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

PREPARED BY THE STAFF OF THE
MAINE BUREAU OF FINANCIAL INSTITUTIONS

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INTRODUCTION

The Bureau of Financial Institutions is charged with the responsibility of supervising and regulating all state-chartered banks, credit unions, savings and loan associations and limited purpose banks in the State of Maine. At the close of 2009, the Bureau was responsible for the supervision and regulation of 42 such institutions. The total assets regulated by the Bureau were approximately $14.2 billion.

The statutory mission of the Bureau is to ensure the strength, stability and efficiency of the financial institutions that it regulates, encourage the development and expansion of financial services, ensure reasonable and orderly competition, protect consumers against unfair practices by institutions that provide consumer credit, provide consumer education, and encourage the development of economically sound credit practices.

In 2009, all sectors of the nation's financial industry faced challenging economic conditions. While Maine experienced an increase in unemployment and home foreclosures, the adverse impact on Maine's state-chartered financial institutions was less severe than in most areas of the country. However, in this climate, even-handed and careful supervision has been more important than ever. During the recent recessionary period, Maine's state-chartered financial institutions have been focused on deteriorating asset quality and falling earnings and capital, not on expanding or entering new activities. Since the tumultuous fourth quarter of 2008 that commenced the bail-out process by the federal government followed by the closure of numerous financial institutions across the country, Maine's state-chartered financial institutions have thus far weathered the economic storm relatively well.

As customary, a significant portion of this Report focuses on the oversight activities and regulatory developments at both the state and federal level. Section I provides a review of the foreclosure activity in Maine over the course of the last three years. Since 2007, the Bureau has conducted a quarterly survey of state-chartered banks and credit unions in order to collect data on the number of foreclosures initiated, homes in the process of foreclosure and completed foreclosures. In addition, Section I provides information on insurance program changes made in 2009 by both the Federal Deposit Insurance Corporation (the "FDIC") and the National Credit Union Administration (the "NCUA").

Section II of this Report focuses on the continuing outreach efforts by the Bureau. As part of the Bureau's mission to protect consumers against unfair practices by institutions and to provide consumer education, the Bureau maintains a Consumer Outreach Specialist on staff who provides assistance to consumers with individual complaints and inquiries. In FY 2009, the Bureau responded to 964 consumer complaints and inquiries. The majority of these complaints concerned issues related to credit cards, mortgage loans and checking accounts. Prior to the increases made by both the FDIC and the NCUA on the threshold of insurance coverage on accounts, the Bureau received numerous calls from consumers seeking to determine if their savings were adequately protected.

Section III of this Report presents "Industry Conditions" and contains aggregate information relating to Maine Banks, Maine Credit Unions and Limited Purpose Banks. Maine's state-chartered financial institutions were fortunate to have entered the current economic crisis with strong capital, solid core earnings, adequate liquidity and acceptable asset quality. However, the current economic conditions continue to pose challenges for these institutions, requiring constant vigilance and proactive management in order to successfully emerge from this recessionary period.

While this Annual Report should be helpful as a point-in-time resource, the Bureau's website located at www.Maine.gov/pfr/financialinstitutions continues to provide access to both current and archived information.

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SECTION I

BUREAU OVERSIGHT ACTIVITIES AND REGULATORY DEVELOPMENTS

Application Activity

Not surprisingly, application activity by Maine state-chartered financial institutions ("MSFI")[1] for the twelve-month period ending October 2009 was down from the comparable period of prior years. In fact, application activity was the lowest in several years. The focus of financial institutions has been on deteriorating asset quality and falling earnings and capital, not on expanding or entering new activities during this recessionary period. As seen in Table #1, all but one filing with the Bureau of Financial

TABLE #1

	11/06 – 10/07	11/07 – 10/08	11/08 – 10/09
Charters – Nondepository Inst.	1	1	0
Mergers, Acquisitions	5	1	0
New Activities	1	2	1
Branch Establishment	7	5	5
Branch Relocation	9	2	3
Branch Closing	0	1	4
Internal Reorganization	1	3	0
Other	1	1	0

Institutions (the "Bureau") was for notices related to branches. The four notices for branch closings surpassed the total number of branch closure notices filed in the four years from November 2004 through October 2008. Three of the four branch closings, while meeting regulatory requirements to be processed as a closing, represented consolidations of overlapping branches in close proximity serving the same customer base. The one "true" branch closing was an in-store branch. The number of new branches, after declining for three consecutive years, leveled off at five, the second lowest total in the last ten years. The only non-branch related filing was to invest in a

[1] As of September 2009, the MSFI consisted of 20 banks (five commercial banks, 14 savings banks and one savings and loan association) and 12 credit unions.

subsidiary that would make loans to low-income community businesses, primarily located in Maine. Of note, this is the first year of zero merger/acquisition activity in more than 20 years.

Global Trust Company, a nondepository trust company approved by the Bureau in November 2008, commenced operations in May 2009. Global functions primarily as a trustee for collective investment funds and focuses on serving retirement plans and subadvisors, not the retail market.

Foreclosure Survey

The Bureau continues to conduct a quarterly Foreclosure Survey of all MSFI. The Foreclosure Survey, which has been revised several times since inception in October 2007, now collects data on the number and dollar volume of residential mortgage loans, mortgage loans In Process of Foreclosure ("IPF"), Foreclosures Completed ("FC") and delinquent mortgage loans. The Foreclosure Survey covers the

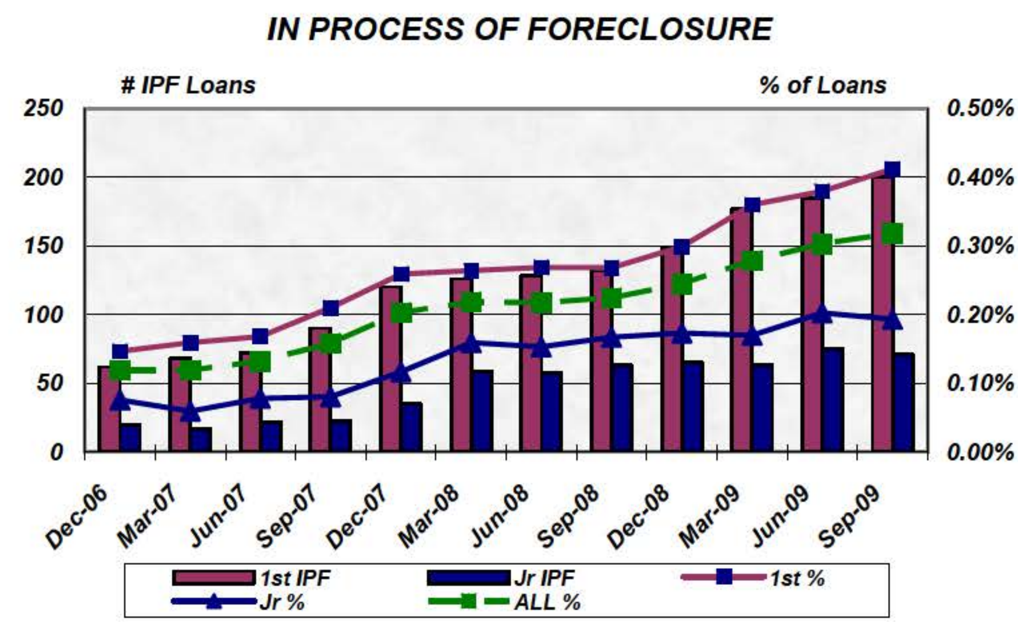

Chart #1

12 calendar quarters ending December 2006 through September 2009.

Chart #1 shows the number and percentage of mortgage loans held by the MSFI that are IPF at the end of each quarter covered by the Foreclosure Survey. As of

September 2009, 271 of the 85,000 mortgages held by the MSFI were IPF. As can be seen in the Chart, the number of IPF has steadily increased each quarter of the Foreclosure Survey, rising from 0.12% of outstanding mortgages at December 2006 to 0.32% at September 2009, or one IPF per every 315 mortgages.

The Foreclosure Survey has also collected, since March 2008, data on the number of foreclosures initiated in the current quarter. During the third quarter of 2009, covering the months of July, August and September, foreclosure proceedings were started on 76 first mortgages, or 0.16% of total outstanding first mortgages, and 22 junior mortgages, or 0.06% of total outstanding junior mortgages. While the overall trend is upward, the increase has been driven by the relatively sharp increases occurring in the third quarter of both 2008 and 2009 whereas the change in intervening quarters was relatively flat. This increase is consistent with the continued deterioration in the MSFI residential mortgage portfolios and the economy, particularly rising unemployment. Many economists and real estate analysts are projecting that foreclosures will not peak until late 2010, so further increases would not be surprising. Table #2 summarizes the data for the MSFI.

TABLE #2

Foreclosures Initiated	**3/08**	**6/08**	**9/08**	**12/08**	**3/09**	**6/09**	**9/09**
# 1st REM	45	35	62	59	65	61	76
% 1st REM	0.09%	0.07%	0.13%	0.12%	0.13%	0.13%	0.16%
# Jr. REM	26	14	26	20	16	27	22
% Jr. REM	0.07%	0.04%	0.07%	0.05%	0.04%	0.07%	0.06%

Beginning with the March 2009 Foreclosure Survey, delinquency data have been collected based on the number of months past due: (a) past due 1 to 2 months ("PD<3 months") and (b) past due 3 or more months ("PD 3+ months"). The number of first mortgages PD 3+ months has increased each quarter, climbing from 0.73% of outstanding first mortgages at March 2009 to 0.99% at September 2009; PD<3 months increased during the most recent quarter, from 1.13% to 1.22%, but remained lower than the 1.30% recorded at March 2009. After increasing in the second quarter of 2009, delinquency rates on junior mortgages declined during the third quarter, to 0.88% for PD<3 months and 0.36% for PD 3+ months.

The number of FC has also continued to climb, as demonstrated in Table #3. In calendar 2006, the number of FC was 52, which increased to 67 in 2007, and then more than doubled in 2008 to 159. The increase in 2009 has slowed significantly, with 133 FC through September 2009 vs. 122 for the comparable period of 2008. Of note, first mortgage FC actually declined during 2009, but that decrease was more than offset by the substantial increase in junior mortgage FC, which jumped from 29 through September 2008 to 44 through September 2009. The annualized rate of FC decreased from one per every 381 first mortgage loans year-to-date September 2008 to one per every 413 first mortgage loans year-to-date September 2009; for the third quarter of 2009 the annualized rate was one per every 368 first mortgage loans. The year-to-date nine-month annualized rate of FC increased from one per every 897 junior mortgage loans in 2008 to one per every 631 junior mortgage loans in 2009.

TABLE #3

FC	2006 *	2007 **	9/08 YTD**	12/08	2008 **	3/09	6/09	9/09	9/09 YTD**
1st REM	**50**	**52**	**93**	26	**119**	21	35	33	**89**
Jr REM	**2**	**15**	**29**	11	**40**	17	5	22	**44**
All REM	**52**	**67**	**122**	37	**159**	38	40	55	**133**
% of Prior Quarter-End Loans									
1st REM	**0.12%**	**0.12%**	**0.26%**	0.053%	**0.24%**	0.042%	0.071%	0.068%	**0.24%**
Jr REM	**0.01%**	**0.05%**	**0.11%**	0.029%	**0.11%**	0.045%	0.013%	0.059%	**0.16%**
All REM	**0.07%**	**0.09%**	**0.20%**	0.043%	**0.19%**	0.044%	0.046%	0.064%	**0.21%**

* Percentage is based on number of loans outstanding at 12/31/06;
** Percentage is based on average number of loans outstanding for the period covered.

First mortgage loan originations for the first nine months of 2009 have been strong compared to 2008, have already surpassed the total 2008 originations and are 60% ahead of originations through September 2008. However, nearly 50% of current year originations have been sold compared to 25% through September 2008. The combination of increased loan sales and prepayments has resulted in the number of outstanding first mortgage loans declining in each of the first three quarters of 2009, aggregating in a 2% year-to-date reduction.

The number of outstanding junior mortgage loans has decreased for five consecutive quarters and is down 2% year-to-date September 2009. The number of junior mortgage loan originations through September 2009 is down 32% from the comparable period of 2008.

The MSFI have originated nearly twice as many first mortgage loans year-to-date September 2009 as junior mortgage loans whereas, for the comparable period 2008, they originated 1.2 junior mortgage loans for every first mortgage loan originated.

After holding steady throughout 2007 and 2008, the MSFI serviced portfolio of first mortgage loans has increased at a 15% annualized rate for the first nine months of 2009.[2] The MSFI service approximately one first mortgage loan for every four first mortgage loans that they own. The numbers of IPF and FC have increased, but these ratios for the serviced portfolio continue to compare favorably to the ratios for the first mortgage loan owned portfolio.

The number of problem residential mortgage loans continues to climb, evidenced by rising IPF, FC and past due. While there appears to be some recent stability in home sales and home values, further increases in problem residential mortgage loans are anticipated, especially given the unemployment picture. However, the Foreclosure Survey data also indicate that MSFI continue to delay or, when practicable, stay away from both initiating and completing the foreclosure process. Based on the data, it appears that the MSFI have initiated the foreclosure process on less than 25% of the first mortgage loans that would qualify, based on delinquency status, for foreclosure. The data also suggest that foreclosure is completed on less than one-third of the first mortgages on which the foreclosure process is started. Last, IPF, FC and delinquency data for the MSFI continue to compare favorably to national data. In general, foreclosure activity at MSFI appears lower than in many other states and it does not pose a threat to the stability of state-chartered institutions.

[2] Serviced mortgages are not owned by the MSFI but are owned by a third-party for whom the MSFI acts as the servicer, which usually involves, but is not limited to, the collection of principal, interest and escrow payments from the borrower. Most, but not necessarily all, serviced mortgages are originated by the servicing MSFI.

Insurance Assessments — Federal Efforts to Bolster the Deposit Insurance Fund and the National Credit Union Share Insurance Fund

The Federal Deposit Insurance Corporation (FDIC) and National Credit Union Administration (NCUA) are independent agencies of the federal government. The FDIC insures bank deposits and the NCUA insures credit union share accounts. The FDIC's Deposit Insurance Fund and the NCUA's National Credit Union Share Insurance Fund (NCUSIF) are backed by the full faith and credit of the United States. No customer has ever lost federally insured funds held in a bank or credit union.

The account coverage by the FDIC and the NCUA is much the same. Checking and savings accounts and certificates are currently insured up to $250,000. The coverage was recently increased to $250,000 and that increase will remain in place through December 31, 2013. After that date, assuming additional action is not taken, coverage will return to the previous level of $100,000 per account except IRAs and certain other retirement accounts, which will remain at $250,000. In addition to the standard insurance, the FDIC has a temporary Transaction Account Guarantee Program that provides depositors with unlimited coverage for noninterest-bearing transaction accounts at participating FDIC-insured institutions through June 30, 2010.

The insurance provided by the FDIC and the NCUA has been an essential part of government efforts to stabilize the financial system. Though no financial institutions failed in Maine during 2009, the recession and market downturn have precipitated the failure of many banks and credit unions throughout the country. As of mid-December, 133 banks and 30 natural person credit unions have failed.

When institutions fail, the FDIC and the NCUA intervene to assist with the sale of the institution or its liquidation. Money from the insurance funds is used in this process and the liquidation or sale of various troubled institutions in 2009 reduced the balances in both insurance funds. When money in these funds is reduced below required levels, the respective regulators must take action to replenish the funds. Though various methods exist for replenishing the funds, both the FDIC and the NCUA have opted to assess fees on existing financial institutions to return the insurance funds to required levels.

The FDIC

The FDIC's Deposit Insurance Fund is funded by assessments on banks. Federal law requires that the fund level be maintained at a Designated Reserve Ratio of at least 1.15 percent of estimated insured deposits. The closure of numerous banks in the past year has reduced the Deposit Insurance Fund below required reserve ratios. To return the fund to required levels and prepare for more bank failures, the FDIC imposed a special assessment on June 30, 2009. An additional funding plan was finalized in November 2009 that seeks to bolster the Deposit Insurance Fund without harming banking institutions already weakened by the recession. The FDIC plan requires a prepayment of fund assessments in lieu of additional special assessments. The plan requires that banks prepay in 2009 their assessments for the fourth quarter of 2009, as well as the assessments for all of 2010, 2011, and 2012. The prepayment plan is estimated to add 45 billion dollars to the Deposit Insurance Fund by the end of 2009.

The FDIC indicates that, based on available data, most of the prepaid assessment will be drawn from available liquidity, and should not significantly affect a bank's lending activities. Each bank will record the prepaid assessment as an asset, or prepaid expense, on its balance sheet. For each quarter following the prepayment, a bank will record a portion of the prepayment as an expense and offset it with a reduction in prepaid expenses. Importantly, if a bank's condition is such that the prepayment would adversely affect its safety and soundness, then it may apply for an exemption from the prepayment. In the event assessments are inadequate, or future assessments disfavored, the FDIC has the authority to borrower from the Treasury to replenish the fund and fulfill its mission. Currently, it is the FDIC's position that a prepayment program is preferable to borrowing from the Treasury as it is consistent with maintaining an industry-funded deposit insurance system. The prepayment scheme provides the FDIC with immediate possession of the cash, while softening the impact that the prepayments have on banks. If conditions improve, no other special assessments will be necessary.

The NCUA

Similar to the FDIC, the NCUA is a federal agency that protects funds deposited in credit unions. The NCUSIF insures member accounts in all federal credit unions and in all Maine state-chartered credit unions. Current economic difficulties required the NCUA to use its resources to assist troubled institutions and, thus, it has diminished the funds in the NCUSIF. No credit unions have failed in Maine, but failures elsewhere, as well as the receivership of two of the country's largest corporate credit unions, have been costly. Corporate credit unions act as credit unions for the natural person credit unions. Natural person credit unions are the credit unions where individual members hold share accounts. Natural person credit unions use corporate credit unions for transactional support and as a source of liquidity.

Difficulties arose for corporate credit unions when the value of mortgage-backed investments declined with the sinking economy. The corporate credit unions were unable to liquidate portfolios without recognizing significant losses. The NCUA stepped in to help ensure the credit union system retained adequate liquidity. It did this by injecting capital and issuing a temporary share insurance guarantee for all deposits of natural person credit unions held in corporate credit unions. These remedial actions reduced the NCUSIF's equity ratio, the proportion of funds in the NCUSIF compared to the total insured shares. Each credit union is required to help maintain the NCUSIF by paying into the fund a portion of insured deposits along with assessments. The law requires that the equity ratio remain somewhere between 1.2% and 1.5%. If the NCUSIF falls too low, as it did in 2009, it triggers an assessment on natural person credit unions in order to bring the ratio to required levels.

The investment portfolio of the large corporate credit unions, and NCUA's stabilization efforts, ultimately created an assessment burden for natural person credit unions because of their obligation to replenish the NCUSIF. Because the burden is exacerbated by the current economic environment, Congress passed a law to allow the NCUA to spread this burden over seven years. This was done by creating the Temporary Corporate Credit Union Stabilization Fund. The stabilization fund spared natural person credit unions from a significant one-time burden for replenishing the insurance fund after it was used to protect the corporate credit union system. In addition, Congress provided new authority to assess premiums over an 8-year period to rebuild the NCUSIF equity ratio in the event it again falls below 1.2%.

Legislative Updates

An Act to Conform State Mortgage Laws with Federal Laws

During the 124th Legislative Session, the Legislature passed "An Act to Conform State Mortgage Laws with Federal Laws." The impetus behind passage of this law was to adopt new consumer mortgage lending protections and thereby preserve Maine's truth-in-lending exemption. Maine was granted an exemption from federal truth-in-lending laws by the Federal Reserve Board on October 1, 1982. The exemption allows Maine regulators to supervise and enforce truth-in-lending laws, which include anti-predatory lending provisions, with respect to state-chartered institutions. Pursuant to federal law, the Federal Reserve Board only grants exemptions to states if they have enacted laws that are "substantially similar to" or "afford greater protection than" federal laws.

Maine's efforts to prevent predatory lending preceded federal efforts. When federal predatory lending laws were implemented by Congress and the Federal Reserve, Maine took steps to preserve its exemption from federal Regulation Z by further modifying Maine's predatory lending laws to make them similar to federal truth-in-lending laws. Thus, Maine adopted, in large measure, the July 2008 Federal Reserve Board amendments to federal truth-in-lending regulations, most of which were due to become effective on October 1, 2009. Similarly, Maine incorporated the 2008 Housing and Economic Recovery Act lending disclosures that were due to become effective on July 30, 2009. Without taking this action, Maine would not have been able to demonstrate to the Federal Reserve Board that its truth-in-lending laws were "substantially similar to" or afforded "greater protection than" federal law. The enactment of "An Act to Conform State Mortgage Laws with Federal Laws" means that Maine is now better positioned to demonstrate to the Federal Reserve that it still qualifies for its exemption.

Together with helping to preserve Maine's exemption, "An Act to Conform State Mortgage Laws with Federal Laws" also reorganized various sections of Maine's truth-in-lending law into more logical categories to assist those trying to understand and interpret the law. Furthermore, the new law changed several definitions in existing state law to provide for greater consistency with federal law. It is anticipated that these changes, together with the reorganization of Maine's truth-in-lending law, will lead to a more coherent framework for those interpreting the law. It is further anticipated that creditors will find it easier to comply with Maine's truth-in-lending laws now that they are on "parallel tracks" with federal law which, in turn, will lead to better compliance. Finally, consumers will have the benefit of the new consumer protections that have been recently incorporated into federal law and that have now been incorporated into Maine law, together with those "enhanced" protections that are state-specific.

An Act to Preserve Home Ownership and Stabilize the Economy by Preventing Unnecessary Foreclosure

A number of bills were introduced during the 124th Legislative Session addressing the problem of increasing foreclosures resulting generally from the downturn in the economy, higher unemployment, and consumers inability to afford payments on certain adjustable rate and subprime mortgages. During the public hearing and work session, many of the proposals set forth in these bills became "distilled" into a bill titled, "An Act to Preserve Home Ownership and Stabilize the Economy by Preventing Unnecessary Foreclosures." This bill became enacted as emergency legislation with an effective date of June 15, 2009.

This law amends the requirements for the content of judgments entered in foreclosure actions and amends 14 MRSA, section 6111, which governs the right to cure of residential mortgages. Right to cure notices must now include, among other things, a statement that the borrower may have options available other than foreclosure, the contact information for persons having authority to modify the mortgage loan, the contact information of all HUD-approved counseling agencies in Maine, and a statement that the mortgagor may request mediation to avoid foreclosure judgment.

This new law amends certain laws applicable to the foreclosure of mortgages on real property located in Maine. In particular, consistent with the new notice provisions set forth above, it provides an opportunity for mediation prior to foreclosure of mortgages on real estate occupied by the borrower as the primary residence, effective as of January 1, 2010. Borrowers may now choose mediation where participants with settlement authorization must attend and evaluate foreclosure alternatives in good faith. All issues must be addressed, including reinstatement of the mortgage, modification of the loan and restructuring of the mortgage debt. Mediations conducted under the new program must use the calculation assumptions and forms set forth in the FDIC's Loan Modification Program Guide. Furthermore, the law establishes new requirements for the Bureau of Consumer Credit Protection to assist in foreclosure avoidance and related matters. The law amends the Power of Sale provisions and imposes new requirements regarding Clerk's Certificates, foreclosure complaints and municipal notices. It also imposes new requirements regarding notice to tenants in foreclosed properties, set forth in greater detail below. Finally, it repeals exemptions from the real estate transfer tax for deeds in lieu of foreclosure and deeds to the mortgagee following the public sale and directs the money to fund a foreclosure helpline and nonprofit housing counseling services.

In addition to borrowers, tenants also endure hardship in the event of a foreclosure. Foreclosures may terminate leases and subject tenants to eviction. Maine's new foreclosure law requires that tenants be informed when a foreclosure judgment is issued against a landlord. This allows the tenant time to negotiate a new lease or find alternative housing. Interestingly, at about the same time that Maine's foreclosure bill was enacted, Congress enacted the "Helping Families Save Their Homes Act of 2009." Title VII of this law, the "Protecting Tenants at Foreclosure Act," provides protections to tenants from eviction as a result of foreclosure on the properties they are renting. These provisions took effect on May 20, 2009, and will expire on December 30, 2012. The protections include a requirement that successors in interest recognize certain pre-foreclosure leases and provide tenants at least 90 days' notice to vacate the property.

Following the enactment of Maine's foreclosure law, several issues were raised by interested parties, including the applicability of the new law's reporting provision to certain types of loans. Throughout the later part of 2009, these issues were identified and discussed by interested parties with a view toward amending the reporting requirement so that it pertains to a broader spectrum of loans and seeking several other amendments in early 2010.

An Act to Prevent the Unauthorized or Deceptive Use of the Names of Financial Institutions

The Legislature also passed a bill titled, "An Act to Prevent the Unauthorized or Deceptive Use of the Names of Financial Institutions." This bill, initiated by the financial services industry, was supported by the Bureau. In addition to prohibiting the use of Maine's financial institutions in an unauthorized or deceptive manner, this law allows the Superintendent, through the Attorney General, to bring a civil action against persons who conduct such prohibited activity. The law also allows financial institutions to bring an action to enjoin such use and recover damages. Armed with this new law, the Bureau has succeeded in obtaining agreements from several out-of-state entities to desist from using the names of Maine's financial institutions in these entities' solicitations to Maine residents.

An Act to Make Technical and Supervisory Amendments to the Laws Governing Banking and Consumer Credit

Finally, the Legislature passed a bill drafted by the Bureau titled, "An Act to Make Technical and Supervisory Amendments to the Laws Governing Banking and Consumer Credit." The new law makes a variety of changes to Title 9-B and one change to Title 9-A. The law limits director liability for consenting to the appointment of a receiver and clarifies the process for judicial review of a receiver's activities. The new law also clarifies the method of conversion from an out-of-state charter to a Maine-charter. In addition, the law requires that nondepository trust companies make available a report of its fiduciary assets and income along with its condition report. Finally, the new provisions update various outdated terms within Maine's Banking Code.

SECTION II

CONSUMER OUTREACH ACTIVITIES AND DEVELOPMENTS

Outreach Program

The Bureau has a Consumer Outreach Specialist on staff who is available to assist consumers get answers to financial questions and to help resolve complaints against banks and credit unions. Consumers may file complaints with the Bureau by phone, mail, encrypted email and in person. The Bureau's website also includes a "Consumer Library" with links to a variety of financial resources. There is a page devoted to teachers that provides links to financial education resources and materials, including sample curriculums and lesson modules. In response to the increase in foreclosures, the Bureau added a "Foreclosure Assistance" page that provides access to a variety of resources, including counseling services, loan modification programs, and Maine's Foreclosure Prevention Helpline.

During the fiscal year ending June 30, 2009, the Bureau responded to 964 consumer complaints and inquiries (12% more than last year). More than 140 of these required Bureau intervention. The Bureau is most successful when intervening in disputes involving state-chartered financial institutions. When a federally-chartered financial institution is involved, complaints are often forwarded to the appropriate federal regulatory agency. Table #4 lists the Bureau's consumer contacts by account type in fiscal years 2008 and 2009.

TABLE #4

Type of Account	Number of Contacts		% of Total	
	FY08	FY09	FY08	FY09
Credit Cards	323	335	37%	36%
Mortgage Loans	128	217	15%	22%
Checking Accounts	172	172	20%	18%
Installment Loans	54	62	6%	6%
Other[1]	187	178	22%	18%
Total	864	964	100%	100%

[1]Included in "Other" are the following: credit report problems, fees to cash checks, forgery, funds availability, gift cards, identity theft and telemarketing.

Inquiries regarding credit cards and mortgages account for 58% of the consumer complaints.

Credit Card Changes

Congress took action to stem credit card abuses when it passed the Credit Card Accountability and Disclosure Act of 2009. In response to the Act, some lenders took steps to modify card terms before the new protections found in the Act took effect. Consumers complained to the Bureau when lenders increased credit card rates, increased required minimum payments or decreased credit limits. Since most credit cards are issued by federally-chartered or out-of-state, state-chartered financial institutions, the Bureau's authority over these institutions is limited.

The new credit card protections, and other card-related consumer protections, appear in the federal truth-in-lending laws. Federal truth-in-lending laws are routinely adopted by reference in Maine's truth-in-lending regulation and so the new laws will apply to Maine financial institutions. The new laws provide a variety of consumer protections. For example, promotional card rates must remain in effect for six months and regular rates may not be increased during the first year an account is opened. Consumers must receive advance notice of account changes and be given adequate time to pay a bill before incurring late payment charges. Also, the law prevents over-the-limit transactions and fees without the prior consent of the account holder.

Foreclosures

This report contains detailed information about foreclosures derived from a survey of state-chartered financial institutions in Section I. Over the past year, consumer complaints related to foreclosures have increased significantly at the Bureau. In calendar year 2008, 38 borrowers with banks or credit unions contacted the Bureau about foreclosures. As of November 30, 2009, 93 borrowers with banks or credit unions contacted the Bureau for help with foreclosures. Of those calls regarding foreclosures, seven were related to Maine state-chartered financial institutions.

When the Bureau receives a foreclosure-related complaint or inquiry, the Consumer Outreach Specialist outlines the foreclosure process and the options available to the consumer and then informs the consumer about other resources and counselors available to help them keep their home. Housing counselors, though burdened by large foreclosure numbers, are available both in and outside of Maine to assist with pre-foreclosure planning and lender negotiations. Counselors include NeighborWorks Center for Foreclosure Solutions, Community Action Programs (CAP) agencies and legal services agencies. Maine Housing, through two grants, has added five contract housing counselors to help with the volume of calls. Also, Maine's new foreclosure law, discussed above, provides for mediation before a court may issue a foreclosure judgment.

A primary objective of counseling and mediation is to find a reasonable modification for the distressed mortgage loan. Federal modification programs include the Making Homes Affordable Program (HAMP) and the Home Affordable Refinance Program (HARP). Both programs apply to properties owned or guaranteed by Fannie Mae and Freddie Mac. The HARP program allows refinancing even when the loan exceeds the value of a home. Consumers owing up to 125% of the value of their home may qualify. The HAMP program seeks to lower the housing payment to 31% of the consumer's monthly income by lowering the interest rate, extending the term or cancelling a portion of the debt. Though the programs are promising, based on calls received by the Bureau, consumers facing foreclosure have generally been frustrated by the loan modification process. Some large lenders and servicers have lost or misplaced documents, failed to respond to questions or simply proceeded too slowly to avoid a foreclosure. Maine's new foreclosure law should prove helpful to consumers who have had difficulties communicating with lenders or servicers because the law provides the opportunity to discuss modification with a mediator prior to completion of a foreclosure.

Funds Availability

In 2010, financial institutions will be changing their funds availability policies to the benefit of consumers. Regulation CC, Availability of Funds and Collection of Checks, contains the rules financial institutions use to determine when funds deposited into an account will be made available for withdrawal. Generally, funds deposited by a local check are available faster than a non-local check. A check is considered local if it is payable by, at or through a bank located in the same Federal Reserve check processing region. Because there has been a decline in check processing due to the increasing use of electronic payments, the Federal Reserve intends to transition to a single paper-check-processing site by the first quarter of 2010. Accordingly, at that time there will no longer be any checks processed within the U.S. that would be considered non-local, allowing depositors faster access to their funds.

Outreach Efforts

The Consumer Outreach Specialist participates in the activities of the Maine Jumpstart Coalition for Personal Financial Literacy. This organization is associated with the national program and helps to raise public awareness about the importance of financial literacy. Jumpstart conducted a survey to determine the extent to which personal financial education is being taught in Maine schools, how successful it is, and the various instructional techniques teachers are employing. From the survey results, it was clear that teachers require additional support in the area of financial literacy.

Responding to the needs of teachers and students, the Bureau is partnering with Maine’s Office of Securities, the Jumpstart Coalition and other organizations to plan a “Teachers Summit” to be held on May 7, 2010 at the Augusta Civic Center. The Summit is intended to provide information and resources for the instruction of financial education in Maine schools. Several workshops will be offered to help teachers increase the financial literacy skills of students and to enhance or implement financial literacy curriculums.

SECTION III

INDUSTRY CONDITIONS

Maine Banks

As of September 30, 2009, there were 28 banks and thrifts headquartered in Maine, a decrease of two from September 30, 2008.[3] In addition to the Maine Banks, there are four banks headquartered outside of the State that operate branches in Maine: TD Bank, Bank of America, KeyBank and People's United Bank. Loan and deposit growth in the past year for the four out-of-state banks was nominally greater than that experienced by the Maine Banks. Consequently, their share of Maine loans and deposits increased very slightly, to 32.4% and 39.5%, respectively. Each of these four banks continues to conduct the majority of its operations outside of Maine and, except for Maine loans and deposits, Maine-specific data are not available.

Calendar 2008 performance will be remembered for the substantial securities losses, which totaled $72 million and erased all securities gains recorded since 1998. Calendar 2008 also saw a 126% increase in the provision for loan losses ("PLL"). As a result of these two substantial increases, aggregate net income fell from $114 million in 2007 to $70 million in 2008, the lowest total since 1994. Core operating earnings ("COE" - defined as net interest income plus noninterest income less noninterest expenses), however, was up 20% from 2007, rising from 1.08% of average assets in 2007 to 1.23% (but still significantly below the 1.46% five-year average of 2002 – 2006). In addition to the substantial fall in return on assets ("ROA"), nearly all other key ratios continued to weaken during 2008: capital ratios fell; net loan losses increased sharply; loan delinquencies increased significantly; loan loss reserve coverage of noncurrent loans fell; loan growth, though positive, was the weakest in more than ten years; core deposit growth was negative; reliance on borrowings and other noncore funding increased. While 2008 was a very difficult year for the Maine Banks, it was an extremely difficult year for banks nationwide. Capital and liquidity ratios of the Maine Banks continue to lag those of similarly-sized U.S. banks ($100 million to $1 billion in

[3] The 28 banks and thrifts consist of seven commercial banks, 17 savings banks, and four savings and loan associations; 20 are state-chartered and eight are federally-chartered. These 28 banks are referred to as the "Maine Banks." None of the Maine Banks operates a branch outside of Maine.

assets) but asset quality ratios remain significantly stronger; earnings ratios are comparable.

COE for the first three quarters of 2009 increased moderately from the comparable period of 2008. However, the PLL rose four-fold, from $24 million to $94 million, more than offsetting the $42 million reduction in securities losses. Nine month net income fell to $45 million from $53 million a year earlier and ROA dropped to 0.34% from 0.43%. Table #5 summarizes the dollar performance of the Maine Banks for 2008 and year-to-date September 2009. Nationally, 28% of all FDIC-insured institutions were unprofitable for the first nine months of 2009; by comparison, only two, 7%, of the Maine Banks were unprofitable.

TABLE #5

	2007	2008	% Chg	9/08	9/09	% Chg
NII	533	584	9.6	408	441	8.1
OI	136	141	3.7	98	104	6.1
OVHD	486	506	4.1	354	382	7.9
COE	183	219	19.7	152	163	7.2
PLL	23	52	126.1	24	94	291.7
NOI	160	167	4.4	128	69	(46.1)
Sec G/L	8	(72)	(1000.0)	(44)	(2)	(95.5)
Taxes	54	26	(51.9)	31	23	(25.8)
Net Income	114	70	(38.6)	53	45	(15.1)

Amounts are in millions of dollars.

Table #6 shows the same data as Table #5, but as a percentage of average assets instead of in dollars. Note the steady improvement for the Maine Banks in COE compared to the National Peer due to a significant narrowing of the negative gap in net interest income ("NII"); the Maine Banks continue to have favorable ratios in noninterest income ("OI") and noninterest expense ("OVHD"). Historically, the Maine Banks have had a lower PLL, further benefitting their net operating income ("NOI") performance vis-à-vis the National Peer. This trend was reversed, however, as the year-to-date September 2009 PLL increased dramatically and exceeded that of the National Peer. As previously mentioned, the Maine Banks were particularly adversely impacted by securities losses ("Sec G/L") in 2008, a consequence of their comparatively large equities holdings.

TABLE #6

	12/06		12/07		12/08		9/08		9/09	
	ME	Natl	ME	Natl	ME	Natl	ME	Natl	ME	Natl
NII	3.31	3.96	3.13	3.83	3.27	3.59	3.26	3.62	3.35	3.48
OI	0.79	0.69	0.80	0.68	0.79	0.65	0.78	0.65	0.79	0.64
OVHD	2.76	3.13	2.85	3.15	2.83	3.16	2.82	3.07	2.90	3.12
COE	1.34	1.52	1.08	1.36	1.23	1.08	1.22	1.20	1.24	1.00
PLL	0.13	0.16	0.14	0.21	0.29	0.45	0.19	0.31	0.71	0.60
NOI	1.21	1.44	0.94	1.21	0.94	0.68	1.02	0.93	0.53	0.44
Sec G/L	0.02	N/A	0.05	N/A	-0.40	-0.01	-0.35	N/A	-0.02	0.03
ROA	0.85	1.05	0.67	0.89	0.39	0.44	0.43	0.54	0.34	0.33

National Peer consists of nearly 7,400 commercial and savings banks as of September 30, 2009.

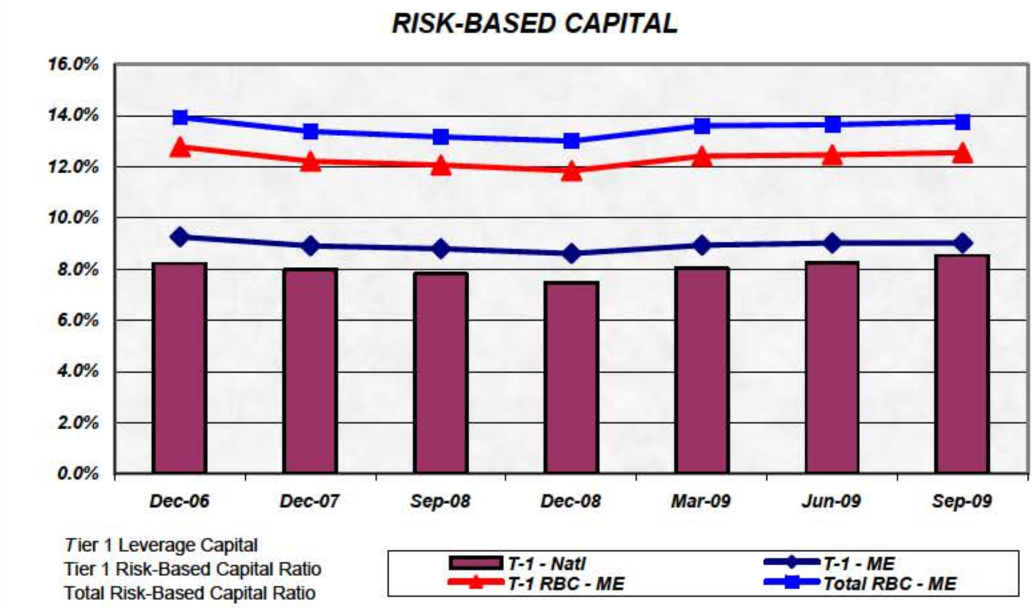

Chart #2

Capital ratios fell in 2008 (Chart #2), the result of depressed earnings, moderate asset growth and decline in unrealized securities gains. Despite continued weak earnings, capital ratios have increased throughout 2009 due to slower asset growth, rising securities values and $58 million in TARP-provided equity capital (four Maine Banks received TARP capital, one of which has applied to repay). Generally, the Maine

Banks maintain strong capital ratios with only two not meeting the federal “well-capitalized” guidelines.

Table #7 details some key balance sheet numbers for the Maine Banks and compares their growth rate between September 2008 and September 2009 with that of all FDIC-insured institutions. While loan growth over the past year has been anemic and, on a quarterly basis, inconsistent, it has been positive compared to the negative loan growth experienced by institutions nationwide. Loans are increasingly real estate predicated, accounting for 85% of all loans vs. 61% nationally. Residential REMs, despite declining, continue to be the largest category of loans, accounting for 43% of total loans (26% nationally), followed by Commercial Real Estate Loans (CRE) at 26% (15% nationally).[4] Construction loans fell slightly, but held steady at 5% of loans (7% nationally). The Maine Banks hold significantly lower concentrations of Commercial and Industrial loans (“C&I”) and Individual loans than institutions nationwide (8% and 5% vs. 17% and 14%, respectively). Much of the decrease in Individual loans is attributed to several banks that have terminated their indirect lending programs. Credit card loans are immaterial, at $2 million.

TABLE #7

	9/08	9/09	% Chg — MB	% Chg — Natl
Assets	17,241	17,529	1.7	-2.4
Core Deposits	9,784	9,807	0.2	N/A
Total Deposits	12,056	12,344	2.4	4.3
Borrowings	3,440	3,283	-4.6	-26.9
Non-Core Funding	5,711	5,821	1.9	N/A
Equity	1,593	1,727	8.4	12.0
Loans	13,201	13,363	1.2	-7.2
Commercial RE (CRE)	3,208	3,482	8.5	4.4
Residential REM	5,858	5,756	-1.7	-8.3
Home Equity (HE)	1,073	1,146	6.8	2.4
Total Real Estate	11,045	11,357	2.8	-4.7
Commercial & Industrial (C&I)	1,128	1,101	-2.4	-15.1
Individual	772	608	-21.2	-3.9
Non-Current Loans (NCL)	129	301	133.3	95.7
PD Loans < 90 Days	170	151	-11.2	17.3
Net Loan Losses (NLL)	23.9	45.6	90.7	85.3

Amounts are in millions of dollars.

[4] The decline in residential REM is largely attributable to increased sales of first mortgages. Data from the Foreclosure Survey provided by Maine-chartered banks show that, for the nine months ending September 2009 compared to September 2008, the dollar amount of first mortgages increased 77% but that loan sales nearly tripled, resulting in only 15% net increase. These loan sales are centered in fixed rate mortgages and are primarily for interest rate risk management purposes.

Loan quality measures continue to deteriorate. Nevertheless, as seen in Table #8, these ratios compare favorably to those for all federally-insured banks and remain well below the levels reached in the early 1990s. The decline in Past Due less than 90 days ("PD") in the third quarter of 2009 is not as positive as it appears, given the nearly corresponding increase in the more seriously delinquent Noncurrent Loans ("NCL" – loans past due more than 90 days and loans not accruing interest) and increased net loan losses ("NLL"). The Maine Banks have been increasingly provisioning more for the

TABLE #8

	Maine Banks							**Nat'l**
	12/90	**9/07**	**9/08**	**12/08**	**3/09**	**6/09**	**9/09**	**9/09**
PD - %	3.70	1.08	1.29	1.65	1.62	1.69	1.13	1.92
NCL - %	4.92	0.67	0.98	1.16	1.60	1.89	2.26	4.94
NPA/TA - %	4.90	0.58	0.91	1.05	1.39	1.60	1.88	3.07
NLL - % *	2.18	0.10	0.26	0.33	0.33	0.32	0.43	2.38
ALL/Lns - %	2.35	1.09	1.06	1.26	1.30	1.37	1.64	2.97
ALL/NCL – X	0.48	1.62	1.09	1.09	0.81	0.72	0.73	0.60
PLL/NLL* – X	1.33	1.34	0.95	1.15	1.43	1.68	2.19	1.23
REO - $	164	11	28	29	31	30	28	N/A

* Year-to-date ratio.

allowance for loan losses ("ALL") than they have charged-off which, coupled with minimal loan growth, has produced a higher ALL-to-loan ratio. Unfortunately, the growth in the ALL has not kept pace with the increase in NCL, resulting in weaker coverage of NCL.

Table #9 segregates the PD, NCL and NLL by the three major categories of loans, Real Estate (RE), C & I, and Individual. All September 2009 ratios for the Maine Banks, except RE PD, are up from one year ago but still compare very favorably to the National Peer, except for the C&I PD.

TABLE #9

	Maine Banks							Nat'l
	12/90	**9/07**	**9/08**	**12/08**	**3/09**	**6/09**	**9/09**	**9/09**
RE PD - %	3.46	1.03	1.22	1.59	1.63	1.65	1.02	2.23
C&I PD - %	5.10	1.43	1.68	1.89	1.53	2.12	1.96	0.95
Indiv PD - %	4.26	1.34	1.82	2.61	2.09	2.08	2.01	2.57
PD - $	317	135	170	220	216	225	151	N/A
RE NCL - %	5.4	0.65	0.96	1.17	1.63	1.92	2.33	6.41
C&I NCL - %	5.90	1.20	1.58	1.62	2.16	2.52	2.76	3.56
Indiv NCL - %	1.38	0.28	0.46	0.59	0.64	0.71	0.82	2.08
NCL - $	421	84	129	154	213	253	301	N/A
RE NLL - %	2.42	0.03	0.16	0.23	0.17	0.19	0.31	1.87
C&I NLL - %	1.48	0.34	0.80	0.87	1.03	1.01	1.10	2.28
Indiv NLL - %	1.62	0.55	0.85	1.04	1.73	1.36	1.39	5.41

As stated previously, residential real estate loans remain the largest asset category for the Maine Banks, accounting for 40% of total assets at September 2009. This concentration ratio has been very steady over the past ten years. Mortgages (both first lien and junior lien) on 1 – 4 family residential homes account for 82% of all residential loans (and 33% of assets) and home equity loans account for 18% of residential loans (7% of assets). Table #10 tracks the performance of residential mortgage loans, over the five most recent quarters as well as year-end 2007 and 2006. Both NCL and NLL have increased sharply, but NLL have risen more rapidly, a reflection of falling home values. While these ratios are well above the ratios of even two years ago, they pale in comparison to national rates.

TABLE #10

	Maine Banks							Nat'l
1 – 4 Family	**12/06**	**12/07**	**9/08**	**12/08**	**3/09**	**6/09**	**9/09**	**9/09**
O/S - $	5,269	5,613	5,858	5,911	5,845	5,798	5,756	1,928.5
PD < 90	0.90	1.41	0.92	1.55	1.64	1.29	1.03	3.15
NCL	0.43	0.60	0.90	1.12	1.26	1.52	1.84	8.06
NLL	0.01	0.03	0.06	0.08	0.08	0.14	0.19	1.64
HE								
O/S - $	1,042	1,003	1,073	1,126	1,154	1,193	1,226	667.5
PD < 90	0.84	1.01	0.63	0.83	0.85	0.72	0.60	1.35
NCL	0.23	0.36	0.57	0.55	0.65	0.76	0.72	1.76
NLL	0.03	0.02	0.09	0.12	0.05	0.17	0.20	2.82

*Dollars in millions, except for National, which is in billions.

CRE and Construction and Development ("C&D") loans have received a great deal of publicity recently, amid concerns that they may present a greater threat to banks than that already experienced in residential real estate (Table #11). As stated earlier, CRE is the second largest category of loans, 26%, steadily increasing from 23% five years ago and 18% ten years ago. A majority of CRE held by the Maine Banks is secured by owner-occupied property, which is generally less risky than investor-owned property. Because NCL and NLL are lagging indicators, further increases in their ratios are likely until the recovery is firmly established. Prior to 2009, C&D loans were the fastest growing loan segment, but still only accounted for 5.2% of total loans at December 2008; by September 2009, they had fallen to 4.6% of total loans. The comparatively low NCL and NLL ratios vis-à-vis banks nationally are primarily attributed to the Maine Banks' minimal financing of speculative projects.

TABLE #11

	Maine Banks							Nat'l
CRE	**12/06**	**12/07**	**9/08**	**12/08**	**3/09**	**6/09**	**9/09**	**9/09**
O/S - $	2,777	3,079	3,208	3,279	3,332	3,418	3,482	1,089.9
O/S - % Cap	166.2	179.8	185.1	184.3	179.7	181.0	178.9	64.7
PD < 90	1.17	1.36	1.51	1.72	1.45	2.51	1.15	1.21
NCL	1.10	1.24	1.05	1.31	2.23	2.44	3.02	3.40
NLL	0.07	0.08	0.19	0.37	0.33	0.22	0.34	0.62
Construction								
O/S - $	540	610	649	687	675	647	623	492.2
O/S - % Cap	32.3	35.6	37.4	38.6	36.4	34.3	32.0	29.2
PD < 90	0.60	1.19	3.77	2.52	3.65	2.36	0.83	2.88
NCL	0.89	1.32	1.29	1.60	3.61	4.62	5.95	15.00
NLL	0.02	0.08	1.03	0.85	0.25	0.41	1.46	4.79

Dollars in millions, except for National, which is in billions.

Securities continued to increase faster than total assets for the third consecutive year, climbing slightly to 16% of assets from 15% one year earlier. Nearly two-thirds of all securities are mortgage-backed securities ("MBS"), up from under 50% just two years ago; during this two-year period MBS increased 50% vs. a 12% increase in total securities. The majority of MBS continues to be pass-through securities issued by or guaranteed by the various Government Sponsored Enterprises, which generally are less risky and have maintained their market values much better than private-label MBS (the so-called "toxic" securities). While detailed information on the thrift institutions is not available, detailed information is available for the commercial banks and the state-chartered savings banks which covers more than 90% of total securities. The data are summarized in Table #12. Whereas one year ago these banks had an unrealized loss (the difference between the amortized cost ("AC") and fair value ("FV")) of $57 million, they reported an unrealized gain of $71 million at September 2009. This turnaround reflects the market improvement in the last year plus the substantial securities losses realized by the banks at year-end 2008.

TABLE #12

	AC - $	FV - $	Unreal	% AC	% T-1
MBS	1,904	1,958	54	2.84	3.64
Equities	112	108	-4	-3.57	-0.27
Other Bonds	701	722	21	3.00	1.41
Total Securities	2,717	2,788	71	2.61	4.78

Amounts are in millions of dollars.

Total deposits increased nearly $300 million, 2.4%, between September 2008 and September 2009, up from the $200 million and 1.7% increases for the prior twelve-month period. Core deposit growth (core deposits exclude certain brokered deposits and certificates of deposits in excess of FDIC-insurance limits), however, was a nominal $23 million, 0.2% (Table #13). Core deposit growth for the prior twelve-month period was not much better, $75 million, or 0.8%. This lack of core deposit growth, attributable to intense local and national competition for deposits, very low interest rates and the weak economy, adversely impacts the Maine Banks' ability to fund loans and cause them to utilize, to a greater extent than banks nationally, noncore funding sources (borrowings, brokered deposits, large certificates of deposits). The Maine Banks continue to rely very heavily on the Federal Home Loan Banks for their borrowings.

TABLE #13

	12/06	12/07	9/08	12/08	3/09	6/09	9/09
Core Dep - $	8,939	9,582	9,784	9,646	9,641	9,777	9,807
% TA	56.3	57.6	56.8	55.3	54.8	55.3	55.9
Brokered - $	955	901	1,038	874	1,009	969	929
% Tot Dep	8.3	7.6	8.6	7.4	8.3	7.9	7.5
Borrowings	2,692	3,108	3,440	3,789	3,580	3,449	3,283
% TA	17.0	18.7	20.0	21.7	20.4	19.5	18.7
Noncore Fdg -	5,235	5,324	5,711	6,033	6,093	5,992	5,821
% TA	33.0	32.0	33.3	34.6	34.6	33.9	33.2

Amounts are in millions of dollars

Limited Purpose Banks

The number of Maine-chartered limited purpose banks increased by one in 2009, due to the commencement of operations by Global Trust Company in May 2009. Global Trust Company was approved by the Bureau in November 2008. This brings the number of limited purpose banks to nine. Eight of the limited purpose banks are chartered as a nondepository trust company and the ninth is chartered as a merchant bank, although the latter continues to function as a nondepository trust company. Forum Trust, a nondepository trust company which was largely inactive in 2007 and the first half of 2008 (due to its voluntary sale of business), is once again a fully operational company. Four of the limited purpose banks focus on "traditional" trust, (e.g., investment management, advisory and custodial services to individuals) while the other five focus on custodial and administrative services to retirement plans (these five are referred to as "specialized"). None of these limited purpose banks is authorized to accept deposits and only the merchant bank is authorized to make loans.

Both the traditional and the specialized limited purpose banks have been significantly impacted by the financial crisis, particularly the sharp fall in stock prices. Inasmuch as a major portion of the limited purpose banks' revenue is derived from asset-based fees, the rapid and sharp fall in asset values has caused a significant decline in revenues. Unfortunately, expenses are much more fixed and do not fluctuate with asset values. Consequently, earnings have suffered and several are reporting a loss for the first nine months of 2009. All, however, have capital well in excess of their required amount with aggregate capital ($70 million) more than six times greater than required capital. Additionally, the Bureau has now entered into asset pledge agreements with each nondepository trust company whereby each trust company has agreed to pledge a specified minimum amount of liquid assets to the Bureau to be used only in the event the trust company is placed into conservatorship or receivership.

Chart #3 shows the change in fiduciary assets (the total of managed assets, non-managed assets and custody assets) for the four traditional trust companies and the five specialized trust companies. The impact of the falling stock market can be clearly seen in the asset growth pattern of the traditional trust companies: steady growth in 2006 and 2007, followed by a sizeable drop-off in 2008, nominal growth in the first half of 2009, and strong growth in the third quarter of 2009. The growth trend in 2008 and year-to-date September 2009 generally tracked that of the Dow Jones Industrial Average, although the losses were not as significant. The dramatic growth in fiduciary assets at the specialized trust companies is due to an acquisition by TD AMERITRADE Trust and the resumption of operations by Forum Trust.

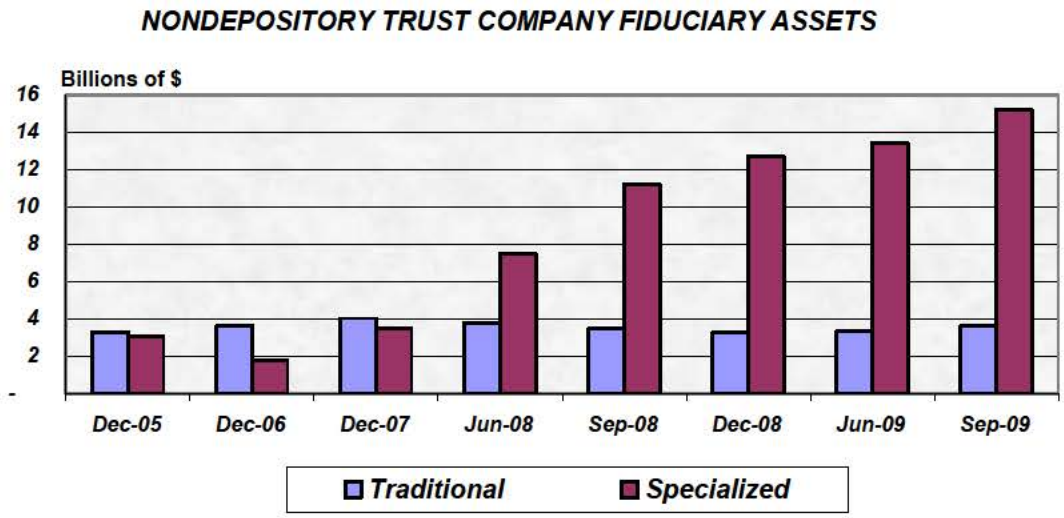

Chart #3

Maine Credit Unions

"Maine Credit Unions" consist of the 66 credit unions headquartered in Maine as of September 30, 2009: 12 are Maine-chartered and 54 are federally-chartered. This represents a decrease of two credit unions (both federally-chartered) in the last 12 months.

Calendar 2008 performance was marginal at best, marred by deteriorating loan quality, which further compressed declining net income, and liquidity and capital concerns in the corporate credit union system, which forced the NCUA to take several actions to stabilize the corporate credit union network. These stabilization actions have had a direct cost to all natural person credit unions, including the Maine Credit Unions, because they must pay assessments to bring the NCUSIF equity ratio to requried levels. Credit unions could record the “Stabilization Expense” either in the fourth quarter of 2008 or the first quarter of 2009. Some credit unions booked the expense in the fourth quarter, while others did so in the first quarter. Moreover, the expense was not specifically segregated in credit union Call Reports until the first quarter of 2009; it was just included in Overhead and not specifically identified in 2008. As a result, the exact amount of Stabilization Expense incurred in 2008 is unknown, which undermines the comparability of 2007 and 2008 earnings performance. Calendar 2008 Overhead includes an unknown amount of Stabilization Expense, which reduces net income by a similar, unknown amount.

Those credit unions that did not book the Stabilization Expense in the fourth quarter of 2008 were required to book it in the first quarter of 2009. However, all credit unions were able to recoup part of the Stabilization Expense in the third quarter of 2009, regardless of when the Expense was booked (i.e., those credit unions that recorded the Stabilization Expense in 2008 were “offsetting” a 2008 expense with 2009 income, thereby understating 2008 net income and overstating 2009 net income). Again, a comparison between year-to-date September 2008 and 2009 net income is imprecise. Acknowledging the impreciseness of an earnings comparison, net income nevertheless is in the midst of a downward trend. Despite the lower earnings and continued strong asset growth which are reducing capital ratios, capital ratios for the Maine Credit Unions remain strong and have now surpassed the National Peer. As with all financial institutions, loan delinquency and loss ratios for the Maine Credit Unions continue to escalate; delinquency ratios remain marginally better than those nationally but NLL are significantly lower.

Reported net income for calendar 2008 fell nearly 50%, from $29 million in 2007 to $15 million (Table #14). Net revenues increased a modest $9 million, 4.3%, but were more than offset by increased Overhead, $17 million or 9.9% (an unknown portion of which is the aforementioned Stabilization Expense), and an increased PLL, $6 million or 11.3%. Year-to-date September 30, 2009 net income is essentially flat with that from the prior year as the increased revenue, $8 million or 4.9%, has been fully absorbed by increased Overhead and PLL. NII growth has averaged less than 2% annually since 2006 whereas OI has increased at nearly a 12% average annual rate; consequently, OI has increased from 23.2% of revenues in 2006 to 28.5% as of September 2009. The 2008 increase in Overhead was the highest in several years (at least partially attributable to the Stabilization Expense). The year-to-date September 2009 increase in overhead has slowed considerably but, nevertheless, the negative gap between NII and Overhead has steadily increased from 0% of NII in 2004 to 13% at September 2009 (National Peer was a positive 0.3%). The PLL has also steadily increased, climbing from 4.4% of NII in 2006 to 11.4% at September 2009 (National Peer was a very high 34.1%).

TABLE #14

	2007	2008	% Chg	9/08	9/09	% Chg
NII	158	161	1.9	120	123	2.5
OI	53	59	11.3	44	49	11.4
OVHD	172	189	9.9	135	139	3.0
PLL	10	16	60.0	9	14	55.6
Stab Exp	0	N/A	N/A	0	23	N/A
Stab Inc	0	0	N/A	0	23	N/A
NI	29	15	-48.3	20	19	-5.0

Amounts are in millions of dollars.

Table #15 presents the same data as in Table #14, but as a percentage of average assets instead of in dollars. The Maine Credit Unions maintain positive variances with the national peers in NII, though rapidly eroding, and PLL; however, the Maine Credit Unions have lower OI, though the gap has virtually disappeared, and higher Overhead. Table #2 also shows the trend in the net worth-to-asset ratio ("NW/TA") for the Maine Credit Unions and credit unions nationally. The trend had been upward for several years, before falling in 2008 and the first nine months of 2008.

TABLE #15

	96 - 00	04 – 06		12/08		9/09	
	ME	***ME***	**NATL**	***ME***	**NATL**	***ME***	**NATL**
NII	*4.32*	*3.77*	3.24	*3.50*	3.17	*3.33*	3.16
OI	*0.72*	*1.05*	1.21	*1.28*	1.34	*1.31*	1.32
OVHD	*3.87*	*3.84*	3.26	*4.10*	3.59	*3.75*	3.15
PLL	*0.27*	*0.18*	0.36	*0.35*	0.90	*0.39*	1.09
Stab Exp	*N/A*	*N/A*	*N/A*	*N/A*	*N/A*	*0.61*	0.45
Stab Inc	*N/A*	*N/A*	*N/A*	*N/A*	*N/A*	*0.63*	0.48
ROA	*0.89*	*0.83*	0.86	*0.32*	-0.04	*0.51*	0.28
NII/REV	*85.6*	*77.7*	72.4	*73.2*	70.3	*71.8*	70.5
NW/TA	*10.53*	*10.97*	11.24	*10.82*	10.62	*10.47*	10.05

Asset and share growth continued to exceed loan growth in 2008 and year-to-date 2009, resulting in further declines in loan-to-asset and loan-to-share ratios, 68% and 80%, respectively; both, however, continue to exceed the average for all credit unions nationally. The “excess” shares have been used to increase investments, which have risen from 14% of assets at December 2006 to 21% at September 2009. Borrowings continued to increase throughout 2008 before falling in 2009, ending at 4% of assets.

Loan growth accelerated in 2008, to 5.1%, but has slowed significantly year-to-date September 2009, dropping to 2.7%. Loan growth in 2008 was concentrated in RE loans as first residential real estate mortgage loans (“first REMs”) increased 11%, accounting for 82% of total loan growth, and Other Real Estate loans (“Other REMs” - loans secured by junior liens on residential property) increased 6%, accounting for 25% of total loan growth (some loan categories declined). Year-to-date 2009, first REMs increased a much slower 4%, accounting for 65% of total loan growth, and used auto loans increased 5%, accounting for 32% of total loan growth; Other REMs decreased 1%. Table #16 compares the loan mix for the Maine Credit Unions with that of credit unions nationally as well as showing the change in mix between 2000 and 2009. Credit unions report each quarter the dollar amount of new real estate loans granted. In 2008, the Maine Credit Unions granted $358 million of first REMs and $294 million of Other REMs; this compares to $326 million and $282 million, respectively, for 2007. For the nine months through September 2009, they granted $337 million first REMs and $164 million Other REMs, compared to $293 million and $232 million, respectively, for the same nine months of 2008. The Maine Credit Unions have fairly aggressively increased their origination of first REMs year-to-date, but have significantly curbed their origination of Other REMs.

TABLE #16

LOAN MIX	**6/00**		**9/09**	
	ME	**NAT’L**	***ME***	**NAT’L**
Auto	*32%*	40%	*26%*	31%
1st REMs	*32%*	26%	*40%*	38%
Other REMs	*13%*	13%	*21%*	16%
Unsecured	*12%*	14%	*6%*	10%
Other	*11%*	7%	*7%*	5%

Dollar past due loans increased 21% between September 2008 and September 2009 and rose from 1.20% of total loans to 1.41%. During this same period, foreclosed real estate and repossessed assets ("FC") increased 40%, rising from 0.11% of loans to 0.15%, and increasing nonperforming assets ("NPA" – loans past due more than six months plus FC) from 0.34% of total assets to 0.42% and from 3.1% of net worth to 4.1%. As seen in Table #17, each of these ratios is moderately lower than those for all credit unions nationally.

TABLE #17

	Maine Credit Unions						**Nat'l**
	12/07	**9/08**	**12/08**	**3/09**	**6/09**	**9/09**	**9/09**
PD - $	36,556	40,299	42,794	39,645	45,669	48,901	N/A
PD - %	1.14	1.20	1.27	1.18	1.34	1.41	1.68
PD > 6 - $	10,088	12,516	11,442	15,183	15,431	16,499	N/A
PD > 6 - %	0.31	0.37	0.34	0.45	0.45	0.48	0.57
FC - $	1,620	3,727	4,188	3,892	4,379	5,236	N/A
NPA - $	11,708	16,243	15,630	19,075	19,810	21,735	N/A
NPA/TA - %	0.26	0.34	0.33	0.39	0.39	0.42	0.53
NPA/NW - %	2.3	3.1	3.0	3.9	3.7	4.1	5.3

Amounts are in thousands of dollars.

NLL have followed the upward trend in loan delinquencies, increasing $2.4 million, 25%, in 2008, or from 0.31% of loans to 0.37%. NLL increased $3.8 million, 53%, from September 2008 to September 2009, or from 0.29% to 0.43%. The fourth quarter historically has the highest loan losses and therefore it would not be unexpected if the year-end 2009 NLL ratio increased further.

The PLL significantly exceeded NLL in 2008, enabling the ALL-to-loan ratio to strengthen, climbing from 0.38% to 0.47%. This same trend continued through the first nine months of 2009 and the ratio further strengthened, to 0.55%. However, with the dramatic increase in loans past due six months or more ("NPL"), ALL coverage of NPL has declined, dropping to 116%. Similarly, ALL coverage of annualized NLL has dropped, to 130%. The ALL-to-loan ratio and the ALL/NPL ratio compare unfavorably to those for credit unions nationally, 1.41% and 248%, respectively; the ALL/NLL ratio is marginally better than the 121% for credit unions nationally. See Table #18.

TABLE #18

	Maine Credit Unions				Nat'l
	12/07	**12/08**	**9/08**	**9/09**	**9/09**
NLL - $ (000)	9,767	12,197	7,154	10,978	5,002,063
NLL - %	0.31	0.37	0.29	0.43	1.17
ALL/Lns - %	0.38	0.47	0.41	0.55	1.41
ALL/NPL - %	122.1	138.9	110.4	115.5	247.5
ALL/NLL - %	126.0	130.3	144.9	130.2	121.2

Amounts are in thousands of dollars.

As seen in Table #19, past due first REMs have increased significantly in the first nine months of 2009, primarily in the most seriously delinquent category (six months or more).[5] First REMs past due six or more months increased from 0.36% at December 2008 to 0.57% at September 2009. Credit unions report outstanding and past due first REMs by fixed rate and adjustable rate ("ARM"). For the past several years, the fixed rate portfolio had grown faster than the ARM portfolio and, at December 2008, accounted for 87% of total first REMs. While the origination of fixed rate mortgages as a percentage of total first REMs increased in the first nine months of 2009, from 87% in 2008 to 91% through September 2009, fixed rate mortgages held steady at 87% of total first REMs. Historically, ARMs have had a higher delinquency ratio, and more so in the six months plus category, than fixed rate first REMs. The increase in the delinquency rates for the national peers has been much more dramatic than that for the Maine Credit Unions, for both fixed rates and ARMs. At September 2008 national delinquency rates were almost consistently lower than those of the Maine Credit Unions but at September 2009 they were almost consistently higher. NLL for first REMs more than doubled in 2008 and the September 2009 loss ratio is three times that of one year earlier; the

[5] Table #20 compares the past due rates for fixed rate and adjustable rate first mortgages and compares the September 2009 rates for the Maine Credit Unions with those for credit unions nationally.

national rate, which also has tripled in the last year, is double that for the Maine Credit Unions.

PAST DUE
FIRST REMs **TABLE #19**

	Maine Credit Unions				Nat'l
	12/06	**12/07**	**12/08**	**9/09**	**9/09**
2 - < 6 Mos	0.74	0.86	0.93	0.98	1.07
6 - < 12 Mos	0.14	0.22	0.29	0.40	0.58
> 12 Mos	0.10	0.12	0.07	0.17	0.26
Total PD	**0.98**	**1.20**	**1.30**	**1.55**	**1.91**
FIXED RATE - %	84.3	86.7	87.1	87.0	68.9
2 - < 6 Mos	0.72	0.81	0.96	0.95	0.88
6 - < 12 Mos	0.08	0.20	0.25	0.36	0.46
> 12 Mos	0.09	0.11	0.02	0.16	0.17
Total PD	**0.89**	**1.13**	**1.24**	**1.46**	**1.51**
ADJ RATE - %	15.7	13.3	12.9	13.0	31.1
2 - < 6 Mos	0.87	1.16	0.71	1.21	1.49
6 - < 12 Mos	0.45	0.33	0.58	0.67	0.86
> 12 Mos	0.16	0.16	0.42	0.23	0.47
Total PD	**1.48**	**1.65**	**1.71**	**2.12**	**2.82**
NLL - $ (000)	300	198	617	1,206	372,375
NLL - %	**0.03**	**0.02**	**0.05**	**0.12**	**0.23**

Amounts are in thousands of dollars.

Table #20 compares the same data as shown in Table #19, but for Other REMs instead of first REMs. Open-end lines of credit accounted for 56% of Other REMs for the Maine Credit Unions and 48% of such loans for credit unions nationally. Unfortunately, past due data are reported on the basis of interest rate (fixed vs. adjustable) and not on the basis of maturity (open-end vs. closed-end). However, because more than 96% of fixed rate of Other REMs, both at the Maine and national level, are closed-end and more than 95% of the adjustable rate Other REMs, both at the Maine and national level, are open-end, the data for the fixed rate loans are viewed as a proxy for closed-end loans and the data for the adjustable rate loans are viewed as a proxy for the open-end loans. A comparison of the past due rates for both first REMs and Other REMs at September 2009 shows the Other REMs rates are consistently lower, with the greatest variance in the adjustable rate loans. Other REMs NLL for the Maine Credit Unions increased fivefold in 2007 and then doubled in 2008; for year-to-date September 2009 the increase has been nominal. Prior to 2008, NLL for credit unions nationally essentially mirrored that of the Maine Credit Unions. However, in 2008 the National NLL rate tripled, to 0.64% and, for the first nine months of 2009 the rate nearly doubled, to 1.12%. Credit unions nationally continue to have a lower level of loans past due more than 12 months which may partially explain the difference in the NLL experience (i.e., they may write-down loans more quickly).

OTHER REMs **TABLE #20**

	Maine Credit Unions				Nat'l
	12/06	**12/07**	**12/08**	**9/09**	**9/09**
2 - < 6 Mos	0.30	0.58	0.77	0.76	0.97
6 - < 12 Mos	0.14	0.14	0.15	0.25	0.40
> 12 Mos	0.10	0.07	0.12	0.25	0.16
Total PD	**0.54**	**0.79**	**1.03**	**1.26**	**1.52**
FIXED RATE - %	42.4	45.7	45.9	43.3	51.8
2 - < 6 Mos	0.32	0.36	0.70	0.85	1.13
6 - < 12 Mos	0.13	0.10	0.13	0.18	0.44
> 12 Mos	0.12	0.07	0.04	0.13	0.15
Total PD	**0.57**	**0.52**	**0.86**	**1.15**	**1.71**
ADJ RATE - %	57.6	54.3	54.1	56.7	48.2
2 - < 6 Mos	0.28	0.77	0.83	0.69	0.79
6 - < 12 Mos	0.14	0.17	0.17	0.30	0.36
> 12 Mos	0.09	0.07	0.19	0.35	0.17
Total PD	**0.51**	**1.01**	**1.18**	**1.34**	**1.31**
NLL - $ (000)	241	1,281	2,544	2,089	796,395
NLL - %	**0.04**	**0.19**	**0.35**	**0.38**	**1.12**

As stated above, share growth in recent years has outpaced loan growth. Consequently, a larger percentage of assets are being held as investments, which have increased from 14% of assets at year-end 2006 to 21% at September 2009. Table #21 shows the growth in investments as well as the change in mix, most significantly the decrease in investments in corporate credit unions ("CCU").[6] CCUs are owned by natural-person credit unions to whom they provide financing, investment and clearing services; CCUs do not conduct business with the general public. CCUs take deposits from natural-person credit unions and invest those deposits in longer-term assets. Those investments have included mortgage-backed securities which have suffered

[6] CCUs are regulated by the NCUA (and the appropriate state regulator if the CCU is state-chartered). The NCUA recently announced a plan to shore up the finances of some of the CCUs.

sizeable decreases in fair value requiring writedowns, resulting in lower capital ratios and tightened liquidity for the CCUs. In fact, in early 2009 the NCUA placed two CCUs into conservatorship, appointing itself as the conservator. Subsequently, natural-person credit unions have had to reduce the carrying value of their investment in certain CCUs. The problems at the CCUs have in turn caused many credit unions to withdraw or curtail their deposits at the CCUs. The Maine Credit Unions reduced their investments at CCUs from $221 million to $163 million between December 2007 and December 2008, a reduction of 26%; they reduced their cash on deposit at CCUs from $237 million to $162 million during this same period. These reductions decreased the percentage of total CCU assets of the Maine Credit Unions to 7% of total Maine Credit Union assets and to 64% of total Maine Credit Union net worth. However, in 2009, as the situation with the CCUs has stabilized somewhat, the Maine Credit Unions have gradually increased their investments and transactions with CCUs.

CU INVESTMENTS **TABLE #21**

	12/07		12/08		9/09		Nat'l
	$	%	$	%	$	%	%
Securities	186	27.2	264	29.5	334	31.2	61.3
Bank Deposits	246	36.0	424	47.4	504	47.2	17.2
CCU	221	32.3	163	18.2	189	17.7	17.9
Other	31	4.5	44	4.9	42	3.9	3.6
TOTAL	684	100.0	895	100.0	1,069	100.0	100.0
% TA		15.4		18.8		20.9	23.6
Cash @ CCU - $		237		162		216	N/A
Invest CCU/TA - %		5.0		3.4		3.7	4.2
Invest CCU/NW -		44.2		31.8		35.5	42.0
CCU Assets/TA -		10.3		6.8		7.9	8.1
CCU Assets/NW -		91.6		63.5		76.0	80.6

Dollar amounts in millions.

Credit union assets in Maine continue to grow, but the number of Maine Credit Unions continues to decline due to mergers, dropping from 77 at year-end 2004 to the current 66. The average assets have increased from $50 million to $78 million, two-thirds the average assets of a credit union nationally, $114 million.

Summary 2009

As bad as conditions were for Maine financial institutions in 2008, in many ways 2008 was merely a precursor to events in 2009 as the financial crisis firmly took hold. Whereas the impact in 2008 was largely driven by a series of singular events closely tied to the subprime housing market (e.g., the government bailouts of Fannie Mae and Freddie Mac and the subsequent collapse of the stock market forcing substantial writedowns), the immediate cause of 2009's problems has been much more broad-based, the result of the substantial decline in the economy. Many businesses have downsized or closed; governments are operating with increased deficits or have severely reduced expenditures; unemployment has risen sharply; and the housing market remains under considerable pressure. Credit quality, both business and consumer, has suffered tremendously.

While there are signs that the economy is beginning to recover, most analysts project the recovery will be slow and lengthy. Because the performance of financial institutions, particularly smaller community-based institutions such as the Maine financial institutions, generally parallels, but on a lagging basis, local economic conditions, it is expected that the performance of Maine's financial institutions will be weakened for several years. Additionally, the financial crisis will impose some added indirect costs due to increased deposit insurance premiums and expected changes in the regulatory landscape, as well as greater disclosure and transparency.

Likely outcomes from the financial crisis include a stronger role for regulators, enhanced consumer protection oversight and higher capital requirements, especially for those that carry a greater risk to the financial system. Regulators already are placing increased emphasis on enterprise risk management and will look for institutions to define their risk appetite and to align their risk management disciplines with their strategic direction. As financial institutions re-assess the way they do business, they will simultaneously need to re-evaluate their risk management capabilities and controls. The pace of change and volatility and complexity of risks continues to mushroom. Banking is by nature a risky business; all risk cannot be eliminated, but management must do a better job of recognizing, and then mitigating, the severity of potential risks.

In their efforts to improve short-term performance, financial institutions can not afford to ignore long-range planning.

Credit availability is a concern, requiring a balance between unduly restricting loans to creditworthy borrowers and ensuring that new loans are prudent, safe and sound. During economic downturns, loan supply tends to fall as financial institutions are constrained by increasing bad loans and capital pressures. Loan demand also falls as creditworthy businesses and consumers become more reluctant to undertake increased debt given the uncertainties in the economy. Currently, consumers, whose spending accounts for approximately 70% of the U.S. gross domestic product, have become much more thrifty. The discussion over credit availability often finds financial institutions in the middle of, or at least receiving mixed messages from, regulators and politicians. Maine financial institutions, on the whole, have the necessary financial capacity to fulfill the needs of creditworthy borrowers and have indicated that they stand ready to meet the legitimate credit needs of qualified borrowers. The Bureau will continue to monitor the performance of those institutions it charters to ensure that, within their capabilities and subject to prudent underwriting, they continue to fulfill their responsibilities.

As stated in last year's Annual Report, Maine financial institutions were fortunate to enter the crisis with strong capital, solid core earnings, adequate liquidity and acceptable asset quality. Maine financial institutions have generally adhered to conservative underwriting standards and avoided subprime and predatory-based loans and investments. As the recession has prolonged, some of Maine's financial institutions have been adversely impacted to a greater extent, causing a few individually to be in less than satisfactory condition. Further, even once the economy bottoms out and begins to improve, all institutions will continue under increased stress as loan problems intensify, further compromising earnings. However, the collective condition of the State's financial institutions remains sound with sufficient capital to absorb, at least over the foreseeable future, the anticipated lower earnings and increased loan problems.

EXHIBITS

SUMMARY OF FINANCIAL INSTITUTIONS AUTHORIZED TO DO BUSINESS IN MAINE

June 30, 2009

		ASSETS		DEPOSITS/SHARES		LOANS	
	No.	Dollars (000's)	% of Total	Dollars (000's)	% of Total	Dollars (000's)	% of Total
Commercial Banks Chartered by the State of Maine	5	2,384,581	10.41%	1,578,709	6.40%	1,606,171	6.92%
National Banks	5	3,622,696 [1]	15.82%	9,682,144	39.25%	8,031,088	34.61%
State Limited Purpose Banks	10	170,031	0.74%	0	0.00%	0	0.00%
Federal Limited Purpose Banks	1	12,910	0.06%	N/A	N/A	N/A	N/A
State Savings Banks	14	10,211,778	44.59%	7,234,136	29.32%	7,969,836	34.34%
Federal Savings Banks	4	1,124,243	4.91%	1,605,618	6.51%	1,804,023	7.77%
State Savings and Loans	1	44,412	0.19%	39,530	0.16%	34,201	0.15%
Federal Savings and Loans	3	278,120	1.21%	218,052	0.88%	240,745	1.04%
Credit Unions Chartered by the State of Maine	12	1,385,798	6.05%	1,160,980	4.71%	922,513	3.98%
Credit Unions Chartered by Other States	1	N/A [1]	N/A	10,116	0.04%	8,859	0.04%
Federal Credit Unions	56	3,668,192 [1]	16.02%	3,140,880	12.73%	2,588,020	11.15%
TOTAL	**112**	**22,902,761**	**100.00%**	**24,670,165**	**100.00%**	**23,205,456**	**100.00%**
Commercial Banks	10	6,007,277 [1]	26.23%	11,260,853	45.65%	9,637,259	41.53%
Limited Purpose Banks	11	182,941	0.80%	0	0.00%	0	0.00%
Savings Banks	18	11,336,021	49.50%	8,839,754	35.83%	9,773,859	42.12%
Savings and Loans	4	322,532	1.40%	257,582	1.04%	274,946	1.18%
Credit Unions	69	5,053,990 [1]	22.07%	4,311,976	17.48%	3,519,392	15.17%
TOTAL	**112**	**22,902,761**	**100.00%**	**24,670,165**	**100.00%**	**23,205,456**	**100.00%**
Chartered by the State of Maine	42	14,196,600	61.99%	10,013,355	40.59%	10,532,721	45.39%
Chartered by Other States	1	N/A [1]	N/A	10,116	0.04%	8,859	0.04%
Federally Chartered	69	8,706,161 [1]	38.01%	14,646,694	59.37%	12,663,876	54.57%
TOTAL	**112**	**22,902,761**	**100.00%**	**24,670,165**	**100.00%**	**23,205,456**	**100.00%**
In-State Ownership	104	22,902,761	100.00%	16,583,422	67.22%	16,711,576	72.02%
Out-of-State Ownership	8	N/A [1,2]	N/A	8,086,743	32.78%	6,493,880	27.98%
TOTAL	**112**	**22,902,761**	**100.00%**	**24,670,165**	**100.00%**	**23,205,456**	**100.00%**

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

Bank of America, N.A.
KeyBank, National Association
Navy Federal Credit Union
Northeast Credit Union
People's United Bank d/b/a Maine Bank & Trust, Merrill Bank, and Ocean Bank
TD Bank, N.A.

[2] **Out of State Ownership:**	**Deposits/ Shares**	**Loans**
Bank of America, N.A.	1,730,277	895,391
KeyBank, National Association	2,805,704	1,206,158
Maine Bank & Trust	267,709	339,514
Merrill Bank	277,080	360,897
Navy Federal Credit Union	38,131	103,482
Northeast Credit Union	10,116	8,859
Ocean Bank	214,817	130,261
TD Banknorth	2,742,909	3,449,318
TOTAL:	**8,086,743**	**6,493,880**

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

	06/30/05	06/30/06	06/30/07	06/30/08	06/30/09
Commercial Banks Chartered by the State of Maine					
Number of Institutions	11	11	10	6	5
Number of Offices	94	93	93	54	50
Assets	3,336,620	3,659,000	3,698,233	2,324,363	2,384,581
Deposits	2,363,406	2,607,078	2,597,012	1,597,101	1,578,709
Loans	2,454,152	2,650,729	2,640,283	1,640,416	1,606,171
Commercial Banks Chartered by Other States					
Number of Institutions			1		
Number of Offices			7		
Assets			N/A		
Deposits			201,315		
Loans			115,827		
National Banks					
Number of Institutions	6	7	6	5	5
Number of Offices	202	199	207	214	213
Assets	2,025,228	2,283,783	2,874,213	3,548,077	3,622,696
Deposits	8,625,754	8,921,400	8,857,274	9,102,622	9,682,144
Loans	7,741,273	7,517,154	7,715,431	7,918,395	8,031,088
State Chartered Savings Banks					
Number of Institutions	15	15	14	14	14
Number of Offices	177	178	170	176	180
Assets	8,374,049	9,112,567	9,109,810	9,815,406	10,211,778
Deposits	6,141,686	6,595,416	6,622,160	6,910,877	7,234,136
Loans	6,326,358	7,148,026	7,271,436	7,769,211	7,969,836
Federal Savings Banks					
Number of Institutions	1	1	2	5	4
Number of Offices	21	21	30	63	69
Assets	699,776	751,574	1,038,867	1,985,635	1,124,243
Deposits	514,003	594,530	849,142	1,538,290	1,605,618
Loans	572,988	572,571	760,616	1,607,701	1,804,023
State Chartered Savings & Loan Associations					
Number of Institutions	3	3	2	2	1
Number of Offices	4	5	3	3	1
Assets	160,612	165,092	98,495	101,162	44,412
Deposits	117,200	114,745	71,244	77,745	39,530
Loans	137,108	143,928	86,915	91,686	34,201
Federal Savings & Loan Associations					
Number of Institutions	4	4	3	3	3
Number of Offices	9	9	7	8	8
Assets	306,466	316,746	271,492	278,106	278,120
Deposits	230,012	231,630	204,916	211,789	218,052
Loans	259,367	285,736	240,284	242,248	240,745

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

	06/30/05	06/30/06	06/30/07	06/30/08	06/30/09
State Chartered Credit Unions					
Number of Institutions	12	12	13	12	12
Number of Offices	32	34	44	48	49
Assets	1,007,522	1,042,126	1,197,684	1,292,834	1,385,798
Shares	847,813	874,877	1,002,378	1,080,994	1,160,980
Loans	728,196	747,784	851,852	901,632	922,513
Credit Unions Chartered by Other States					
Number of Institutions		1	1	1	1
Number of Offices		1	1	1	1
Assets	*Information Not Available.*	N/A	N/A	N/A	N/A
Shares		9,623	10,688	9,930	10,116
Loans		10,267	10,074	8,622	8,859
Federal Credit Unions					
Number of Institutions	63	62	59	57	56
Number of Offices	124	135	135	138	139
Assets	2,967,293	3,077,238	3,203,968	3,399,344	3,668,192
Shares	2,526,081	2,645,217	2,752,028	2,906,505	3,140,880
Loans	2,168,932	2,366,452	2,379,849	2,480,451	2,588,020
State Chartered Merchant Banks					
Number of Institutions	1	1	1	1	1
Assets	42,334	45,098	46,313	45,093	46,505
Deposits	N/A	N/A	N/A	N/A	N/A
Loans	21,000	22,585	0	663	0
State Chartered Nondepository Trust Companies					
Number of Institutions	9	9	9	8	9
Assets	54,231	42,891	94,089	76,604	123,526
Deposits	N/A	N/A	N/A	N/A	N/A
Loans	N/A	N/A	N/A	N/A	N/A
Federal Nondepository Trust Companies					
Number of Institutions		1	1	1	1
Assets	*Information Not Available.*	8,560	9,513	13,578	12,910
Deposits		N/A	N/A	N/A	N/A
Loans		N/A	N/A	N/A	N/A
State Totals					
Number of Institutions	125	127	122	115	112
Number of Offices	663	675	697	705	710
Assets	18,974,131	20,504,675	21,642,677	22,880,202	22,902,761
Shares & Deposits	21,365,955	22,594,516	23,168,157	23,435,853	24,670,165
Loans	20,409,374	21,465,232	22,072,567	22,661,025	23,205,456

Note: Maine deposits, shares, and loans for the following banks and credit unions operating in a multi-state environment are included in this exhibit; however, Maine assets are not available for:
Bank of America, National Association, Charlotte, North Carolina
KeyBank National Association, Cleveland, Ohio
Maine Bank & Trust, Merrill Bank, and Ocean Bank as affiliates of People's United Bank, Bridgeport, Connecticut
Navy Federal Credit Union, Merrifield, Virginia
Northeast Credit Union, Portsmouth, New Hampshire
TD Bank, N.A., Portland, Maine

Source of data: Call reports and FDIC's Summary of Deposits Report

STATE CHARTERED
COMMERCIAL BANKS
AUTHORIZED TO DO BUSINESS IN MAINE

	06/30/09 $ in (000's) Assets	Deposits	Loans
Joseph Murphy, CEO **BAR HARBOR BANKING AND TRUST COMPANY** 82 Main St. Bar Harbor, ME 04609	1,069,767	635,153	662,410
Earle Harvey, President **BORDER TRUST COMPANY** 227 Water St. Augusta, ME 04330	85,753	62,891	65,777
Thomas Finn, Jr., President **DAMARISCOTTA BANK & TRUST** 25 Main St. Damariscotta, ME 04543	148,368	126,708	110,010
Jon Prescott, President **KATAHDIN TRUST COMPANY** 11 Main St. Patten, ME 04765	484,972	366,226	374,323
James Delamater, President **NORTHEAST BANK** 500 Canal Street Lewiston, ME 04240-6594	595,721	387,731	393,651
TOTAL: 5	**2,384,581**	**1,578,709**	**1,606,171**

STATE CHARTERED LIMITED PURPOSE BANKS AUTHORIZED TO DO BUSINESS IN MAINE

	06/30/09 $ in (000's) Assets	Deposits	Loans
Daniel Hurley, III, President **BAR HARBOR TRUST SERVICES** 135 High St., PO Box 1100 Ellsworth, ME 04605	1,606	N/A	N/A
G. West Saltonstall, President **EATON VANCE TRUST COMPANY** 255 State Street Boston, MA 02109	6,097	N/A	N/A
John Keffer, President **FORUM TRUST, LLC** Two Portland Sq., PO Box 446 Portland, ME 04112	21,199	N/A	N/A
Thomas Forese, Jr., President **GLOBAL TRUST COMPANY** 4A Gill St. Woburn, MA 01801-1721	2,000	N/A	N/A
Michael Currie, President **H. M. PAYSON AND COMPANY** 1 Portland Sq., PO Box 31 Portland, ME 04101	2,729	N/A	N/A
Joseph Yohlin, President **MAINE MERCHANT BANK** 977 Congress St., Suite 1100 Portland, ME 04101	46,505	0	0
John Higgins, CEO **RAM TRUST COMPANY** 45 Exchange St. Portland, ME 04101	1,477	N/A	N/A
William Dannecker, President **PENTEGRA TRUST COMPANY** 317 Madison Ave. New York, NY 10017	4,199	N/A	N/A
Richard Curran, Jr., President **SPINNAKER TRUST** 5 Milk St., PO Box 7160 Portland, ME 04112-7160	633	N/A	N/A
Warren Eastman, President **TD AMERITRADE** 6940 Columbia Gateway Drive, Suite 200. Columbia, MD 21046	83,586	N/A	N/A
TOTAL: 10	**170,031**	**0**	**0**

STATE CHARTERED SAVINGS BANKS AUTHORIZED TO DO BUSINESS IN MAINE

	06/30/09 $ in (000's) Assets	Deposits	Loans
Steven Closson, President **ANDROSCOGGIN SAVINGS BANK** 30 Lisbon St., PO Box 1407 Lewiston, ME 04240	642,632	450,521	534,156
James Conlon, CEO **BANGOR SAVINGS BANK** 99 Franklin St., PO Box 930 Bangor, ME 04402-0930	2,335,815	1,678,108	1,652,226
Glen Hutchinson, President **BATH SAVINGS INSTITUTION** 105 Front St., PO Box 548 Bath, ME 04530-0548	514,500	374,479	364,200
Charles Petersen, President **BIDDEFORD SAVINGS BANK** 254 Main St., PO Box 525 Biddeford, ME 04005-0525	311,276	210,857	206,983
Peter Judkins, President **FRANKLIN SAVINGS BANK** 197 Main St., PO Box 825 Farmington, ME 04938-0825	306,884	225,563	261,352
Christopher Emmons, President **GORHAM SAVINGS BANK** 10 Wentworth Dr., PO Box 39 Gorham, ME 04038	862,820	536,095	608,060
Mark Johnston, President **KENNEBEC SAVINGS BANK** 150 State St., PO Box 50 Augusta, ME 04330	684,386	432,263	578,316
Bradford Paige, President **KENNEBUNK SAVINGS BANK** 104 Main St., P.O. Box 28 Kennebunk, ME 04043-0028	792,894	640,947	639,281
Edward Hennessey, Jr., President **MACHIAS SAVINGS BANK** 4 Center St., PO Box 318 Machias, ME 04654-0318	947,247	708,780	848,478
Richard Vail, President **MECHANICS' SAVINGS BANK** 100 Minot Ave., PO Box 400 Auburn, ME 04210	271,043	202,865	251,317

STATE CHARTERED
SAVINGS BANKS
AUTHORIZED TO DO BUSINESS IN MAINE

	06/30/09 $ in (000's) Assets	Deposits	Loans
Robert Harmon, President **NORWAY SAVINGS BANK** 261 Main St., PO Box 347 Norway, ME 04268	920,598	689,873	796,604
Kevin Savage, President **SACO AND BIDDEFORD SAVINGS INSTITUTION** 50 Industrial Park Rd. Saco, ME 04072-1840	749,304	492,412	600,038
Mark Mickeriz, President **SANFORD INSTITUTION FOR SAVINGS** 900 Main St., PO Box 472 Sanford, ME 04073	438,168	312,396	358,118
John Witherspoon, President **SKOWHEGAN SAVINGS BANK** 13 Elm St., PO Box 250 Skowhegan, ME 04976	434,211	278,977	270,707
TOTAL: 14	**10,211,778**	**7,234,136**	**7,969,836**

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

	06/30/09 $ in (000's) Assets	Deposits	Loans
William Weir, President **BAR HARBOR SAVINGS AND LOAN ASSOCIATION** 103 Main St. Bar Harbor, ME 04609	44,412	39,530	34,201
TOTAL: 1	**44,412**	**39,530**	**34,201**

STATE CHARTERED
CREDIT UNIONS
AUTHORIZED TO DO BUSINESS IN MAINE

	Assets	06/30/09 $ in (000's) Shares & Deposits	Loans
Matthew Griffiths, CEO **COAST LINE CREDIT UNION** 333 Cottage Rd. South Portland, ME 04106	45,012	32,876	29,742
Donna Steckino, CEO **COMMUNITY CREDIT UNION** 144 Pine St., PO Box 7810 Lewiston, ME 04240	43,247	38,690	35,251
Eugene Ardito, CEO **cPORT CREDIT UNION** 50 Riverside Industrial Pkwy., PO Box 777 Portland, ME 04101-0777	120,556	108,387	74,911
David Tozier, CEO **DOWN EAST CU** 23 Third Ave., PO Box 130 Baileyville, ME 04694	85,407	67,077	67,868
H. Tucker Cole, CEO **EVERGREEN CREDIT UNION** 225 Riverside St. Portland, ME 04103	209,003	193,363	167,925
Richard Dupuis, CEO **FIVE COUNTY CREDIT UNION** 765 Washington St., PO Box 598 Bath, ME 04530-0598	172,521	147,442	115,800
Richard LaChance, CEO **MAINE EDUCATION CREDIT UNION** 23 University Dr., PO Box 1096 Augusta, ME 04330-1096	25,690	22,651	15,065
Normand Dubreuil, CEO **MAINE STATE CREDIT UNION** 200 Capital St., PO Box 5659 Augusta, ME 04332-5659	270,057	231,287	145,307
Luke Labbe, CEO **PEOPLESCHOICE CREDIT UNION** 35 Bradbury St., PO Box 463 Biddeford, ME 04005	125,856	100,816	63,287

STATE CHARTERED
CREDIT UNIONS
AUTHORIZED TO DO BUSINESS IN MAINE

	Assets	06/30/09 $ in (000's) Shares & Deposits	Loans
Anne LaChance, CEO **SABATTUS REGIONAL CREDIT UNION** 2 Middle Rd., PO Box 250 Sabattus, ME 04280	34,135	31,112	17,522
Carrie Shaw, CEO **SACO VALLEY CREDIT UNION** 312 Main St., PO Box 740 Saco, ME 04072-0740	74,622	67,679	52,991
Matthew Walsh, CEO **UNIVERSITY CREDIT UNION** Rangeley Rd. University of ME Orono, ME 04469-5779	179,692	119,600	136,844
TOTAL: 12	**1,385,798**	**1,160,980**	**922,513**

STATE CHARTERED
CREDIT UNIONS
CHARTERED BY OTHER STATES

	Assets	06/30/09 $ in (000's) Shares & Deposits	Loans
Peter Kavalauskas, CEO **NORTHEAST CREDIT UNION** 100 Borthwick Ave. Portsmouth, NH 03801 1 Maine branch	N/A	10,116	8,859
TOTAL: 1	**N/A**	**10,116**	**8,859**

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

EXHIBIT III

FEDERALLY CHARTERED NATIONAL BANKS AUTHORIZED TO DO BUSINESS IN MAINE

	06/30/09 $ in (000's) Assets	Deposits	Loans
Elizabeth Greenstein, Regional CEO **BANK OF AMERICA, N.A.** 2 Portland Sq. Portland, ME 04101	N/A	1,730,277	895,391
Gregory Dufour, President **CAMDEN NATIONAL BANK** 2 Elm St., PO Box 310 Camden, ME 04843	2,284,469	1,488,956	1,497,771
Richard Lucas, District President **KEYBANK, NATIONAL ASSOCIATION** One Monument Sq., PO Box 678 Portland, ME 04112	N/A	2,805,704	1,206,158
Larry Wold, Maine President **TD BANK, N.A.** One Portland Sq., PO Box 9540 Portland, ME 04112	N/A	2,742,909	3,449,318
Daniel Daigneault, President **THE FIRST, N.A.** 223 Main St., PO Box 940 Damariscotta, ME 04543	1,338,227	914,298	982,450
TOTAL: 5	3,622,696	9,682,144	8,031,088

Note: Maine deposits and loans for the following banks authorized to do business in a multi-state environment are included in this exhibit; however, Maine assets are not available:
Bank of America, N.A.
KeyBank, National Association
TD Bank, N.A.

FEDERALLY CHARTERED NONDEPOSITORY TRUST COMPANIES AUTHORIZED TO DO BUSINESS IN MAINE

	06/30/09 $ in (000's) Assets	Deposits	Loans
Lawrence Blaisdell, President **ACADIA TRUST, NATIONAL ASSOCIATION** 511 Congress St. Portland, ME 04101	12,910	N/A	N/A
TOTAL: 1	**12,910**	**N/A**	**N/A**

FEDERALLY CHARTERED SAVINGS BANKS AUTHORIZED TO DO BUSINESS IN MAINE

	06/30/09 $ in (000's) Assets	Deposits	Loans
Allen Sterling, President **AUBURN SAVINGS BANK, FSB** 256 Court St., PO Box 3157 Auburn, ME 04210	74,512	48,506	62,568
Philip Sherringham, President **PEOPLE'S UNITED BANK** 850 Main St. Bridgeport, CT 06604 ***Doing Business As:***			
Maine Bank & Trust, Samuel Ladd III, President	N/A	267,709	339,514
Merrill Bank, William Lucy, President	N/A	277,080	360,897
Ocean Bank, Dianne Mercier, President	N/A	214,817	130,261
Harry Mank, Jr., President **ROCKLAND SAVINGS BANK, FSB** 582 Main St. Rockland, ME 04841	69,429	52,721	61,296
Arthur Markos, President **SAVINGS BANK OF MAINE** 190 Water St., PO Box 190 Gardiner, ME 04345-0190	980,302	744,785	849,487
TOTAL: 4	1,124,243	1,605,618	1,804,023

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

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

	06/30/09 $ in (000's) Assets	Deposits	Loans
John Swanberg, President **AROOSTOOK COUNTY FEDERAL SAVINGS AND LOAN ASSOCIATION** 43 High St., PO Box 808 Caribou, ME 04736-0808	89,680	80,774	79,644
Andrew Perry, President **FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF BATH** 125 Front St., PO Box 488 Bath, ME 04530	110,443	87,601	94,108
Allen Rancourt, President **KENNEBEC FEDERAL SAVINGS AND LOAN ASSOCIATION** 70 Main St., PO Box 488 Waterville, ME 04903-0497	77,997	49,677	66,993
TOTAL: 3	**278,120**	**218,052**	**240,745**

FEDERALLY CHARTERED
CREDIT UNIONS
AUTHORIZED TO DO BUSINESS IN MAINE

	06/30/09 $ in (000's) Assets	Shares & Deposits	Loans
David Desjardins, CEO **ACADIA FEDERAL CU** 9 East Main St. Fort Kent, ME 04743-1398	79,934	65,739	60,802
Judith Griffin, CEO **ALLIANCE OF MAINE** 44 Edison Dr., PO Box 1056 Augusta, ME 04332-1056	33,272	26,704	15,218
Roger Sirois, CEO **ATLANTIC REGIONAL FEDERAL CU** 55 Cushing St., PO Box 188 Brunswick, ME 04011-0188	221,491	190,870	161,299
Stephen Clark, CEO **BANGOR FEDERAL CU** 339 Hogan Rd., PO Box 1161 Bangor, ME 04401-1161	100,638	92,044	88,909
Mary Pinkham, CEO **BLUE CROSS AND BLUE SHIELD OF ME FEDERAL CU** 2 Gannett Dr. South Portland, ME 04106-6911	6,387	5,108	3,877
Richard Kaul, CEO **BREWER FEDERAL CU** 77 N. Main St., PO Box 189 Brewer, ME 04412-0189	43,439	39,734	33,568
Diana Winkley, CEO **CAPITAL AREA FEDERAL CU** 10 North Belfast Ave., PO Box 2626 Augusta, ME 04438	18,659	16,917	13,556
James Stone, CEO **CASCO FEDERAL CU** 375 Main St., PO Box 87 Gorham, ME 04038-0087	35,826	31,447	22,926
Vicki Stuart, CEO **CENTRAL MAINE FEDERAL CU** 1000 Lisbon St., PO Box 1746 Lewiston, ME 04241-1746	80,550	70,120	41,174
Darla King, CEO **CHANGING SEASONS FEDERAL CU** 193 Broad St. STE 3 Bangor, ME 04401-6323	18,482	16,219	14,281

FEDERALLY CHARTERED
CREDIT UNIONS
AUTHORIZED TO DO BUSINESS IN MAINE

	Assets	06/30/09 $ in (000's) Shares & Deposits	Loans
Scott Harriman, CEO **CUMBERLAND COUNTY FEDERAL CU** 101 Gray Rd. Falmouth, ME 04105-2514	114,541	100,571	67,485
Ralph Ferland, CEO **EASTERN MAINE MEDICAL CENTER FEDERAL CU** 489 State St. Bangor, ME 04401-6616	36,783	32,550	26,735
Daniel Byron, CEO **EASTMILL FEDERAL CU** 60 Main St. East Millinocket, ME 04430-1128	57,983	47,710	16,029
Cass Hirschfelt, CEO **FRANKLIN SOMERSET FEDERAL CU** 485 Wilton Rd., PO Box 5061 Farmington, ME 04938-9600	59,026	52,633	36,518
Philip Bergeron, CEO **GARDINER FEDERAL CU** 10 Old Brunswick Road Gardiner, ME 04345-9006	27,406	24,845	18,731
Nancy Bard, CEO **GREAT FALLS REGIONAL FCU** 34 Bates St. Lewiston, ME 04240	23,111	18,604	10,514
Hunter King, CEO **HANNAFORD ASSOCIATES FEDERAL CU** 145 Pleasant Hill Rd., PO Box 1440 Scarborough, ME 04104-5034	32,522	27,594	22,066
Deborah Pomeroy, CEO **HEALTHFIRST FEDERAL CU** 9 Quarry Rd. Waterville, ME 04901	14,784	13,776	12,803
Kathleen Smith, CEO **HOULTON FEDERAL CU** 13 Market Sq. Houlton, ME 04730-1775	13,805	11,307	8,264
Gary Bragdon, CEO **HOWLAND ENFIELD FEDERAL CU** 4 Coffin St., PO Box 405 Howland, ME 04448-0405	8,376	7,752	6,403

FEDERALLY CHARTERED
CREDIT UNIONS
AUTHORIZED TO DO BUSINESS IN MAINE

	Assets	06/30/09 $ in (000's) Shares & Deposits	Loans
Kenneth Williams, CEO **INFINITY FEDERAL CU** 202 Larrabee Rd., PO Box 9742 Westbrook, ME 04104-5060	226,761	139,379	125,257
Beverly Beaucage, CEO **KV FEDERAL CU** 316 Northern Ave., PO Box 2108 Augusta, ME 04338	53,987	48,507	29,882
Donald Casko, CEO **KATAHDIN FEDERAL CU** 1000 Central St. Millinocket, ME 04462-2193	71,672	59,814	44,059
Deseree Gilman, CEO **KSW FEDERAL CU** 222 College Ave. Waterville, ME 04901	32,568	28,826	22,445
Kerry Hayes, CEO **LEWISTON MUNICIPAL FEDERAL CU** 291 Pine St., PO Box 60 Lewiston, ME 04243-0060	16,361	14,501	8,466
David Brillant, CEO **LINCOLN MAINE FEDERAL CU** 171 W Broadway, PO Box 220 Lincoln, ME 04457-0220	33,993	29,660	28,903
George Roy, CEO **LISBON COMMUNITY FEDERAL CU** 325 Lisbon Rd., PO Box 878 Lisbon, ME 04240-0878	71,876	63,241	48,281
Ronald Fournier, CEO **MAINE FAMILY FEDERAL CU** 555 Sabattus St. Lewiston, ME 04240-4195	100,318	89,666	66,469
Rhonda Taylor, CEO **MAINE HIGHLANDS FEDERAL CU** 73 Main St., PO Box 233 Dexter, ME 04930-0233	64,201	57,117	46,793
Jennifer Hartel, CEO **MAINE MEDIA FEDERAL CU** 390 Congress St., PO Box 7702 Portland, ME 04112-7702	4,488	3,345	2,983

FEDERALLY CHARTERED CREDIT UNIONS AUTHORIZED TO DO BUSINESS IN MAINE

	Assets	06/30/09 $ in (000's) Shares & Deposits	Loans
John Reed, CEO **MAINE SAVINGS FEDERAL CU** 1101 Western Ave., PO Box 347 Hampden, ME 04444-0347	206,474	185,654	159,059
Gail Richardson, CEO **MIDCOAST FEDERAL CU** 831 Middle St., PO Box 780 Bath, ME 04530-0780	117,332	103,679	64,995
Marguerite Gagne, CEO **MONMOUTH FEDERAL CU** 1176 Main St., PO Box 150 Monmouth, ME 04259-0150	12,312	11,336	8,469
Cutler Dawson, CEO **NAVY FEDERAL CU** PO Box 3000 Merrifield, VA 22119 1 Maine branch	N/A	38,131	103,482
Ryan Poulin, CEO **NEW DIMENSIONS FEDERAL CU** 61 Grove St. Waterville, ME 04901-5826	52,679	44,887	31,433
Shelly Page, CEO **NEW ENGLAND UNITED METHODIST FEDERAL CU** PO Box 245 Westbrook, ME 04098	3,267	3,007	1,796
David Rossignol, CEO **NORSTATE FEDERAL CU** 78 Fox St. Madawaska, ME 04756	129,866	102,414	102,190
Joseph Chapin, CEO **OCEAN COMMUNITIES FEDERAL CU** 1 Pool St., PO Box 1961 Biddeford, ME 04005-1961	138,229	120,611	112,571

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

FEDERALLY CHARTERED CREDIT UNIONS AUTHORIZED TO DO BUSINESS IN MAINE

	Assets	06/30/09 $ in (000's) Shares & Deposits	Loans
Roland Poirier, CEO **OTIS FEDERAL CU** 170 Main St., PO Box 27 Jay, ME 04329-0027	112,127	92,271	72,561
Matthew Kaubris, CEO **OXFORD FEDERAL CU** 225 River Rd., PO Box 252 Mexico, ME 04257-0252	130,434	114,181	102,603
Steve Baillargeon, CEO **PENOBSCOT COUNTY FEDERAL CU** 191 Main St., PO Box 434 Old Town, ME 04468-0434	42,485	39,071	34,752
John Barry, CEO **PORTLAND MAINE POLICE DEPARTMENT FEDERAL CU** 109 Middle St. Portland, ME 04101	7,264	6,847	6,311
Lillian Turner, CEO **R.C.H. FEDERAL CU** 420 Franklin St. Rumford, ME 04276	438	352	143
Philippe Moreau, CEO **RAINBOW FEDERAL CU** 391 Main St., PO Box 741 Lewiston, ME 04243-0741	150,782	119,570	87,980
Kyle Casburn, CEO **SEABOARD FEDERAL CU** 177 Main St., PO Box G Bucksport, ME 04416-1207	91,945	81,646	66,843
James Lemieux, CEO **SEBASTICOOK VALLEY FEDERAL CU** 14 Sebasticook St., PO Box 10 Pittsfield, ME 04967-0010	57,243	45,726	47,110
Diana Garcia, CEO **SEMICONDUCTOR OF ME FEDERAL CU** 333 Western Ave. South Portland, ME 04106-0022	12,537	10,848	6,610

FEDERALLY CHARTERED
CREDIT UNIONS
AUTHORIZED TO DO BUSINESS IN MAINE

	Assets	06/30/09 $ in (000's) Shares & Deposits	Loans
Susan Thurlow, CEO **SHAW'S EMPLOYEES FEDERAL CU** 205 Spencer Dr. Wells, ME 04090-5553	7,380	5,345	3,047
MaryAnn Chamberlain, CEO **ST. AGATHA FEDERAL CU** 315 Mason St., PO Box 130 Saint Agatha, ME 04772-0130	15,975	14,591	8,364
Karen Denis, CEO **TACONNET FEDERAL CU** 60 Benton Ave. Winslow, ME 04901-6798	43,789	40,954	27,118
Kenneth Hensler, CEO **THE COUNTY FEDERAL CU** 82 Bennett Dr., PO Box 939 Caribou, ME 04736-1944	116,973	104,338	81,227
Chris Daudelin, CEO **TOWN & COUNTRY FEDERAL CU** 557 Main St., PO Box 9420 South Portland, ME 04106-9420	188,387	171,876	126,622
Kenneth Acker, CEO **TRUCHOICE FEDERAL CU** 272 Park Ave., PO Box 10659 Portland, ME 04104-6059	70,346	61,402	57,063
Cathy Bond, CEO **WINSLOW COMMUNITY FEDERAL CU** 12 Monument St., PO Box 8117 Winslow, ME 04901	22,721	20,139	12,198
Jeffrey Seguin, CEO **WINTHROP AREA FEDERAL CU** 22 Highland Ave., PO Box 55 Winthrop, ME 04364	48,083	42,829	31,000
James Nelson, CEO **YORK COUNTY FEDERAL CU** 1516 Main St. Sanford, ME 04073-3530	185,884	132,875	127,777
TOTAL: 56	**3,668,192**	**3,140,880**	**2,588,020**

DEPARTMENT OF PROFESSIONAL & FINANCIAL REGULATION
MAINE BUREAU OF FINANCIAL INSTITUTIONS

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624-8570

MISSION

The mission of the Bureau of Financial Institutions is to ensure the strength, stability and efficiency of all Maine-chartered financial institutions, and to ensure their reasonable and orderly competition, thereby encouraging the development and expansion of those financial services advantageous to the public welfare.

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