative effect of initially applying this standard as an adjustment to retained earnings as of April 1, 2009, with a corresponding adjustment to accumulated other comprehensive income (loss).

Prior to the adoption of the new accounting standard, in the first quarter of 2009 the Company recorded other-than-temporary impairment losses of \$1,007 related to five available for sale, non-agency residential mortgage-backed securities because the Company could no longer conclude it was probable that it would recover all of the principal and interest on these securities. This charge represented the total amount of unrealized losses on these securities at March 31, 2009 and was recorded within net securities gains in the Company's consolidated statement of income.

For the three months ended September 30, 2010, the Company recognized total OTTI losses of \$211 in the statement of income (before taxes) related to two, available for sale, private label mortgage-backed securities, both of which the Company had previously determined were other-than-temporarily impaired. In both cases the OTTI losses represented management's best estimate of credit losses or additional credit losses on the collateral underlying these securities.

For the nine months ended September 30, 2010, the Company recognized total OTTI losses of \$751 in the statement of income (before taxes) related to nine, available for sale, private label mortgage-backed securities, all but one of which the Company had previously determined were other-than-temporarily impaired. In all cases the OTTI losses represented management's best estimate of credit losses or additional credit losses on the collateral underlying these securities.

The \$751 of year-to-date OTTI losses recognized in earnings represented management's best estimate of credit losses inherent in the securities based on discounted, bond-specific future cash flow projections using assumptions about cash flows associated with the pools of loans underlying each security. In estimating those cash flows the Company considered loan level credit characteristics, current delinquency and non-performing loan rates, current levels of subordination and credit support, recent default rates and future constant default rate estimates, loan to collateral value ratios, recent collateral loss severities and future collateral loss severity estimates, recent prepayment rates and future prepayment rate assumptions, and other estimates of future collateral performance.

Despite some rising levels of delinquencies, defaults and losses in the underlying residential mortgage loan collateral, given credit enhancements resulting from the structures of the individual securities, the Company currently expects that it will recover the amortized cost basis of its private label mortgage-backed securities. Nevertheless, given recent market conditions, it is possible that adverse changes in repayment performance and fair value could occur in future periods that could impact the Company's current best estimates and expectations.

The following table displays the beginning balance of OTTI related to credit losses on debt securities held by the Company at the beginning of the current reporting period for which the other than credit related portion of the OTTI was included in accumulated other comprehensive income (net of tax), as well as changes in credit losses recognized in pre-tax earnings for the quarter ended September 30, 2010.

Estimated credit losses as of July 1, 2010	\$3,015
Estimated additional credit losses for securities on which OTTI has been previously recognized	211
Estimated credit losses as of September 30, 2010	\$3,226

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As of September 30, 2010, the total OTTI losses included in accumulated other comprehensive income amounted to \$611 net of tax, compared with \$1,808 at December 31, 2009. These OTTI losses related to thirteen private label mortgage-backed securities, with a total unamortized cost of \$6,848 at September 30, 2010.

As of September 30, 2010, based on a review of each of the remaining securities in the securities portfolio, the Company concluded that it expects to recover its amortized cost basis for such securities. This conclusion was based on the issuers' continued satisfaction of the securities obligations in accordance with their contractual terms and the expectation that they will continue to do so through the maturity of the security, the expectation that the Company will receive the entire amount of future contractual cash flows, as well as the evaluation of the fundamentals of the issuers' financial condition and other objective evidence. Accordingly, the Company concluded that the declines in the values of those securities were temporary and that any additional other-than-temporary impairment charges were not appropriate at September 30, 2010. As of that date, the Company did not intend to sell nor anticipated that it would more-likely-than-not be required to sell any of its impaired securities, that is, where fair value is less than the cost basis of the security.

The following table summarizes the fair value of securities with continuous unrealized losses for less than 12 months and those that have been in a continuous unrealized loss position for 12 months or longer as of September 30, 2010 and December 31, 2009. All securities referenced are debt securities. At September 30, 2010, and December 31, 2009, the Company did not hold any common stock or other equity securities in its securities portfolio.

Description of Securities:	September 30, 2010			Less than 12 months			12 months or longer			Total		
	Estimated			Estimated			Estimated			Estimated		
	Fair Value	Number of Investments	Unrealized Losses	Fair Value	Number of Investments	Unrealized Losses	Fair Value	Number of Investments	Unrealized Losses	Fair Value	Number of Investments	Unrealized Losses
Mortgage-backed securities:												
U.S.												
Government-sponsored enterprises	\$28,779	25	\$258	\$ 21	1	\$ ---	\$28,800	26	\$ 258			
U.S. Government agencies	10,605	9	45	279	9	2	10,884	18	47			
Private label	40	1	1	15,917	43	2,600	15,957	44	2,601			
Obligations of states and political subdivisions thereof	855	4	123	14,377	59	1,818	15,232	63	1,941			
Total	\$40,279	39	\$427	\$30,594	112	\$4,420	\$70,873	151	\$4,847			

Description of Securities:	December 31, 2009			Less than 12 months			12 months or longer			Total		
	Estimated			Estimated			Estimated			Estimated		
	Fair Value	Number of Investments	Unrealized Losses	Fair Value	Number of Investments	Unrealized Losses	Fair Value	Number of Investments	Unrealized Losses	Fair Value	Number of Investments	Unrealized Losses
Obligations of U.S.	\$	2	\$ 227	\$	---	\$ ---	\$ 1,543	2	\$ 227			
Government-sponsored	1,543			---								

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enterprises									
Mortgage-backed securities:									
U.S. Government-sponsored enterprises	954	1	2	21	1	1	975	2	3
U.S. Government agencies	2,855	2	14	843	14	7	3,698	16	21
Private label Obligations of states and political subdivisions thereof	3,346	11	1,852	18,489	45	3,576	21,835	56	5,428
	15,287	36	744	10,943	50	3,091	26,230	86	3,835
Total	\$23,985	52	\$2,839	\$30,296	110	\$6,675	\$54,281	162	\$9,514

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

- Mortgage-backed securities issued by U.S. Government-sponsored enterprises

: As of September 30, 2010, the total unrealized losses on these securities amounted to \$258, compared with \$3 at December 31, 2009. All of these securities were credit rated "AAA" by the major credit rating agencies. Company management believes these securities have minimal credit risk, as these Government-sponsored enterprises play a vital role in the nation's financial markets. Management's analysis indicates that the unrealized losses at September 30, 2010 were attributed to changes in current market yields and pricing spreads for similar securities since the date the underlying securities were purchased, and does not consider these securities to be other-than-temporarily impaired at September 30, 2010.

- Mortgage-backed securities issued by U.S. Government agencies:

As of September 30, 2010, the total unrealized losses on these securities amounted to \$47, compared with \$21 at December 31, 2009. All of these securities were credit rated "AAA" by the major credit rating agencies. Management's analysis indicates that these securities bear no credit risk because they are backed by the full faith and credit of the United States. The Company attributes the unrealized losses at September 30, 2010 to changes in current market yields and pricing spreads for similar securities since the date the underlying securities were purchased, and does not consider these securities to be other-than-temporarily impaired at September 30, 2010.

- Private label mortgage-backed securities

: As of September 30, 2010, the total unrealized losses on the Bank's private label mortgage-backed securities amounted to \$2,601, compared with \$5,428 at December 31, 2009. The Company attributes the unrealized losses at September 30, 2010 to the current market environment for non-agency mortgage-backed securities, a seriously depressed housing market, significantly elevated levels of home foreclosures, risk related market pricing discounts for non-agency mortgage-backed securities and credit rating downgrades on certain private label mortgage-backed securities owned by the Company. Based upon the foregoing considerations and the expectation that the Company will receive all of the future cash flows related to amortized cost on these securities, the Company does not consider there to be any additional other-than-temporary impairment with respect to these securities at September 30, 2010.

- Obligations of states of the U.S. and political subdivisions thereof

: As of September 30, 2010, the total unrealized losses on the Bank's municipal securities amounted to \$1,941, compared with \$3,835 at December 31, 2009. The Bank's municipal securities are supported by the general

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taxing authority of the municipality and in the cases of school districts, are supported by state aid. At September 30, 2010, all municipal bond issuers were current on contractually obligated interest and principal payments. At September 30, 2010, the Bank's municipal bond portfolio did not contain any below investment grade securities as reported by major credit rating agencies.

The Company attributes the unrealized losses at September 30, 2010, to changes in prevailing market yields and pricing spreads since the date the underlying securities were purchased, driven in part by current market concerns about the prolonged economic recession and the impact it might have on the future financial stability of municipalities throughout the country. Accordingly, the Company does not consider these municipal securities to be other-than-temporarily impaired at September 30, 2010.

At September 30, 2010, the Company had no intent to sell nor believed it is more-likely-than-not that it would be required to sell any of its impaired securities as identified and discussed immediately above, and therefore did not consider these securities to be other-than-temporarily impaired as of that date.

Securities Gains and Losses:

The following table summarizes realized gains and losses and other-than-temporary impairment losses on securities available for sale for the three and nine months ended September 30, 2010 and 2009.

	Proceeds from Sale of Securities Available for Sale	Gains	Losses	Other Than Temporary Impairment Losses	Net
Three months ended September 30:					
2010	\$ 6,629	\$ 618	\$ ---	\$ 211	\$ 407
2009	\$14,575	\$ 695	\$ ---	\$ 511	\$ 184
	Proceeds from Sale of Securities Available for Sale	Gains	Losses	Other Than Temporary Impairment Losses	Net
Nine Months Ended September 30:					
2010	\$30,024	\$1,975	\$ ---	\$ 751	\$1,224
2009	\$62,357	\$2,528	\$ ---	\$1,972	\$ 556

Note 5: Retirement Benefit Plans

The Company has non-qualified supplemental executive retirement agreements with certain retired officers. The agreements provide supplemental retirement benefits payable in installments over a period of years upon retirement or death. The Company recognized the net present value of payments associated with the agreements over the service periods of the participating officers. Interest costs continue to be recognized on the benefit obligations.

The Company also has supplemental executive retirement agreements with certain current executive officers. These agreements provide a stream of future payments in accordance with individually defined vesting schedules upon retirement, termination, or upon a change of control.

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The following table summarizes the net periodic benefit costs for the three and nine months ended September 30, 2010 and 2009:

	Supplemental Executive Retirement Plans	
	2010	2009
Three Months Ended September 30,		
Service cost	\$ 48	\$ 53
Interest cost	47	45
Amortization of actuarial loss	1	3
Net periodic benefit cost	\$ 96	\$101
	Supplemental Executive Retirement Plans	
	2010	2009
Nine Months Ended September 30,		
Service cost	\$141	\$164
Interest cost	142	134
Amortization of actuarial loss	5	7
Net periodic benefit cost	\$288	\$305

The Company is expected to recognize \$378 of expense for the foregoing plans for the year ended December 31, 2010. The Company is expected to contribute \$242 to the foregoing plans in 2010. As of September 30, 2010, the Company had contributed \$157.

Note 6: Commitments and Contingent Liabilities

The Company's wholly owned subsidiary, Bar Harbor Bank & Trust (the "Bank"), is a party to financial instruments in the normal course of business to meet financing needs of its customers. These financial instruments include commitments to extend credit, unused lines of credit, and standby letters of credit.

Commitments to originate loans, including unused lines of credit, are agreements to lend to a customer provided there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Bank uses the same credit policy to make such commitments as it uses for on-balance-sheet items, such as loans. The Bank evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Bank upon extension of credit, is based on management's credit evaluation of the borrower.

The Bank guarantees the obligations or performance of customers by issuing standby letters of credit to third parties. These standby letters of credit are primarily issued in support of third party debt or obligations. The risk involved in issuing standby letters of credit is essentially the same as the credit risk involved in extending loan facilities to customers, and they are subject to the same credit origination, portfolio maintenance and management procedures in effect to monitor other credit and off-balance sheet instruments. Exposure to credit loss in the event of non-performance by the counter-party to the financial instrument for standby letters of credit is represented by the contractual amount of those instruments. Typically, these standby letters of credit have terms of five years or less and expire unused; therefore, the total amounts do not necessarily represent future cash requirements.

The following table summarizes the contractual amounts of commitments and contingent liabilities as of September 30, 2010 and December 31, 2009:

	September 30, 2010	December 31, 2009
Commitments to originate loans	\$52,825	\$42,694

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Unused lines of credit	\$79,527	\$78,607
Un-advanced portions of construction loans	\$11,782	\$12,565
Standby letters of credit	\$ 792	\$ 372

As of September 30, 2010 and December 31, 2009, the fair value of the standby letters of credit was not significant to the Company's consolidated financial statements.

Note 7: Financial Derivative Instruments

As part of its overall asset and liability management strategy, the Bank periodically uses derivative instruments to minimize significant unplanned fluctuations in earnings and cash flows caused by interest rate volatility. The Bank's interest rate risk management strategy involves modifying the re-pricing characteristics of certain assets and liabilities so that changes in interest rates do not have a significant effect on net income.

The Company recognizes all of its derivative instruments on the consolidated balance sheet at fair value. On the date the derivative instrument is entered into, the Bank designates whether the derivative is part of a hedging relationship (i.e., cash flow or fair value hedge). The Bank formally documents relationships between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking hedge transactions. The Bank also assesses, both at the hedge's inception and on an ongoing basis, whether the derivatives used in hedging transactions are highly effective in offsetting the changes in cash flows or fair values of hedged items.

Changes in fair value of derivative instruments that are highly effective and qualify as a cash flow hedge are recorded in other comprehensive income or loss. Any ineffective portion is recorded in earnings. For fair value hedges that are highly effective, the gain or loss on the hedge and the loss or gain on the hedged item attributable to the hedged risk are both recognized in earnings, with the differences (if any) representing hedge ineffectiveness. The Bank discontinues hedge accounting when it is determined that the derivative is no longer highly effective in offsetting changes of the hedged risk on the hedged item, or management determines that the designation of the derivative as a hedging instrument is no longer appropriate.

During the nine months ended September 30, 2010, the Bank had two outstanding, off-balance sheet, derivative instruments. These derivative instruments were interest rate floor agreements, with a notional principal amounts totaling of \$30,000. The details are summarized as follows:

Interest Rate Floor Agreements

Notional Amount	Maturity Date	Prime Strike Rate	Premium Paid	Unamortized Premium at 9/30/10	Fair Value 9/30/10	Cumulative Cash Flows Received
\$20,000	08/01/10	6.00%	\$186	---	N/A	\$1,072
\$10,000	11/01/10	6.50%	\$ 69	\$4	\$56	\$ 723

During 2005, interest rate floor agreements were purchased to limit the Bank's exposure to falling interest rates on two pools of loans indexed to the Prime interest rate. Under the terms of the agreements, the Bank paid premiums of \$186 and \$69 for the right to receive cash flow payments if the Prime interest rate falls below the floors of 6.00% and 6.50%, thus effectively ensuring interest income on the pools of prime-based loans at minimum rates of 6.00% and 6.50% for the duration of the agreements. The interest rate floor agreements were designated as cash flow hedges.

During the third quarter of 2010 one of the interest rate floor agreements matured, effectively reducing both third quarter 2010 and future interest income on a \$20,000 pool of loans indexed to the Prime interest rate.

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For the three and nine months ended September 30, 2010, total cash flows received from counterparties amounted to \$131 and \$560, compared with \$222 and \$656 for the same periods in 2009. The cash flows received from counterparties were recorded in interest income.

At September 30, 2010, the total fair value of the Bank's remaining interest rate floor agreement was \$56 compared with \$671 at December 31, 2009. The fair value of the interest rate floor agreement is included in other assets on the Company's consolidated balance sheets. Changes in the fair value, representing unrealized gains or losses, are recorded in accumulated other comprehensive income (loss).

The premium paid on the remaining interest rate floor agreement is being recognized as a reduction of interest income over the duration of the agreement using the floorlet method. During the three and nine months ended September 30, 2010, \$41 and \$52 of the premiums were recognized as a reduction of interest income, respectively. At September 30, 2010, the remaining unamortized premium totaled \$4, compared with \$56 at December 31, 2009.

A summary of the hedging related balances follows:

	September 30, 2010		December 31, 2009	
	Gross	Net of Tax	Gross	Net of Tax
Unrealized gain on interest rate floors	\$56	\$37	\$671	\$443
Unamortized premium on interest rate floors	(4)	(3)	(56)	(37)
Total	\$52	\$34	\$615	\$406

Note 8: Fair Value Measurements

The Company measures fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability. The price in the principal (or most advantageous) market used to measure the fair value of the asset or liability shall not be adjusted for transaction costs. An orderly transaction is a transaction that assumes exposure to the market for a period prior to the measurement date to allow for marketing activities that are usual and customary for transactions involving such assets and liabilities; it is not a forced transaction. Market participants are buyers and sellers in the principal market that are (i) independent, (ii) knowledgeable, (iii) able to transact, and (iv) willing to transact.

The Company's fair value measurements employ valuation techniques that are consistent with the market approach, the income approach and/or the cost approach. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets and liabilities. The income approach uses valuation techniques to convert future amounts, such as cash flows or earnings, to a single present amount on a discounted basis. The cost approach is based on the amount that currently would be required to replace the service capacity of an asset (replacement cost). Valuation techniques should be consistently applied. Inputs to valuation techniques refer to the assumptions that market participants would use in pricing the asset or liability. Inputs may be observable, meaning those that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from independent sources, or unobservable, meaning those that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The Company uses a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets (Level 1 measurements) for identical assets or liabilities and the lowest priority to unobservable inputs (Level 3 measurements). The fair value hierarchy is as follows:

- Level 1

Valuation is based on unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

- Level 2

Valuation is based on quoted prices for similar instruments in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and model-based techniques for which all significant assumptions are observable in the market.

- Level 3

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

The level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

The most significant instruments that the Company values are securities, all of which fall into Level 2 in the fair value hierarchy. The securities in the available for sale portfolio are priced by independent providers. In obtaining such valuation information from third parties, the Company has evaluated their valuation methodologies used to develop the fair values in order to determine whether valuations are appropriately placed within the fair value hierarchy and whether the valuations are representative of an exit price in the Company's principal markets. The Company's principal markets for its securities portfolios are the secondary institutional markets, with an exit price that is predominantly reflective of bid level pricing in those markets. Additionally, the Company periodically tests the reasonableness of the prices provided by these third parties by obtaining fair values from other independent providers and by obtaining desk bids from a variety of institutional brokers.

A description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below.

- Securities Available for Sale:

All securities and major categories of securities classified as available for sale are reported at fair value utilizing Level 2 inputs. For these securities, the Company obtains fair value measurements from independent pricing providers. The fair value measurements used by the pricing providers consider observable data that may include dealer quotes, market maker quotes and live trading systems. If quoted prices are not readily available, fair values are determined using matrix pricing models, or other model-based valuation techniques requiring observable inputs other than quoted prices such as market pricing spreads, credit information, callable features, cash flows, the U.S. Treasury yield curve, trade execution data, market consensus prepayment speeds, default rates, and the securities' terms and conditions, among other things.

- Derivative Instruments:

Derivative instruments are reported at fair value utilizing Level 2 inputs. The Company obtains independent dealer market price estimates to value its Prime interest rate floors. Derivative instruments are priced by independent providers using observable market data and assumptions with adjustments based on widely accepted valuation techniques. A discounted cash flow analysis on the expected cash flows of each derivative reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves, implied volatilities, transaction size, custom tailored features, counterparty credit quality, and the estimated current replacement cost of the derivative instrument.

The foregoing valuation methodologies may produce fair value calculations that may not be fully indicative of net realizable value or reflective of future fair values. While Company management believes these valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or

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assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

The following tables summarize financial assets and financial liabilities measured at fair value on a recurring basis as of September 30, 2010 and December 31, 2009, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value:

September 30, 2010	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
Securities available for sale:				
Obligations of U.S. Government-sponsored enterprises	\$ ---	\$ 1,039	\$ ---	\$ 1,039
Mortgage-backed securities:				
U.S. Government-sponsored enterprises		\$231,533	\$ ---	\$231,533
U.S. Government agencies	\$ ---	\$ 50,739	\$ ---	\$ 50,739
Private label		\$ 22,953	\$ ---	\$ 22,953
Obligations of states and political subdivisions thereof	\$ ---	\$ 63,158	\$ ---	\$ 63,158
Derivative assets		\$ 56	\$ ---	\$ 56

December 31, 2009	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
Securities available for sale:				
Obligations of U.S. Government-sponsored enterprises	\$ ---	\$ 2,556	\$ ---	\$ 2,556
Mortgage-backed securities:				
U.S. Government-sponsored enterprises	\$ ---	\$234,350	\$ ---	\$234,350
U.S. Government agencies	\$ ---	\$ 22,107	\$ ---	\$ 22,107
Private label	\$ ---	\$ 26,353	\$ ---	\$ 26,353
Obligations of states and political subdivisions thereof	\$ ---	\$ 61,660	\$ ---	\$ 61,660
Derivative assets	\$ ---	\$ 671	\$ ---	\$ 671

The following table summarizes financial assets and financial liabilities measured at fair value during the quarter, on a non-recurring basis as of September 30, 2010, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value.

	Principal Balance as of 9/30/10	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Fair Value as of 9/30/10
Collateral dependent impaired loans	\$480	\$ ---	\$ ---	\$480	\$330

The Company had total collateral dependent impaired loans with a carrying value of \$3,898 which had specific reserves included in the allowance of \$713 at September 30, 2010.

Note 9: Fair Value of Financial Instruments

The Company discloses fair value information about financial instruments for which it is practicable to estimate fair value. Fair value estimates are made as of a specific point in time based on the characteristics of the financial instruments and relevant market information. Where available, quoted market prices are used. In other cases, fair values are based on estimates using present value or other valuation techniques. These techniques involve uncertainties and are significantly affected by the assumptions used and judgments made regarding risk characteristics of various financial instruments, discount rates, estimates of future cash flows, future expected loss experience and other factors. Changes in assumptions could significantly affect these estimates. Derived fair value estimates cannot

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be substantiated by comparison to independent markets and, in certain cases, could not be realized in an immediate sale of the instrument.

Fair value estimates are based on existing financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. Accordingly, the aggregate fair value amounts presented do not purport to represent the underlying market value of the Company.

The following describes the methods and significant assumptions used by the Company in estimating the fair values of significant financial instruments:

Cash and Cash Equivalents:

For cash and cash equivalents, including cash and due from banks and other short-term investments with maturities of 90 days or less, the carrying amounts reported on the consolidated balance sheet approximate fair values.

Loans:

For variable rate loans that re-price frequently and have no significant change in credit risk, fair values are based on carrying values. The fair value of other loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities.

Deposits

: The fair value of deposits with no stated maturity is equal to the carrying amount. The fair value of time deposits is based on the discounted value of contractual cash flows, applying interest rates currently being offered on wholesale funding products of similar maturities. The fair value estimates for deposits do not include the benefit that results from the low-cost funding provided by the deposit liabilities compared to the cost of alternative forms of funding ("deposit base intangibles").

Borrowings:

For borrowings that mature or re-price in 90 days or less, carrying value approximates fair value. The fair value of the Company's remaining borrowings is estimated by using discounted cash flows based on current rates available for similar types of borrowing arrangements taking into account any optionality.

Accrued Interest Receivable and Payable:

The carrying amounts of accrued interest receivable and payable approximate their fair values.

Off-Balance Sheet Financial Instruments

: The Company's off-balance sheet instruments consist of loan commitments and standby letters of credit. Fair values for standby letters of credit and loan commitments were insignificant.

A summary of the carrying values and estimated fair values of the Company's significant financial instruments at September 30, 2010, and December 31, 2009, follows:

	September 30, 2010		December 31, 2009	
	Carrying	Fair	Carrying	Fair
	Value	Value	Value	Value
Financial assets:				

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Cash and cash equivalents	\$ 8,854	\$ 8,854	\$ 9,832	\$ 9,832
Loans, net	672,335	679,787	661,678	663,717
Interest receivable	4,529	4,529	4,441	4,441
Securities, available for sale	369,422	369,422	347,026	347,026
Derivative instruments	56	56	671	671
Financial liabilities:				
Deposits (with no stated maturity)	341,108	341,108	304,072	304,072
Time deposits	357,765	366,688	337,101	340,242
Borrowings	291,987	304,184	311,629	319,216
Interest payable	1,103	1,103	1,246	1,246

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's discussion and analysis, which follows, focuses on the factors affecting the Company's consolidated results of operations for the three and nine months ended September 30, 2010 and 2009, and financial condition at September 30, 2010, and December 31, 2009, and where appropriate, factors that may affect future financial performance. The following discussion and analysis of financial condition and results of operations of the Company and its subsidiaries should be read in conjunction with the consolidated financial statements and notes thereto, and selected financial and statistical information appearing elsewhere in this report on Form 10-Q.

Amounts in the prior period financial statements are reclassified whenever necessary to conform to current period presentation.

Unless otherwise noted, all dollars are expressed in thousands except share data.

Use of Non-GAAP Financial Measures:

Certain information discussed below is presented on a fully taxable equivalent basis. Specifically, included in third quarter 2010 and 2009 interest income was \$836 and \$833, respectively, of tax-exempt interest income from certain investment securities and loans. For the nine months ended September 30, 2010 and 2009, the amount of tax-exempt income included in interest income was \$2,591 and \$2,294, respectively.

An amount equal to the tax benefit derived from this tax exempt income has been added back to the interest income totals discussed in certain sections of this Management's Discussion and Analysis, representing tax equivalent adjustments of \$396 and \$391 in the third quarter of 2010 and 2009, respectively, and \$1,228 and \$1,080 for the nine months ended September 30, 2010 and 2009, respectively, which increased net interest income accordingly. The analysis of net interest income tables included in this report on Form 10-Q provide a reconciliation of tax equivalent financial information to the Company's consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles.

Management believes the disclosure of tax equivalent net interest income information improves the clarity of financial analysis, and is particularly useful to investors in understanding and evaluating the changes and trends in the Company's results of operations. Other financial institutions commonly present net interest income on a tax equivalent basis. This adjustment is considered helpful in the comparison of one financial institution's net interest income to that of another institution, as each will have a different proportion of tax-exempt interest from their earning asset portfolios. Moreover, net interest income is a component of a second financial measure commonly used by financial institutions, net interest margin, which is the ratio of net interest income to average earning assets. For purposes of this measure as well, other financial institutions generally use tax equivalent net interest income to provide a better basis of comparison from institution to institution. The Company follows these practices.

FORWARD LOOKING STATEMENTS DISCLAIMER

Certain statements, as well as certain other discussions contained in this quarterly report on Form 10-Q, or incorporated herein by reference, contain statements which may be considered to be forward-looking within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. You can identify these forward-looking statements by the use of words like "strategy," "expects," "plans," "believes," "will," "estimates," "intends," "projects," "goals," "targets," and other words of similar meaning. You can also identify them by the fact that they do not relate strictly to historical or current facts.

Investors are cautioned that forward-looking statements are inherently uncertain. Forward-looking statements include, but are not limited to, those made in connection with estimates with respect to the future results of operation, financial condition, and the business of the Company which are subject to change based on the impact of various factors that could cause actual results to differ materially from those projected or suggested due to certain risks and uncertainties. Those factors include but are not limited to:

- (i) The Company's success is dependent to a significant extent upon general economic conditions in Maine, and Maine's ability to attract new business, as well as factors that affect tourism, a major source of economic activity in the Company's immediate market areas;
- (ii) The Company's earnings depend to a great extent on the level of net interest income (the difference between interest income earned on loans and investments and the interest expense paid on deposits and borrowings) generated by the Company's wholly-owned banking subsidiary, Bar Harbor Bank & Trust (the "Bank"), and thus the Company's results of operations may be adversely affected by increases or decreases in interest rates;
- (iii) The banking business is highly competitive and the profitability of the Company depends on the Bank's ability to attract loans and deposits in Maine, where the Bank competes with a variety of traditional banking and non-traditional institutions, such as credit unions and finance companies;
- (iv) A significant portion of the Bank's loan portfolio is comprised of commercial loans and loans secured by real estate, exposing the Company to the risks inherent in financings based upon analysis of credit risk, the value of underlying collateral, and other intangible factors which are considered in making commercial loans and, accordingly, the Company's profitability may be negatively impacted by judgment errors in risk analysis, by loan defaults, and the ability of certain borrowers to repay such loans during a downturn in general economic conditions;
- (v) A significant delay in, or inability to execute strategic initiatives designed to increase revenues and or control expenses;
- (vi) The potential need to adapt to changes in information technology systems, on which the Company is highly dependent, could present operational issues or require significant capital spending;
- (vii) Significant changes in the Company's internal controls, or internal control failures;
- (viii) Acts or threats of terrorism and actions taken by the United States or other governments as a result of such threats, including military action, could further adversely affect business and economic conditions in the United States generally and in the Company's markets, which could have an adverse effect on the Company's financial performance and that of borrowers and on the financial markets and the price of the Company's common stock;
- (ix) Significant changes in the extensive laws, regulations, and policies governing bank holding companies and their subsidiaries could alter the Company's business environment or affect its

operations;

- (x) Changes in general, national, international, regional or local economic conditions and credit markets which are less favorable than those anticipated by Company management that could impact the Company's securities portfolio, quality of credits, or the overall demand for the Company's products or services; and

- (xi) The Company's success in managing the risks involved in all of the foregoing matters.

You should carefully review all of these factors as well as the risk factors set forth in Item 1A. Risk Factors contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2009. There may be other risk factors that could cause differences from those anticipated by management.

The forward-looking statements contained herein represent the Company's judgment as of the date of this quarterly report on Form 10-Q and the Company cautions readers not to place undue reliance on such statements. The Company disclaims any obligation to publicly update or revise any forward-looking statement contained in the succeeding discussion, or elsewhere in this quarterly report on Form 10-Q, except to the extent required by federal securities laws.

APPLICATION OF CRITICAL ACCOUNTING POLICIES

The Company's significant accounting policies are more fully enumerated in Note 1 to the Consolidated Financial Statements included in Item 8 of its December 31, 2009, report on Form 10-K. The reader of the financial statements should review these policies to gain a greater understanding of how the Company's financial performance is reported.

Management's discussion and analysis of the Company's financial condition and results of operations are based on the Consolidated Financial Statements, which are prepared in accordance with U.S. generally accepted accounting principles. The preparation of such financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. Management evaluates its estimates on an ongoing basis. Management bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis in making judgments about the carrying values of assets that are not readily apparent from other sources. Actual results could differ from the amount derived from management's estimates and assumptions under different assumptions or conditions. Material estimates that are particularly susceptible to significant change in the near-term relate to the determination of the allowance for loan losses, other than temporary impairment on securities, income tax estimates, and the evaluation of intangible assets. The use of these estimates is more fully described in Part I, Item 1, Note 2 of the consolidated financial statements in this quarterly report on Form 10-Q.

EXECUTIVE OVERVIEW

Summary Results of Operations

The Company reported consolidated net income available to common shareholders of \$2,870 for the quarter ended September 30, 2010, compared with \$2,833 for the third quarter of 2009, representing an increase of \$37, or 1.3%. The Company's diluted earnings per share amounted to \$0.75 for the third quarter of 2010, compared with \$0.95 for the third quarter of 2009, representing a decline of \$0.20, or 21.1%.

The Company's annualized return on average shareholders' equity ("ROE") amounted to 10.81% for the quarter, compared with 14.02% in the third quarter of 2009. The decline in third quarter ROE compared with the third quarter of 2009 was principally attributed to a \$17,508 or 19.9% increase in average shareholders' equity, which amounted to \$105,362 in the third quarter. The Company's annualized return on average assets ("ROA") amounted to 1.04% for the quarter, compared with 1.16% in the third quarter of 2009.

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For the nine months ended September 30, 2010, the Company's net income available to common shareholders amounted to \$7,980, compared with \$7,724 for the same period in 2009, representing an increase of \$256, or 3.3%. Diluted earnings per share amounted to \$2.09 for the nine months ended September 30, 2010, compared with \$2.63 for the same period in 2009, representing a decline of \$0.54, or 20.5%.

For the nine months ended September 30, 2010, the Company's ROE amounted to 10.94%, compared with 13.16% for the same period in 2009. The Company's ROA amounted to 1.07%, compared with 1.08% for the nine months ended September 30, 2009.

The declines in third quarter and year-to-date 2010 diluted earnings per share largely reflect the Company's previously reported issuance of 882,021 shares of its common stock in the fourth quarter of 2009 and the first quarter of 2010, the proceeds from which were primarily used to repurchase all of the shares of Preferred Stock sold to the U.S. Department of the Treasury (the "Treasury") in the first quarter of 2009 as part of the Capital Purchase Program established by the Treasury under the Emergency Economic Stabilization Act of 2008.

- Net Interest Income:

For the quarter ended September 30, 2010, net interest income on a tax-equivalent basis amounted to \$8,342, down \$481 or 5.5% compared with the third quarter of 2009. The decline in net interest income was principally attributed to a 23 basis point decline in the Bank's tax-equivalent net interest margin to 3.15% for the quarter, offset in part by average earning asset growth of \$15,138, or 1.5%, compared with the third quarter of 2009. The decline in the net interest margin was largely attributed to earning asset yields, which declined 23 basis points more than the cost of interest bearing liabilities.

For the nine months ended September 30, 2010, net interest income on a tax-equivalent basis amounted to \$25,027, down \$1,268 or 4.8%, compared with the same period in 2009. The decline in net interest income was principally attributed to the Bank's tax-equivalent net interest margin, which declined 23 basis points to 3.22%, offset in part by earning asset growth of \$19,822 or 1.9%. The decline in the net interest margin was largely attributed to earning asset yields, which declined 23 basis points more than the cost of interest bearing liabilities.

Factors contributing to the net interest margin declines during the three and nine months ended September 30, 2010 included the ongoing re-pricing of certain commercial loans and the origination and accelerated refinancing of residential mortgage loans during a period of historically low interest rates. The replacement of accelerated cash flows from the Bank's mortgage-backed securities portfolio also contributed heavily to the margin declines. The Bank's third quarter net interest margin was also impacted by the maturity of a \$20 million derivative instrument in the form of an interest rate floor agreement, which had been guaranteeing a minimum of 6.00% on a Prime based portfolio of loans. In addition, as previously reported, over the past fifteen months the Bank has acted to protect future earnings from interest rate risk by extending a portion of its low cost, short-term wholesale funding maturities. While this strategy has pressured the net interest margin in the near-term, the Bank's balance sheet has been positioned such that future levels of net interest income are largely insulated from rising interest rates.

As previously reported, the Bank's year-to-date net interest income and net interest margin were also negatively impacted by the accelerated mortgage-backed securities premium amortization related to the Fannie Mae and Freddie Mac cumulative repurchases of seriously delinquent securitized loans earlier in the year. The accelerated premium amortization related to these cumulative repurchases reduced year-to-date net interest income by approximately \$420 and the net interest margin by approximately 5 basis points.

- Non-interest Income:

For the quarter ended September 30, 2010, total non-interest income amounted to \$2,065, up \$149 or 7.8%, compared with the third quarter of 2009.

Total securities gains, net of other-than-temporary impairment losses, amounted to \$407 in the third quarter, up \$223 compared with the same quarter last year. Third quarter net securities gains were comprised of realized gains on the sale of securities amounting to \$618, offset in part by other-than-temporary impairment losses of \$211 on certain available-for-sale, private label residential mortgage-backed securities.

Trust and other financial services fees amounted to \$800 in the third quarter, up \$155 or 24.0% compared with the third quarter of 2009. Assets under management at quarter end stood at \$301,029, up \$33,254 or 12.4% compared with September 30, 2009, reflecting additional new business and some recovery in the equity markets

The foregoing increases in third quarter non-interest income were largely offset by a \$228, or 98.3%, decline in income from mortgage banking activities. During the third quarter all residential mortgage loan originations were held in the Bank's loan portfolio, whereas in the third quarter of 2009 a large portion of residential mortgage loan originations were sold into the secondary market with customer servicing retained.

For the nine months ended September 30, 2010, total non-interest income amounted to \$5,770, up \$881, or 18.0%, compared with the same period in 2009.

Total securities gains, net of other-than-temporary impairment losses, amounted to \$1,224 for the nine months ended September 30, 2010, up \$668 compared with the same period in 2009. Year-to-date net securities gains were comprised of realized gains on the sale of securities amounting to \$1,975, largely offset by other-than-temporary impairment losses of \$751 on certain available-for-sale, private label, residential mortgage-backed securities.

Trust and other financial services fees amounted to \$2,136 for the nine months ended September 30, 2010, up \$331, or 18.3%, compared with the same period in 2009.

For the nine months ended September 30, 2010, credit and debit card service charges and fees amounted to \$844, up \$130 or 18.2% compared with the same period in 2009. This increase was principally attributed to continued growth of the Bank's demand deposits and NOW accounts, higher levels of merchant credit card processing volumes, and continued success with a program that offers rewards for certain debit card transactions.

The foregoing increases in year-to-date non-interest income were offset in part by a \$232, or 76.1%, decline in income from mortgage banking activities. During 2010 substantially all residential mortgage loan originations were held in the Bank's loan portfolio, whereas during the same period in 2009 a large portion of residential mortgage loan originations were sold into the secondary market with customer servicing retained.

- Non-interest Expense:

For the quarter ended September 30, 2010, total non-interest expense amounted to \$5,518, up \$551, or 11.1%, compared with the third quarter of 2009. The increase in non-interest expense was attributed to a wide variety of factors including increases in salaries and employee benefits, loan collection expenses, professional

services fees, marketing expenses, insurance, and expenses associated with the disposal of certain fixed assets. Third quarter non-interest expense also included \$69 of expenses related to the preparation of fiduciary tax returns for the Bank's trust clients, whereas in 2009 these expenses were almost entirely recorded in the second quarter.

For the nine months ended September 30, 2010, total non-interest expense amounted to \$16,115, up \$432, or 2.8%, compared with the same period in 2009. The increase in non-interest expense was principally attributed to salaries and employee benefits, which were up \$531 or 6.4% compared with the same period in 2009. The increase in salaries and employee benefits was principally attributed to increases in employee health insurance premiums, normal increases in base salaries, as well as changes in staffing levels and mix. The foregoing increases were partially offset by \$402 of employee health insurance credits attained during the nine months ended September 30, 2010, based on favorable claims experience.

FDIC deposit insurance assessments amounted to \$797 for the nine months ended September 30, 2010, down \$97 or 10.9% compared with the same period in 2009. This decline was principally attributed to a \$495 special FDIC assessment recorded in the second quarter of 2009, offset by increased deposit insurance premiums for all FDIC insured banks as a result of the FDIC's plan to reestablish the Deposit Insurance Fund to levels required by the Federal Deposit Reform Act of 2005.

- Efficiency Ratio:

The Company's efficiency ratio, or non-interest operating expenses divided by the sum of tax-equivalent net interest income and non-interest income other than net securities gains and other-than-temporary impairments, measures the relationship of operating expenses to revenues. For the three and nine months ended September 30, 2010, the Company's efficiency ratios amounted to 54.9% and 54.3%, compared with 46.9% and 51.0% for the same periods in 2009, respectively.

Summary Financial Condition

At September 30, 2010 the Company's total assets stood at \$1,103,329, up \$30,948, or 2.9%, compared with December 31, 2009.

- Loans:

Total loans ended the third quarter at \$680,875, up \$11,383, or 1.7%, compared with December 31, 2009. Loan growth was led by commercial loans, which ended the quarter at \$379,637, up \$10,385 or 2.8% compared with December 31, 2009.

Consumer loans, which principally consist of residential real estate mortgage loans and home equity loans, increased \$1,437 or 0.5% compared with December 31, 2009. This increase was principally attributed to home equity loans, which were up \$2,081 or 3.8% compared with year-end 2009.

Residential mortgage loan origination activity slowed during the first nine months of 2010, largely reflecting current economic conditions and uncertainties with respect to further real estate market declines in the communities served by the Bank, and to a lesser extent the expiration of the first time home buyers tax credit. The Bank's residential real estate mortgage portfolio posted a decline of \$569, or 0.3%, compared with December 31, 2009, as loans originated and closed were more than offset by cash flows and principal pay-downs from the Bank's \$225,181 residential mortgage loan portfolio.

- Credit Quality

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: Total non-performing loans ended the third quarter at \$8,931, down \$245 or 2.7%, compared with December 31, 2009. At September 30, 2010, total non-performing loans represented 1.31% of total loans, down from 1.37% at year-end 2009.

During the nine months ended September 30, 2010, the Bank enjoyed a relatively low level of loan loss experience. Total net loan charge-offs amounted to \$774, or annualized net charge-offs to average loans outstanding of 0.15%, compared with \$699, or annualized net charge-offs to average loans outstanding of 0.14%, during the same period in 2009.

For the three and nine months ended September 30, 2010, the Bank recorded provisions for loan losses of \$450 and \$1,500, representing declines of \$607 and \$1,057, compared with the same periods in 2009, respectively. Despite the year-over-year declines in the provision, the amounts recorded during the first nine months of 2010 were higher than historical norms, largely reflecting a continuance in the overall level of credit deterioration, but aided by relatively low levels of net loan charge-offs and non-performing loans, stabilizing economic conditions, and slowing loan portfolio growth.

The Bank maintains an allowance for loan losses (the "allowance") which is available to absorb probable losses on loans. The allowance is maintained at a level that, in management's judgment, is appropriate for the amount of risk inherent in the current loan portfolio and adequate to provide for estimated probable losses. At September 30, 2010, the allowance stood at \$8,540, representing an increase of \$726 or 9.3% compared with December 31, 2009. The allowance expressed as a percentage of total loans stood at 1.25% at quarter end, up from 1.17% at December 31, 2009. The increase in the allowance was principally attributed to continued credit deterioration in the Bank's loan portfolio, including an increase in potential problem loans. Company management believes this is reflective of depressed economic conditions, including elevated unemployment levels and declining real estate values in the markets served by the Bank.

Refer below to Item 2 of this Part I, Financial Condition, Loans, *Allowance for Loan Losses*, in this report on Form 10-Q for further discussion and analysis regarding non-performing loans, potential problem loans and the allowance.

- Securities:

Total securities ended the third quarter at \$369,422, up \$22,396, or 6.5%, compared with December 31, 2009. The 2010 increase in the portfolio occurred early in the third quarter and was largely attributed to purchases of mortgage-backed securities issued by the Government National Mortgage Association, which bear no credit risk because they are backed by the full faith of the U.S. Government. At September 30, 2010, securities backed by the full faith of the U.S. Government were up \$28,632, or 129.5%, compared with year-end 2009. Based on prevailing market conditions, fourth quarter cash flows from the Bank's securities portfolio may or may not be fully re-invested.

For the nine months ended September 30, 2010, total average securities amounted to \$343,857, representing a decline of \$5,281 or 1.5%, compared with the same period in 2009. Company management has been cautious about leveraging the portfolio in consideration of historically low market yields and the corresponding interest rate risk should interest rates begin to rise. While this action inhibited the growth of the Bank's net interest income in the near-term, Company management believes the long-term risks outweigh the short-term rewards.

Securities purchased during the first nine months of 2010 principally consisted of mortgage-backed securities issued and guaranteed by U.S. Government agencies and sponsored-enterprises.

- Deposits:

Historically, the banking business in the Bank's market area has been seasonal, with lower deposits in the winter and spring and higher deposits in summer and autumn. The timing and extent of seasonal swings have varied from year to year, particularly with respect to demand deposits.

Total deposits ended the third quarter at \$698,873, up \$57,700, or 9.0%, compared with December 31, 2009. Total retail deposits ended the third quarter at \$606,282, up \$57,099 or 10.4% compared with year-end 2009. Retail deposit growth was principally attributed to savings and money market accounts, and time deposits, which increased \$22,363 and \$20,063, or 13.0% and 8.2%, respectively. Demand deposits were up \$8,345 or 14.5%, while NOW accounts were up \$6,328, or 8.5%.

Brokered deposits obtained from the national market ended the third quarter at \$92,591, up \$601, or 0.7%, compared with December 31, 2009. Brokered deposits are generally utilized to help support the Bank's earning asset growth, while maintaining its strong, on-balance-sheet liquidity position via secured borrowing lines of credit with the Federal Home Loan Bank and the Federal Reserve Bank.

- Borrowings:

Total borrowings ended the third quarter at \$291,987, down \$19,642, or 6.3%, compared with December 31, 2009. The decline in borrowings was principally attributed to strong retail deposit growth.

- Capital:

At quarter end the Company and the Bank continued to exceed regulatory requirements for "well-capitalized" institutions. Under the capital adequacy guidelines administered by the Bank's principal regulators, "well-capitalized" institutions are those with Tier I leverage, Tier I Risk-based, and Total Risk-based ratios of at least 5%, 6% and 10%, respectively. At September 30, 2010, the Company's Tier I Leverage, Tier I Risk-based, and Total Risk-based capital ratios were 9.06%, 13.61% and 15.48%.

At September 30, 2010, the Company's tangible common equity ratio stood at 9.38%, up from 8.60% at December 31, 2009.

At September 30, 2010 the Company's tangible book value per share amounted to \$27.14, compared with \$24.92 at December 31, 2009.

- Shareholder Dividends:

The Company paid regular cash dividends of \$0.26 per share of common stock in the third quarter of 2010, unchanged compared with the same quarter in 2009. The Company's Board of Directors recently declared a fourth quarter 2010 regular cash dividend of \$0.265 per share of common stock, which based on the quarter-end price of BHB common stock represented a dividend yield of 3.83%.

RESULTS OF OPERATIONS

Net Interest Income

Net interest income is the principal component of the Company's income stream and represents the difference or spread between interest generated from earning assets and the interest expense paid on deposits and borrowed funds. Net interest income is entirely generated by the Bank. Fluctuations in market interest rates as well as volume and mix changes in earning assets and interest bearing liabilities can materially impact net interest income.

Total Net Interest Income:

For the three months ended September 30, 2010, net interest income on a tax equivalent basis amounted to \$8,342, compared with \$8,823 in the third quarter of 2009, representing a decline of \$481, or 5.5%. As more fully discussed below, the decline in third quarter 2010 tax-equivalent net interest income compared with the third quarter of 2009 was principally attributed to a 23 basis point decline in the Bank's net interest margin, offset in part by a \$15,138 or 1.5% increase in average earning assets.

For the nine months ended September 30, 2010, net interest income on a tax-equivalent basis amounted to \$25,027, compared with \$26,295 for the same period in 2009, representing a decline of \$1,268, or 4.8%. As more fully discussed below, the decline tax-equivalent net interest income was principally attributed to a 23 basis point decline in the Bank's net interest margin, partially offset by a \$19,822 or 1.9% increase in average earning assets compared with the nine months ended September 30, 2009.

Factors contributing to the changes in net interest income and the net interest margin are more fully enumerated in the following discussion and analysis.

Net Interest Income Analysis: The following tables summarize the Company's average balance sheets and components of net interest income, including a reconciliation of tax equivalent adjustments, for the three and nine months ended September 30, 2010 and 2009, respectively:

**AVERAGE BALANCE SHEET AND
ANALYSIS OF NET INTEREST INCOME
THREE MONTHS ENDED
SEPTEMBER 30, 2010 AND 2009**

	2010			2009		
	Average Balance	Interest	Weighted Average Rate	Average Balance	Interest	Weighted Average Rate
Interest Earning Assets:						
Loans (1,3)	\$ 681,646	\$ 8,824	5.14%	\$ 663,039	\$ 8,799	5.27%
Taxable securities (2)	289,827	3,359	4.60%	294,572	4,190	5.64%
Non-taxable securities (2,3)	60,165	1,090	7.19%	61,569	1,106	7.13%
Total securities	349,992	4,449	5.04%	356,141	5,296	5.90%
Federal Home Loan Bank stock	16,068	---	0.00%	16,068	---	0.00%
Fed funds sold, money market funds, and time deposits with other banks	2,978	2	0.27%	298	1	1.33%
Total Earning Assets	1,050,684	13,275	5.01%	1,035,546	14,096	5.40%
Non-Interest Earning Assets:						
Cash and due from banks	10,415			9,384		
Allowance for loan losses	(8,611)			(7,068)		
Other assets (2)	40,883			27,472		
Total Assets	\$1,093,371			\$1,065,334		
Interest Bearing Liabilities:						
Deposits	\$ 635,884	\$ 2,499	1.56%	\$ 589,243	\$ 2,664	1.79%
Borrowings	284,968	2,434	3.39%	324,081	2,609	3.19%
Total Interest Bearing Liabilities	920,852	4,933	2.13%	913,324	5,273	2.29%
Rate Spread			2.88%			3.11%
Non-Interest Bearing Liabilities:						
Demand and other non-interest bearing deposits	61,869			58,139		
Other liabilities	5,288			6,017		
Total Liabilities	988,009			977,480		
Shareholders' equity	105,362			87,854		

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Total Liabilities and Shareholders' Equity	\$1,093,371			\$1,065,334	
Net interest income and net interest margin (3)	8,342	3.15%		8,823	3.38%
Less: Tax Equivalent adjustment	(396)			(391)	
Net Interest Income	\$ 7,946	3.00%		\$ 8,432	3.23%

(1) For purposes of these computations, non-accrual loans are included in average loans.

(2) For purposes of these computations, unrealized gains (losses) on available for sale securities are recorded in other assets.

(3) For purposes of these computations, net interest income and net interest margin are reported on a tax equivalent basis.

AVERAGE BALANCE SHEET AND ANALYSIS OF NET INTEREST INCOME NINE MONTHS ENDED SEPTEMBER 30, 2010 AND 2009

	2010			2009		
	Average Balance	Interest	Weighted Average Rate	Average Balance	Interest	Weighted Average Rate
Interest Earning Assets:						
Loans (1,3)	\$ 677,829	\$26,288	5.19%	\$ 653,740	\$26,361	5.39%
Taxable securities (2)	282,638	9,982	4.72%	293,731	12,795	5.82%
Non-taxable securities (2,3)	61,219	3,394	7.41%	55,407	3,055	7.37%
Total securities	343,857	13,376	5.20%	349,138	15,850	6.07%
Federal Home Loan Bank stock	16,068	---	0.00%	15,686	---	0.00%
Fed funds sold, money market funds, and time deposits with other banks	1,145	2	0.23%	513	3	0.78%
Total Earning Assets	1,038,899	39,666	5.10%	1,019,077	42,214	5.54%
Non-Interest Earning Assets:						
Cash and due from banks	8,659			8,505		
Allowance for loan losses	(8,384)			(6,306)		
Other assets (2)	38,757			27,558		
Total Assets	\$1,077,931			\$1,048,834		
Interest Bearing Liabilities:						
Deposits	\$ 625,848	\$ 7,450	1.59%	\$ 562,599	\$ 8,100	1.92%
Borrowings	287,085	7,189	3.35%	342,862	7,819	3.05%
Total Interest Bearing Liabilities	912,933	14,639	2.14%	905,461	15,919	2.35%
Rate Spread			2.96%			3.19%
Non-Interest Bearing Liabilities:						
Demand and other non-interest bearing deposits	54,258			51,589		
Other liabilities	5,228			5,582		
Total Liabilities	972,419			962,632		
Shareholders' equity	105,512			86,202		
Total Liabilities and Shareholders' Equity	\$1,077,931			\$1,048,834		
Net interest income and net interest margin (3)		25,027	3.22%		26,295	3.45%
Less: Tax Equivalent adjustment		(1,228)			(1,080)	
Net Interest Income		\$23,799	3.06%		\$25,215	3.31%

(1) For purposes of these computations, non-accrual loans are included in average loans.

(2) For purposes of these computations, unrealized

gains (losses) on available for sale securities are recorded in other assets.

(3) For purposes of these computations, net interest income and net interest margin are reported on a tax equivalent basis.

Net Interest Margin:

The net interest margin, expressed on a tax equivalent basis, represents the difference between interest and dividends earned on interest-earning assets and interest paid to depositors and other creditors, expressed as a percentage of average earning assets.

The net interest margin is determined by dividing tax equivalent net interest income by average interest-earning assets. The interest rate spread represents the difference between the average tax equivalent yield earned on interest earning-assets and the average rate paid on interest bearing liabilities. The net interest margin is generally higher than the interest rate spread due to the additional income earned on those assets funded by non-interest bearing liabilities, primarily demand deposits and shareholders' equity.

For the three months ended September 30, 2010, the tax equivalent net interest margin amounted to 3.15%, compared with 3.38% in the third quarter of 2009, representing a decline of 23 basis points. The decline in the net interest margin from the third quarter of 2009 was largely attributed to earning asset yields, which declined 23 basis points more than the cost of interest bearing liabilities.

For the nine months ended September 30, 2010, the tax equivalent net interest margin amounted to 3.22%, compared with 3.45% for the same period in 2009, representing a decline of 23 basis points. The decline in the net interest margin from the first three quarters of 2009 was largely attributed to earning asset yields, which declined 23 basis points more than the cost of interest bearing liabilities.

A variety of factors contributed to the earning asset yield and net interest margin declines during the three and nine months ended September 30, 2010, including the replacement of accelerated cash flows from the Bank's mortgage-backed ("MBS") securities portfolio during a period of historically low interest rates. The year-to-date yield on the securities portfolio was also negatively impacted by the accelerated mortgage-backed securities premium amortization related to the Fannie Mae and Freddie Mac cumulative repurchases of seriously delinquent securitized loans earlier in the year. As previously reported, in early 2010 these Government-sponsored enterprises announced they would buy back an approximate \$200 billion backlog of seriously delinquent mortgages contained in certain residential MBS previously sold to investors, including the Company. These cumulative repurchases were completed during the second quarter. The Bank's year-to-date net interest margin and net interest income were negatively impacted by the accelerated MBS premium amortization related to the aforementioned repurchases, which reduced the net interest margin by approximately 5 basis points and net interest income by approximately \$420.

The Bank's year-to-date and third quarter earning asset yield and net interest margin declines were also attributed to the ongoing origination and competitive re-pricing of certain commercial loans during a period of historically low interest rates. Likewise, the replacement of accelerated cash flows from the Bank's residential mortgage loan portfolio, which was principally driven by heavy re-financing activity, also contributed to the earning asset and net interest margin declines. In addition, third quarter 2010 earning asset yields were negatively impacted by the maturity of a \$20,000 interest rate floor agreement (an off balance sheet derivative instrument), which had been guaranteeing a minimum of 6.00% on a Prime based portfolio of loans.

The Bank's year-to-date and third quarter net interest margin declines compared with the same periods in 2009 were also impacted by a moderate shift from short-term funding to higher cost, long-term funding on the Bank's balance sheet. Considering the current near zero percent short-term funding rates and the shape of the U.S. Treasury yield

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curve, the Bank's interest rate risk management strategy has been focused on protecting net interest income over a long-term horizon, particularly in a rising interest rate environment. While this strategy pressures earnings in the near-term, Company management believes the long term-risks associated with funding the balance sheet short outweigh the short-term rewards. At September 30, 2010, Company management believes the Bank's balance sheet has been positioned such that future levels of net interest income are largely insulated from rising interest rates.

The following table summarizes the net interest margin components, on a quarterly basis, over the past two years. Factors contributing to the changes in the net interest margin are further enumerated in the following discussion and analysis.

NET INTEREST MARGIN ANALYSIS FOR QUARTER ENDED

WEIGHTED AVERAGE RATES	2010				2009			2008
	Quarter: 3	2	1	4	3	2	1	4
Interest Earning Assets:								
Loans (1,3)	5.14%	5.20%	5.22%	5.16%	5.27%	5.35%	5.56%	5.93%
Taxable securities (2)	4.60%	4.35%	5.23%	5.31%	5.64%	5.86%	5.98%	5.81%
Non-taxable securities (2,3)	7.19%	7.57%	7.48%	7.53%	7.13%	7.61%	7.39%	7.02%
Total securities	5.04%	4.93%	5.64%	5.70%	5.90%	6.14%	6.18%	5.97%
Federal Home Loan Bank stock	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	2.46%
Fed Funds sold, money market funds, and time deposits with other banks	0.27%	0.00%	0.00%	0.00%	1.33%	0.00%	0.93%	2.16%
Total Earning Assets	5.01%	5.03%	5.28%	5.26%	5.40%	5.55%	5.68%	5.88%
Interest Bearing Liabilities:								
Demand and other non-interest								
bearing deposits	1.56%	1.57%	1.64%	1.73%	1.79%	1.84%	2.17%	2.62%
Borrowings	3.39%	3.24%	3.42%	3.34%	3.19%	2.90%	3.07%	3.67%
Total Interest Bearing Liabilities	2.13%	2.10%	2.21%	2.27%	2.29%	2.24%	2.53%	3.00%
Rate Spread	2.88%	2.93%	3.07%	2.99%	3.11%	3.31%	3.15%	2.88%
Net Interest Margin (3)	3.15%	3.17%	3.34%	3.27%	3.38%	3.54%	3.42%	3.21%
Net Interest Margin without Tax Equivalent Adjustments	3.00%	3.01%	3.18%	3.10%	3.23%	3.39%	3.30%	3.10%

(1) For purposes of these computations, non-accrual loans are included in average loans.

(2) For purposes of these computations, unrealized gains (losses) on available for sale securities are recorded in other assets.

(3) For purposes of these computations, net interest income and net interest margin are reported on a tax equivalent basis.

The weighted average cost of interest bearing liabilities amounted to 2.13% in the third quarter of 2010, compared with 2.29% in the third quarter of 2009, representing a decline of 16 basis points and largely reflecting the re-pricing of deposits and borrowings in a historically low interest rate environment. The weighted average yield on average earning assets amounted to 5.01% in the third quarter of 2010, compared with 5.40% in the third quarter of 2009, representing a decline of 39 basis points and attributed to reasons discussed immediately above. In summary, since the third quarter of 2009 the decline in the Bank's weighted average yield on its earning asset portfolios exceeded the decline in the weighted average cost of interest bearing liabilities by 23 basis points.

For the nine months ended September 30, 2010, the weighted average cost of interest bearing liabilities amounted to 2.14%, compared with 2.35% for the same period in 2009, representing a decline of 21 basis points and largely reflecting the re-pricing of deposits and borrowings in a historically low interest rate environment. The weighted average yield on average earning assets amounted to 5.10% compared with 5.54% during the nine months ended September 30, 2009, representing a decline of 44 basis points and attributed to reasons discussed immediately above. To summarize, comparing the first nine months of 2010 with the same period in 2009, the decline in the Bank's weighted average yield on its earning asset portfolios exceeded the decline in the weighted average cost of interest bearing liabilities by 23 basis points.

Should interest rates continue at current levels, Company management anticipates the net interest margin will continue to experience some further pressure over the next twelve months but not to the extent experienced over the past twelve months, as assets and liabilities are generally expected to re-price or be replaced proportionally into the current low interest rate environment.

The Bank's interest rate sensitivity position is more fully described below in Part I, Item 3 of this report on Form 10-Q, *Quantitative and Qualitative Disclosures About Market Risk*.

Interest and Dividend Income:

For the three months ended September 30, 2010, total interest and dividend income on a tax-equivalent basis amounted to \$13,275, compared with \$14,096 in the third quarter of 2009, representing a decline of \$821, or 5.8%. The decline in interest and dividend income was principally attributed to a 39 basis point decline in the weighted average earning asset yield, offset in part by earning asset growth of \$15,138 or 1.5%. The decline in interest and dividend income was entirely attributed to securities income, which declined \$847 or 16.0%. The decline in securities income from the third quarter of 2009 was largely attributed to the ongoing replacement of accelerated portfolio cash flows in a historically low interest rate environment. Accelerated cash flows were principally attributed to increased securitized loan refinancing activity and defaults, the cash flow impact of the previously discussed Fannie Mae and Freddie Mac securitized loan buyouts, and a \$6,149 or 1.7% decline in average securities.

For the quarter ended September 30, 2010, interest income from the loan portfolio amounted to \$8,824, representing a slight increase of \$25, compared with the third quarter of 2009. While the weighted average yield on the loan portfolio declined 13 basis points to 5.14%, the impact of this decline was essentially offset by average loan portfolio growth of \$18,607, or 2.8%.

As depicted on the rate/volume analysis table below, comparing the three months ended September 30, 2010 with the same quarter in 2009, the impact of the lower weighted average earning asset yield contributed \$984 to the decline in total tax-equivalent interest income, offset in part by \$163 attributed to the increased volume of total average earning assets.

For the nine months ended September 30, 2010, total interest and dividend income on a tax-equivalent basis amounted to \$39,666, compared with \$42,214 for the same period in 2009, representing a decline of \$2,548, or 6.0%. The decline in interest and dividend income was principally attributed to a 44 basis point decline in the weighted average earning asset yield, partially offset by average earning asset growth of \$19,822 or 1.9%, compared with the first nine

months of 2009. The decline in interest and dividend income was almost entirely attributed to securities income, which declined \$2,474 or 15.6%. Factors contributing to the decline in securities income principally included the aforementioned \$420 impact of the cumulative buyback of loans contained in certain mortgage-backed securities, the replacement of accelerated cash flows from the portfolio during a period of historically low interest rates, and a \$5,281 or 1.5% decline in total average securities.

For the nine months ended September 30, 2010, interest income from the loan portfolio amounted to \$26,288, representing a slight decline of \$73, compared with the same period in 2009. While the weighted average yield on the loan portfolio declined 20 basis points to 5.19%, the impact of this decline was essentially offset by average loan portfolio growth of \$24,089, or 3.7%.

For the nine months ended September 30, 2010, the Bank did not record any Federal Home Loan Bank ("FHLB") stock dividends, unchanged compared with the same period in 2009. In the first quarter of 2009, the FHLB of Boston advised its members that it is focusing on preserving capital in response to other-than-temporary impairment losses it had sustained, declining capital ratios and ongoing market volatility. Accordingly, dividend payments were suspended for all of 2009, and it is unlikely that dividends will be paid in 2010. For the nine months ended September 30, 2010, the average balance of FHLB stock on the Bank's balance sheet amounted to \$16,068.

As depicted on the rate/volume analysis table below, comparing the nine months ended September 30, 2010, with the same period in 2009, the impact of the lower weighted average earning asset yield contributed \$3,370 to the decline in total tax-equivalent interest income, offset in part by a positive \$822 attributed to the increased volume of total average earning assets on the Bank's balance sheet.

Interest Expense:

For the three months ended September 30, 2010, total interest expense amounted to \$4,933, compared with \$5,273 in the third quarter of 2009, representing a decline of \$340, or 6.4%. The decline in interest expense was attributed to a 16 basis point decline in the weighted average cost of interest bearing liabilities, which was partially offset by a \$7,528 or 0.8% increase in total average interest bearing liabilities, compared with the third quarter of 2009. The decline in the average cost of interest bearing funds was principally attributed to prevailing, historically low short-term and long-term market interest rates, with maturing time deposits and borrowings being added or replaced at a lower cost and other interest bearing deposits re-pricing into the lower interest rate environment.

For the three months ended September 30, 2010, the total weighted average cost of interest bearing liabilities amounted to 2.13%, compared with 2.29% for the same quarter in 2009, representing a decline of 16 basis points. The weighted average cost of interest bearing deposits declined 23 basis points to 1.56%, compared with the third quarter of 2009. The weighted average cost of borrowed funds increased 20 basis points to 3.39%, principally reflecting the addition of long-term borrowings to the Bank's balance sheet, which significantly improved the Bank's interest rate risk profile in a rising rate environment. The increase in the cost of borrowings due to increase in interest rate was offset by a \$39,113 decline in total borrowings, primarily caused by a decrease in low cost short-term borrowings. This decline was attributed to strong retail deposit growth.

As depicted on the rate/volume analysis table below, comparing the three months ended September 30, 2010 with the same quarter in 2009, the impact of the lower weighted average rate paid on interest bearing liabilities contributed \$236 to the decline in interest expense, while the impact of the volume of average interest bearing liabilities contributed \$104.

For the nine months ended September 30, 2010, total interest expense amounted to \$14,639, compared with \$15,919 for the same period in 2009, representing a decline of \$1,280, or 8.0%. The decline in interest expense was attributed to a 21 basis point decline in the weighted average cost of interest bearing liabilities, partially offset by a \$7,472 or 0.8% increase in total average interest bearing liabilities.

The decline in the average cost of interest bearing liabilities was principally attributed to prevailing, historically low short-term and long-term market interest rates. The total weighted average cost of interest bearing liabilities amounted to 2.14%, compared with 2.35% for the same period in 2009, representing a decline of 21 basis points. The weighted average cost of interest bearing deposits declined 33 basis points to 1.59%, while the weighted average cost of borrowed funds increased 30 basis points to 3.35%, principally reflecting the addition of long-term borrowings to the Bank's balance sheet and the average balance pay-down of \$55,777 in low cost borrowings based on strong retail deposit growth.

As depicted on the rate/volume analysis table below, comparing the nine months ended September 30, 2010, with the same period in 2009, the impact of the lower weighted average rate paid on interest bearing liabilities contributed \$918 to the decline in interest expense, while the impact of the volume of average interest bearing liabilities contributed \$362.

Rate/Volume Analysis:

The following table sets forth a summary analysis of the relative impact on net interest income of changes in the average volume of interest earning assets and interest bearing liabilities, and changes in average rates on such assets and liabilities. The income from tax-exempt assets has been adjusted to a fully tax equivalent basis, thereby allowing uniform comparisons to be made. Because of the numerous simultaneous volume and rate changes during the periods analyzed, it is not possible to precisely allocate changes to volume or rate. For presentation purposes, changes which are not solely due to volume changes or rate changes have been allocated to these categories in proportion to the relationships of the absolute dollar amounts of the change in each.

ANALYSIS OF VOLUME AND RATE CHANGES ON NET INTEREST INCOME THREE MONTHS ENDED SEPTEMBER 30, 2010 VERSUS SEPTEMBER 30, 2009 INCREASES (DECREASES) DUE TO:

	Average Volume	Average Rate	Total Change
Loans (1,3)	\$ 246	\$(221)	\$ 25
Taxable securities (2)	(67)	(764)	(831)
Non-taxable securities (2,3)	(25)	9	(16)
Fed funds sold, money market funds, and time deposits with other banks	9	(8)	1
TOTAL EARNING ASSETS	\$ 163	\$(984)	\$(821)
Interest bearing deposits	211	(376)	(165)
Borrowings	(315)	140	(175)
TOTAL INTEREST BEARING LIABILITIES	\$(104)	\$(236)	\$(340)
NET CHANGE IN NET INTEREST INCOME	\$ 267	\$(748)	\$(481)

(1) For purposes of these computations, non-accrual loans are included in average loans.

(2) For purposes of these computations, unrealized gains (losses) on available for sale securities are recorded in other assets.

(3) For purposes of these computations, net interest income and net interest margin are reported on a tax equivalent basis.

ANALYSIS OF VOLUME AND RATE CHANGES ON NET INTEREST INCOME
NINE MONTHS ENDED SEPTEMBER 30, 2010 VERSUS SEPTEMBER 30, 2009
INCREASES (DECREASES) DUE TO:

	Average Volume	Average Rate	Total Change
Loans (1,3)	\$ 981	\$(1,054)	\$ (73)
Taxable securities (2)	(483)	(2,330)	(2,813)
Non-taxable securities (2,3)	320	19	339
Fed funds sold, money market funds, and time deposits with other banks	4	(5)	(1)
TOTAL EARNING ASSETS	\$ 822	\$(3,370)	\$(2,548)
Interest bearing deposits	913	(1,563)	(650)
Borrowings	(1,275)	645	(630)
TOTAL INTEREST BEARING LIABILITIES	\$ (362)	\$ (918)	\$(1,280)
NET CHANGE IN NET INTEREST INCOME	\$ 1,184	\$(2,452)	\$(1,268)

(1) For purposes of these computations, non-accrual loans are included in average loans.

(2) For purposes of these computations, unrealized gains (losses) on available for sale securities are recorded in other assets.

(3) For purposes of these computations, net interest income and net interest margin are reported on a tax equivalent basis.

Provision for Loan Losses

The provision for loan losses reflects the amount necessary to maintain the allowance for loan losses (the "allowance") at a level that, in management's judgment, is appropriate for the amount of inherent risk of probable loss in the Bank's current loan portfolio.

The Bank's non-performing loans ended the third quarter below year-end 2009 levels. At September 30, 2010, total non-performing loans amounted to \$8,931, or 1.31% of total loans, compared with \$9,176, or 1.37% at December 31, 2009. The Bank's allowance for loan losses expressed as a percentage of non-performing loans stood at 95.6% at September 30, 2010, compared with 85.2% at December 31, 2009.

For the nine months ended September 30, 2010, total net loan charge-offs amounted to \$774, compared with \$699 for the same period in 2009. For the nine months ended September 30, 2010, annualized net charge-offs to average loans outstanding amounted to 0.15%, compared with 0.14% for the same period in 2009.

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For the three and nine months ended September 30, 2010, the provision for loan losses (the "provision") amounted to \$450 and \$1,500, compared with \$1,057 and \$2,557 for the same periods in 2009, representing declines of \$607 and \$1,057, or 57.4% and 41.3%, respectively. Despite the year-over-year declines in the provision, the amounts recorded during the first nine months of 2010 were higher than historical norms, largely reflecting a continuance in the overall level of credit deterioration, but aided by relatively low levels of net loan charge-offs and non-performing loans, stabilizing economic conditions and real estate values, and slowing loan portfolio growth during the nine months ended September 30, 2010.

Refer below to Item 2 of this Part I, Financial Condition, Loans, *Allowance for Loan Losses*, in this report on Form 10-Q for further discussion and analysis regarding the allowance.

Non-interest Income

In addition to net interest income, non-interest income is a significant source of revenue for the Company and an important factor in its results of operations.

For the three months ended September 30, 2010, total non-interest income amounted to \$2,065, compared with \$1,916 for the same quarter in 2009, representing an increase of \$149 or 7.8%.

Factors contributing to the changes in non-interest income are enumerated in the following discussion and analysis:

Trust and Other Financial Services:

Income from trust and other financial services is principally derived from fee income based on a percentage of the market value of client assets under management and held in custody and, to a lesser extent, revenue from brokerage services conducted through Bar Harbor Financial Services, an independent third-party broker.

For the three months ended September 30, 2010, income from trust and other financial services amounted to \$800, compared with \$645 for the same quarter in 2009, representing an increase of \$155, or 24.0%. For the nine months ended September 30, 2010 income from trust and other financial services amounted to \$2,136, compared with \$1,805 for the same period in 2009, representing an increase of \$331, or 18.3%. The increases in fee income from trust and financial services were largely attributed to increases in the market values of assets under management, as well as increased brokerage activity during the three and nine months ended September 30, 2010.

Reflecting additional new business and some recovery in the equity markets, quarter-end assets under management stood at \$301,029, representing an increase of \$33,254 or 12.4% compared with September 30, 2009.

Service Charges on Deposits:

This income is principally derived from deposit account overdraft fees and, to a lesser extent, monthly deposit account maintenance and activity fees, and a variety of other deposit account related fees.

For the three months ended September 30, 2010, income from service charges on deposit accounts amounted to \$365, compared with \$396 for the same quarter in 2009, representing a decline of \$31 or 7.8%. For the nine months ended September 30, 2010, income from service charges on deposits amounted to \$1,051, compared with \$1,065 for the same period in 2009, representing a decline of \$14, or 1.3%.

The three and nine month declines in service charges on deposit accounts were principally attributed to declines in deposit account overdraft fees, reflecting reduced overdraft activity and the impact of new regulations.

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On November 12, 2009, the Federal Reserve issued amendments to Regulation E implementing certain provisions of the Electronic Fund Transfer Act. The new rules, which became effective on July 1, 2010, restrict the ability of a bank to offer overdraft protection to deposit customers without their consent and to derive fees from overdraft programs. For the third quarter of 2010, the Bank's overdraft fees on deposit accounts amounted to \$243, representing a decline of \$54, or 18.3%, compared with the second quarter of 2010.

Mortgage Banking Activities:

This income is principally derived from gains on sales of residential mortgage loans into the secondary market and ongoing retained mortgage loan servicing fees.

For the three and nine months ended September 30, 2010, income from mortgage banking activities amounted to \$4 and \$73, compared with \$232 and \$305 for the same periods in 2009, representing declines of \$228 and \$232, or 98.3% and 76.1%, respectively. During the first nine months of 2010, substantially all residential mortgage loan originations were held in the Bank's loan portfolio, whereas during the same period in 2009 certain residential mortgage loan originations were sold into the secondary market with customer servicing retained. Management's decision to hold 2010 residential mortgage loan originations in the loan portfolio in part reflects a relative scarcity of alternative earning assets of comparable quality and yield, and the fact that these loans could be funded with long-term interest bearing liabilities at historically low interest rates.

Credit and Debit Card Service Charges and Fees:

This income is principally derived from the Bank's Visa debit card product, merchant credit card processing fees and fees associated with Visa credit cards.

For the three months ended September 30, 2010, credit and debit card service charges and fees amounted to \$318, compared with \$286 in the third quarter of 2009, representing an increase of \$32, or 11.2%. For the nine months ended September 30, 2010, credit and debit card service charges and fees amounted to \$844, compared with \$714 for the same period in 2009, representing an increase of \$130, or 18.2%.

The increases in credit and debit card service charges and fees were principally attributed to continued growth of the Bank's demand deposits and NOW accounts, higher levels of merchant credit card processing volumes, and continued success with a program that offers rewards for certain debit card transactions.

Net Securities Gains:

For the three months ended September 30, 2010, total net securities gains amounted to \$618, compared with \$695 in the third quarter of 2009, representing a decline of \$77, or 11.1%. The total securities gains recorded in the third quarter of 2010 and 2009 were comprised entirely of realized gains on the sale of securities.

For the nine months ended September 30, 2010, total securities gains amounted to \$1,975 compared with \$1,521 for the same period in 2009, representing an increase of \$454, or 29.8%. The total net securities gains recorded during the nine months ended September 30, 2010 were comprised entirely of realized gains on the sale of securities. The total net securities gains recorded during the nine months ended September 30, 2009, were comprised of realized gains on the sale of securities amounting to \$2,528, largely offset by \$1,007 in other-than-temporary impairment ("OTTI") losses.

In the first quarter of 2009 the Company recorded \$1,007 of OTTI losses as a component of net securities gains (losses). The Company concluded that unrealized losses on certain available for sale, private label mortgage-backed securities were other-than-temporarily impaired, because the Company could no longer conclude it was probable it would recover all of the principal and interest on these securities. Because these securities were being carried at fair

value, estimated losses on these securities, net of tax, were previously recorded in unrealized losses on securities available for sale within accumulated other comprehensive loss, a component of total shareholders equity on the Company's consolidated balance sheet. This OTTI was recorded prior to the Company's adoption of a new accounting standard, which became effective April 1, 2009.

For further information about securities gains and losses and other-than-temporary impairment losses recorded during the three and nine months ended September 30, 2010 and 2009, refer to Notes 2 and 4 of the consolidated financial statements in Part I, Item 1 of this report on Form 10-Q.

Net Other-than-temporary Impairment Losses Recognized in Earnings:

For the three months ended September 30, 2010, net OTTI losses recognized in earnings amounted to \$211, compared with \$511 in the third quarter of 2009, representing a decline of \$300, or 58.7%. The OTTI losses recorded in the third quarter of 2010 related to two, available for sale, private label mortgage-backed securities, one of which the Company had previously determined to be other-than-temporarily impaired. In both cases the OTTI losses represented management's best estimate of credit losses or additional credit losses on the collateral underlying these securities. The \$211 in estimated credit losses, net of taxes, were previously recorded in unrealized gains or losses on securities available for sale within accumulated other comprehensive income or loss, a component of total shareholders' equity on the Company's consolidated balance sheet.

For the nine months ended September 30, 2010, net OTTI losses recognized in earnings amounted to \$751, compared with \$965 during the same period in 2009, representing a decline of \$214, or 22.2%. As discussed immediately above, in the first quarter of 2009 OTTI losses amounting to \$1,007 were recorded as a component of net securities gains.

The OTTI losses recognized in earnings during the first nine months of 2010 related to ten, available for sale, private label mortgage-backed securities. In all cases the OTTI losses represented management's best estimate of credit losses or additional credit losses on the collateral underlying these securities. The \$751 in estimated credit losses, were previously recorded in unrealized gains or losses on securities available for sale within accumulated other comprehensive income or loss, a component of total shareholders' equity on the Company's consolidated balance sheet.

For further information about other-than-temporary securities impairment losses recorded during the three and nine months ended September 30, 2010 and 2009, refer to Notes 2 and 4 of the consolidated financial statements in Part I, Item 1 of this quarterly report on Form 10-Q.

Non-interest Expense

For the three months ended September 30, 2010, total non-interest expense amounted to \$5,518, compared with \$4,967 in the third quarter of 2009, representing an increase of \$551, or 11.1%. For the nine months ended September 30, 2010, total non-interest expense amounted to \$16,115, compared with \$15,683 for the same period in 2009, representing an increase of \$432, or 2.8%.

Factors contributing to the changes in non-interest expense are enumerated in the following discussion and analysis.

Salaries and Employee Benefit Expenses:

For the three months ended September 30, 2010, total salaries and employee benefits expense amounted to \$3,001, compared with \$2,895 for the same quarter in 2009, representing an increase of \$106, or 3.7%. For the nine months ended September 30, 2010, salaries and employee benefits expense amounted to \$8,863, compared with \$8,332 for the same period in 2009, representing an increase of \$531, or 6.4%.

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The increases in salaries and employee benefits expense was principally attributed to increases in employee health insurance premiums, normal increases in base salaries, as well as changes in staffing levels and mix. The foregoing increases were partially offset by \$402 of employee health insurance expense credits attained during the nine months ended September 30, 2010 based on favorable claims experience, of which \$128 was recorded in the third quarter.

Occupancy Expenses:

For the three months ended September 30, 2010, total occupancy expenses amounted to \$317, compared with \$299 for the same quarter in 2009, representing an increase of \$18, or 6.0%. For the nine months ended September 30, 2009, total occupancy expenses amounted to \$1,026, representing a decline of \$1, or 0.1%.

Furniture and Equipment Expenses:

For the three and nine months ended September 30, 2010 and 2009, furniture and equipment expenses amounted to \$397 and \$1,168, compared with \$353 and \$1,043 during the same periods in 2009, representing increases of \$44 and \$125, or 12.5% and 12.0%, respectively. The increases in furniture and equipment expenses were principally attributed to higher levels of depreciation expense, maintenance contract expenses, and miscellaneous equipment purchases and repairs.

FDIC Insurance Assessments:

For the three months ended September 30, 2010, FDIC insurance assessments amounted to \$267, compared with \$213 for the same quarter in 2009, representing an increase of \$54, or 25.4%. This increase was principally attributed to higher levels of insured deposits on the Bank's balance sheet.

For the nine months ended September 30, 2010, total FDIC insurance assessments amounted to \$797, compared with \$894 for the same period in 2009, representing a decline of \$97, or 10.9%. This decline was principally attributed to a \$495 emergency special assessment recorded in the second quarter of 2009. The special assessment was levied on all financial institutions.

During 2009, the FDIC's Deposit Insurance Fund ("DIF") posted record losses, causing the reserve ratio to fall well below 1.15%. A reserve ratio below 1.15% triggers the need for a DIF restoration plan in accordance with the FDI Reform Act of 2005 and conforming amendments. Pursuant to the Act, the FDIC must bring the reserve ratio back to 1.15% within five years. In addition to the 2009 special emergency assessment, deposit insurance premiums for all FDIC insured banks have increased as a result of the FDIC's plan to reestablish the Deposit Insurance Fund to acceptable levels.

Other Operating Expense:

For the three months ended September 30, 2010, total other operating expense amounted to \$1,462, compared with \$1,111 in the third quarter of 2009, representing an increase of \$351, or 31.6%. The increase in other operating expense was attributed to a wide variety of factors including increases in loan collection expenses, professional services and audit fees, marketing expenses, charitable contributions, software depreciation, insurance, and expenses associated with the disposal of certain fixed assets. Third quarter non-interest expense also included \$69 of expenses related to the preparation of fiduciary tax returns for the Bank's trust clients, whereas in 2009 these expenses were almost entirely recorded in the second quarter.

For the nine months ended September 30, 2010, total other operating expenses amounted to \$4,040, compared with \$4,117 for the same period in 2009, representing a decline of \$77, or 1.9%. This decline was principally attributed to a \$193 write-down of certain non-marketable venture capital equity investment funds considered other-than-temporarily impaired recorded during the first nine months of 2009. These investment funds, which generally qualify for

Community Reinvestment Act credit, represent socially responsible venture capital investments in small businesses throughout Maine and New England. These write-downs principally reflected the impact current economic conditions have had on these funds.

Notable increases in other operating expenses during the nine months ended September 30, 2010 compared with the same period in 2009 included marketing, software depreciation expense, professional services fees, and loan collection expenses.

Income Taxes

For the three months ended September 30, 2010, total income taxes amounted to \$1,173, compared with \$1,219 in the third quarter of 2009, representing a decline of \$46, or 3.8%. For nine months ended September 30, 2010, total income taxes amounted to \$3,321, compared with \$3,378 for the same period in 2009, representing a decline of \$57, or 1.7%.

The Company's effective tax rates for the three and nine months ended September 30, 2010 amounted to 29.0% and 27.8%, compared with 28.2% and 28.5% for the same periods in 2009. The income tax provisions for these periods were less than the expense that would result from applying the federal statutory rate of 35% to income before income taxes, principally because of the impact of tax exempt interest income on certain investment securities, loans and bank owned life insurance.

Fluctuations in the Company's effective tax rate are generally attributed to increases in the level of non-taxable income in relation to taxable income.

FINANCIAL CONDITION

Total Assets

The Company's assets principally consist of loans and securities, which at September 30, 2010 represented 61.7% and 33.5% of total assets, compared with 62.4% and 32.4% at December 31, 2009, respectively.

At September 30, 2010, the Company's total assets amounted to \$1,103,329, compared with \$1,072,381 at December 31, 2009, representing an increase of \$30,948, or 2.9%.

Securities

The securities portfolio