

FIRST NATIONAL LINCOLN CORP /ME/

Form 10-Q

November 06, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

**FORM 10-Q**  Quarterly Report Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

For the quarterly period ended September 30, 2008

Commission File Number 0-26589

**THE FIRST BANCORP, INC.**

(Exact name of Registrant as specified in its charter) **MAINE 01-0404322**

(State or other jurisdiction of incorporation or organization)(I.R.S. Employer Identification No.)

**MAIN STREET, DAMARISCOTTA, MAINE 04543**

(Address of principal executive offices) (Zip code)

**(207) 563-3195**

Registrant's telephone number, including area code

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

Yes  No

Edgar Filing: FIRST NATIONAL LINCOLN CORP /ME/ - Form 10-Q

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

Large accelerated filer  Accelerated filer  Non-accelerated filer

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

Yes  No

Indicate the number of shares outstanding of each of the registrant's classes of common stock as of November 1, 2008

**Common Stock: 9,694,003 shares**

---

**Table of Contents**

<b>Part I. Financial Information</b>	<b>1</b>
<b>Selected Financial Data (Unaudited)</b>	<b>1</b>
<b>Item 1 Financial Statements</b>	<b>2</b>
<i>Report of Independent Registered Public Accounting Firm</i>	<b>2</b>
<i>Consolidated Balance Sheets (Unaudited)</i>	<b>3</b>
<i>Consolidated Statements of Income (Unaudited)</i>	<b>4</b>
<i>Consolidated Statements of Changes in Shareholders' Equity (Unaudited)</i>	<b>5</b>
<i>Consolidated Statements of Cash Flows (Unaudited)</i>	<b>6</b>
<b>Notes to Consolidated Financial Statements</b>	<b>7</b>
<i>Note 1 Basis of Presentation</i>	<b>7</b>
<i>Note 2 Common Stock</i>	<b>7</b>
<i>Note 3 Stock Options</i>	<b>7</b>
<i>Note 4 Earnings Per Share</i>	<b>8</b>
<i>Note 5 Postretirement Benefit Plans</i>	<b>9</b>
<i>Note 6 Goodwill and Other Intangible Assets</i>	<b>10</b>
<i>Note 7 Mortgage Servicing Rights</i>	<b>10</b>
<i>Note 8 Derivative Financial Instruments</i>	<b>11</b>
<i>Note 9 Income Taxes</i>	<b>11</b>
<i>Note 10 Reclassifications</i>	<b>11</b>
<i>Note 11 Fair Value Disclosures</i>	<b>11</b>
<i>Note 12 Impact of Recently Issued Accounting Standards</i>	<b>13</b>
<b>Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations</b>	<b>14</b>
<i>Critical Accounting Policies</i>	<b>14</b>
<i>Executive Summary</i>	<b>14</b>
<i>Net Interest Income</i>	<b>15</b>
<i>Provision for Loan Losses</i>	<b>17</b>
<i>Non-Interest Income</i>	<b>17</b>
<i>Non-Interest Expense</i>	<b>17</b>
<i>Income Taxes</i>	<b>17</b>
<i>Investments</i>	<b>18</b>
<i>Loans</i>	<b>18</b>
<i>Allowance for Loan Losses</i>	<b>18</b>
<i>Non-Performing Assets</i>	<b>19</b>
<i>Goodwill</i>	<b>19</b>
<i>Deposits</i>	<b>20</b>
<i>Borrowed Funds</i>	<b>20</b>
<i>Shareholders' Equity</i>	<b>20</b>
<i>Average Daily Balance Sheets</i>	<b>21</b>
<i>Off-Balance Sheet Financial Instruments</i>	<b>22</b>
<i>Sale of Loans</i>	<b>22</b>
<i>Contractual Obligations</i>	<b>22</b>
<i>Liquidity Management</i>	<b>22</b>
<i>Forward-Looking Statements</i>	<b>22</b>
<b>Item 3 Quantitative and Qualitative Disclosures About Market Risk</b>	<b>23</b>
<i>Market-Risk Management</i>	<b>23</b>
<i>Asset/Liability Management</i>	<b>23</b>
<i>Interest Rate Risk Management</i>	<b>24</b>
<b>Item 4: Controls and Procedures</b>	<b>25</b>
<b>Part II Other Information</b>	<b>26</b>
<b>Item 1 Legal Proceedings</b>	<b>26</b>
<b>Item 1a Risk Factors</b>	<b>26</b>
<b>Item 2 Unregistered Sales of Equity Securities and Use of Proceeds</b>	<b>26</b>
<b>Item 3 Default Upon Senior Securities</b>	<b>27</b>
<b>Item 4 Submission of Matters to a Vote of Security Holders</b>	<b>27</b>
<b>Item 5 Other Information</b>	<b>27</b>
<b>Item 6 Exhibits</b>	<b>28</b>
<b>Signatures</b>	<b>29</b>

**Part I. Financial Information****Selected Financial Data (Unaudited)**

The First Bancorp, Inc. and Subsidiary

<i>Dollars in thousands, except for per share amounts</i>	<b>For the nine months ended</b>		<b>For the quarters ended</b>	
	<b><u>September 30</u></b>		<b><u>September 30</u></b>	
	<b>2008</b>	2007	<b>2008</b>	2007
<b>Summary of Operations</b>				
Interest Income	<b>\$ 53,735</b>	\$ 52,989	<b>\$ 17,891</b>	\$ 18,538
Interest Expense	<b>26,353</b>	29,655	<b>8,268</b>	10,381
Net Interest Income	<b>27,382</b>	23,334	<b>9,623</b>	8,157
Provision for Loan Losses	<b>2,314</b>	850	<b>875</b>	300
Non-Interest Income	<b>7,550</b>	7,603	<b>2,856</b>	2,985
Non-Interest Expense	<b>17,158</b>	16,602	<b>6,284</b>	6,000
Net Income	<b>11,026</b>	9,613	<b>3,832</b>	3,414
<b>Per Common Share Data</b>				
Basic Earnings per Share	<b>\$ 1.14</b>	\$ 0.98	<b>\$ 0.40</b>	\$ 0.35
Diluted Earnings per Share	<b>1.13</b>	0.98	<b>0.39</b>	0.35
Cash Dividends Declared	<b>0.570</b>	0.510	<b>0.195</b>	0.175
Book Value	<b>11.96</b>	11.43	<b>11.96</b>	11.43
Tangible Book Value	<b>9.10</b>	8.61	<b>9.10</b>	8.61
Market Value	<b>19.60</b>	15.08	<b>19.60</b>	15.08
<b>Financial Ratios</b>				
Return on Average Equity <sup>1</sup>	<b>12.67%</b>	11.74%	<b>12.98%</b>	12.22%
Return on Average Tangible Equity <sup>1</sup>	<b>16.63%</b>	15.71%	<b>16.95%</b>	16.29%
Return on Average Assets <sup>1</sup>	<b>1.17%</b>	1.13%	<b>1.17%</b>	1.15%
Average Equity to Average Assets	<b>9.19%</b>	9.60%	<b>9.02%</b>	9.38%
Average Tangible Equity to Average Assets	<b>7.01%</b>	7.17%	<b>6.91%</b>	7.03%
Net Interest Margin Tax-Equivalent <sup>1</sup>	<b>3.27%</b>	3.11%	<b>3.31%</b>	3.11%
Dividend Payout Ratio	<b>50.00%</b>	52.04%	<b>48.75%</b>	50.00%
Allowance for Loan Losses/Total Loans	<b>0.86%</b>	0.75%	<b>0.86%</b>	0.75%
Non-Performing Loans to Total Loans	<b>0.78%</b>	0.20%	<b>0.78%</b>	0.20%
Non-Performing Assets to Total Assets	<b>0.74%</b>	0.20%	<b>0.74%</b>	0.20%
Efficiency Ratio <sup>2</sup>	<b>46.74%</b>	50.96%	<b>48.12%</b>	51.28%
<b>At Period End</b>				
Total Assets	<b>\$1,311,262</b>	\$1,202,579	<b>\$1,311,262</b>	\$1,202,579
Total Loans	<b>960,897</b>	891,675	<b>960,897</b>	891,675
Total Investment Securities	<b>261,057</b>	219,855	<b>261,057</b>	219,855
Total Deposits	<b>918,992</b>	811,395	<b>918,992</b>	811,395
Total Shareholders' Equity	<b>115,872</b>	112,105	<b>115,872</b>	112,105

<sup>1</sup>Annualized using a 365-day basis<sup>2</sup>The Company uses the following formula in calculating its efficiency ratio:

Non-Interest Expense - Loss on Securities Sales

Tax-Equivalent Net Interest Income + Non-Interest Income    Gains on Securities Sales



**Item 1 Financial Statements**

***Report of Independent Registered Public Accounting Firm***

The Board of Directors and Shareholders

The First Bancorp, Inc.

We have reviewed the accompanying interim consolidated financial information of The First Bancorp, Inc. and Subsidiary as of September 30, 2008 and 2007 and for the three-month and nine-month periods then ended. These financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit in accordance with standards of the Public Company Accounting Oversight Board (United States), the objective of which is to express an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

/s/ Berry, Dunn, McNeil & Parker

Portland, Maine

November 6, 2008



**Consolidated Balance Sheets (Unaudited)**

The First Bancorp, Inc. and Subsidiary

<i>In thousands of dollars</i>	<b>September 30, 2008</b>	December 31, 2007	September 30, 2007
<b>Assets</b>			
Cash and due from banks	<b>\$ 21,667</b>	\$ 17,254	\$ 27,339
Overnight funds sold	-	-	-
Securities available for sale	<b>35,306</b>	40,461	44,430
Securities to be held to maturity (fair value \$219,483 at September 30, 2008, \$181,132 at December 31, 2007 and \$171,645 at September 30, 2007)	<b>225,751</b>	181,354	175,425
Loans held for sale (fair value approximates cost)	<b>1,203</b>	1,817	1,313
Loans	<b>960,897</b>	920,164	891,675
Less: allowance for loan losses	<b>8,303</b>	6,800	6,714
Net loans	<b>952,594</b>	913,364	884,961
Accrued interest receivable	<b>6,785</b>	6,585	7,360
Premises and equipment	<b>16,301</b>	16,481	15,526
Other real estate owned	<b>2,168</b>	827	625
Goodwill	<b>27,684</b>	27,684	27,684
Other assets	<b>21,803</b>	17,423	17,916
<b>Total Assets</b>	<b>\$ 1,311,262</b>	\$1,223,250	\$1,202,579
<b>Liabilities</b>			
Demand deposits	<b>\$ 75,753</b>	\$ 60,637	\$ 72,597
NOW deposits	<b>110,365</b>	101,680	110,051
Money market deposits	<b>123,157</b>	124,033	114,620
Savings deposits	<b>85,230</b>	86,611	91,708
Certificates of deposit	<b>413,913</b>	301,364	311,773
Certificates \$100,000 and over	<b>110,574</b>	106,955	110,646
Total deposits	<b>918,992</b>	781,280	811,395
Borrowed funds	<b>264,617</b>	316,719	267,011
Other liabilities	<b>11,781</b>	12,583	12,068
Total Liabilities	<b>1,195,390</b>	1,110,582	1,090,474
<b>Shareholders' Equity</b>			
Common stock	<b>97</b>	97	98
Additional paid-in capital	<b>43,995</b>	44,762	45,926
Retained earnings	<b>72,939</b>	67,647	65,911
Accumulated other comprehensive (loss) income			
Net unrealized gain (loss) on securities available-for-sale	<b>(899)</b>	436	507
Net unrealized loss on postretirement benefit costs	<b>(260)</b>	(274)	(337)
Total Shareholders' Equity	<b>115,872</b>	112,668	112,105
<b>Total Liabilities &amp; Shareholders' Equity</b>	<b>\$ 1,311,262</b>	\$1,223,250	\$1,202,579
<b>Common Stock</b>			
Number of shares authorized	<b>18,000,000</b>	18,000,000	18,000,000
Number of shares issued and outstanding	<b>9,689,711</b>	9,732,493	9,810,329
Book value per share	<b>\$11.96</b>	\$11.58	\$11.43
See Report of Independent Registered Public Accounting Firm.			

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





**Consolidated Statements of Income (Unaudited)**

The First Bancorp, Inc. and Subsidiary

<i>In thousands of dollars</i>	<b>For the nine months ended September 30,</b>		<b>For the quarters ended September 30,</b>	
	<b>2008</b>	2007	<b>2008</b>	2007
<b>Interest income</b>				
Interest and fees on loans	<b>\$44,219</b>	\$44,959	<b>\$14,570</b>	\$15,554
Interest on deposits with other banks	-	-	-	-
Interest and dividends on investments	<b>9,516</b>	8,030	<b>3,321</b>	2,984
Total interest income	<b>53,735</b>	52,989	<b>17,891</b>	18,538
<b>Interest expense</b>				
Interest on deposits	<b>18,041</b>	22,661	<b>5,692</b>	7,792
Interest on borrowed funds	<b>8,312</b>	6,994	<b>2,576</b>	2,589
Total interest expense	<b>26,353</b>	29,655	<b>8,268</b>	10,381
Net interest income	<b>27,382</b>	23,334	<b>9,623</b>	8,157
Provision for loan losses	<b>2,314</b>	850	<b>875</b>	300
Net interest income after provision for loan losses	<b>25,068</b>	22,484	<b>8,748</b>	7,857
<b>Non-interest income</b>				
Investment management and fiduciary income	<b>1,138</b>	1,345	<b>358</b>	389
Service charges on deposit accounts	<b>2,191</b>	2,059	<b>703</b>	659
Net securities gains	<b>6</b>	-	<b>(22)</b>	-
Mortgage origination and servicing income	<b>370</b>	378	<b>154</b>	164
Other operating income	<b>3,845</b>	3,821	<b>1,663</b>	1,773
Total non-interest income	<b>7,550</b>	7,603	<b>2,856</b>	2,985
<b>Non-interest expense</b>				
Salaries and employee benefits	<b>8,625</b>	8,153	<b>2,945</b>	2,819
Occupancy expense	<b>1,150</b>	1,089	<b>376</b>	341
Furniture and equipment expense	<b>1,508</b>	1,456	<b>566</b>	487
Amortization of identified intangibles	<b>213</b>	213	<b>71</b>	71
Other operating expense	<b>5,662</b>	5,691	<b>2,326</b>	2,282
Total non-interest expense	<b>17,158</b>	16,602	<b>6,284</b>	6,000
Income before income taxes	<b>15,460</b>	13,485	<b>5,320</b>	4,842
Applicable income taxes	<b>4,434</b>	3,872	<b>1,488</b>	1,428
<b>NET INCOME</b>	<b>\$11,026</b>	\$9,613	<b>\$ 3,832</b>	\$ 3,414
<b>Earnings per common share:</b>				
Basic earnings per share	<b>\$ 1.14</b>	\$ 0.98	<b>\$ 0.40</b>	\$ 0.35
Diluted earnings per share	<b>\$ 1.13</b>	\$ 0.98	<b>\$ 0.39</b>	\$ 0.35
Cash dividends declared per share	<b>\$0.570</b>	\$0.510	<b>\$0.195</b>	\$0.175
Weighted average number of shares outstanding	<b>9,703,901</b>	9,792,944	<b>9,689,053</b>	9,807,680
Incremental shares	<b>20,103</b>	26,097	<b>21,290</b>	25,522
See Report of Independent Registered Public Accounting Firm.				

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

**Consolidated Statements of Changes in Shareholders Equity (Unaudited)**

The First Bancorp, Inc. and Subsidiary

<i>In thousands of dollars except number of shares</i>	Number of common shares	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income (loss)	Total shareholders equity
<b>Balance at December 31, 2006</b>	<b>9,770,792</b>	<b>\$ 98</b>	<b>\$ 45,587</b>	<b>\$ 61,298</b>	<b>\$ 344</b>	<b>\$ 107,327</b>
Net income	-	-	-	9,613	-	9,613
Net unrealized loss on securities available for sale, net of tax benefit of \$101	-	-	-	-	(189)	(189)
Net change in unrecognized transition obligation for postretirement benefits, net of tax of \$9	-	-	-	-	15	15
Comprehensive income	-	-	-	9,613	(174)	9,439
Cash dividends declared	-	-	-	(5,000)	-	(5,000)
Equity compensation expense	-	-	48	-	-	48
Payment to repurchase common stock	(23,157)	-	(375)	-	-	(375)
Proceeds from sale of common stock	62,694	-	666	-	-	666
<b>Balance at September 30, 2007</b>	<b>9,810,329</b>	<b>\$ 98</b>	<b>\$ 45,926</b>	<b>\$ 65,911</b>	<b>\$ 170</b>	<b>\$ 112,105</b>
<b>Balance at December 31, 2007</b>						
<b>as previously stated</b>	<b>9,732,493</b>	<b>\$ 97</b>	<b>\$44,762</b>	<b>\$ 67,647</b>	<b>\$ 162</b>	<b>\$ 112,668</b>
Cumulative effect of accounting change for split-dollar life insurance	-	-	-	(215)	-	(215)
<b>Balance at January 1, 2008</b>						
<b>after accounting change</b>	<b>9,732,493</b>	<b>\$ 97</b>	<b>\$ 44,762</b>	<b>\$ 67,432</b>	<b>\$ 162</b>	<b>\$ 112,453</b>
Net income	-	-	-	11,026	-	11,026
Net unrealized loss on securities available for sale, net of tax benefit of \$719	-	-	-	-	(1,335)	(1,335)
Unrecognized transition obligation for postretirement benefits, net of taxes of \$8	-	-	-	-	14	14
Comprehensive income	-	-	-	11,026	(1,321)	9,705
Cash dividends declared	-	-	-	(5,527)	-	(5,527)
Equity compensation expense	-	-	28	-	-	28
Payment to repurchase common stock	(84,868)	-	(1,347)	-	-	(1,347)
Proceeds from sale of common stock	42,086	-	552	-	-	552
Tax benefit of disqualifying disposition of incentive stock option shares	-	-	-	8	-	8
<b>Balance at September 30, 2008</b>	<b>9,689,711</b>	<b>\$ 97</b>	<b>\$ 43,995</b>	<b>\$ 72,939</b>	<b>\$ (1,159)</b>	<b>\$ 115,872</b>

See Report of Independent Registered Public Accounting Firm.

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



**Consolidated Statements of Cash Flows (Unaudited)**

The First Bancorp, Inc. and Subsidiary

<i>In thousands of dollars</i>	<b>For nine months ended September 30,</b>	
	<b>2008</b>	<b>2007</b>
<b>Cash flows from operating activities</b>		
Net income	<b>\$ 11,026</b>	\$ 9,613
<b>Adjustments to reconcile net income to net cash provided by operating activities</b>		
Depreciation	<b>923</b>	921
Provision for loan losses	<b>2,314</b>	850
Loans originated for resale	<b>(16,543)</b>	(19,027)
Proceeds from sales and transfers of loans	<b>17,157</b>	18,174
Net gain on sale or call of securities held-to-maturity	<b>(6)</b>	-
Net loss on sale of other real estate owned	<b>-</b>	20
Equity compensation expense	<b>28</b>	48
Net increase in other assets and accrued interest	<b>(4,313)</b>	(2,292)
Net decrease in other liabilities	<b>(2,734)</b>	(412)
Net amortization of premiums on investments	<b>(3,496)</b>	(1,933)
Net acquisition amortization	<b>180</b>	235
Provision for losses on other real estate owned	<b>-</b>	75
Net (gain) loss on sale of real estate	<b>2</b>	(27)
Net cash provided by operating activities	<b>4,538</b>	6,245
<b>Cash flows from investing activities</b>		
Proceeds from maturities, payments and calls of securities available for sale	<b>4,641</b>	3,173
Proceeds from maturities, payments and calls of securities to be held to maturity	<b>83,831</b>	78,989
Proceeds from sales of other real estate owned	<b>-</b>	959
Purchases of securities available for sale	<b>(1,463)</b>	(2,985)
Purchases of securities to be held to maturity	<b>(124,803)</b>	(116,840)
Net increase in loans	<b>(42,885)</b>	(54,610)
Capital expenditures	<b>(745)</b>	(825)
Proceeds from sale of premises and equipment	<b>-</b>	250
Net cash used in investing activities	<b>(81,424)</b>	(91,889)
<b>Cash flows from financing activities</b>		
Net increase (decrease) in demand, savings, and money market accounts	<b>21,544</b>	(8,087)
Net increase in certificates of deposit	<b>116,184</b>	14,302
Advances on long-term borrowings	<b>50,000</b>	90,000
Repayment on long-term borrowings	<b>-</b>	(62,000)
Net increase (decrease) in short-term borrowings	<b>(102,085)</b>	59,138
Payments to repurchase common stock	<b>(1,347)</b>	(375)
Proceeds from sale of common stock	<b>552</b>	666
Dividends paid	<b>(3,549)</b>	(4,849)
Net cash provided by financing activities	<b>81,299</b>	88,795
Net increase in cash and cash equivalents	<b>4,413</b>	3,151
Cash and cash equivalents at beginning of year	<b>17,254</b>	24,188
<b>Cash and cash equivalents at end of period</b>	<b>\$ 21,667</b>	\$ 27,339
Interest paid	<b>\$ 26,122</b>	\$ 29,102
Income taxes paid	<b>\$ 5,346</b>	\$ 4,363
<b>Non-cash transactions</b>		
Change in net unrealized gain on available for sale securities, net of tax	<b>\$ 1,335</b>	\$ (189)
Net transfer from loans to other real estate owned	<b>\$ 1,341</b>	\$ 535
See Report of Independent Registered Public Accounting Firm.		

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



**Notes to Consolidated Financial Statements**

The First Bancorp, Inc. and Subsidiary

***Note 1 Basis of Presentation***

The First Bancorp, Inc. (the Company) is a financial holding company that owns all of the common stock of The First, N.A. (the Bank). At the Company's Annual Meeting of Shareholders on April 30, 2008, the Company's name was changed from First National Lincoln Corporation to The First Bancorp, Inc. The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of Management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. All significant intercompany transactions and balances are eliminated in consolidation. The income reported for the 2008 period is not necessarily indicative of the results that may be expected for the year ending December 31, 2008. For further information, refer to the consolidated financial statements and notes included in the Company's annual report on Form 10-K for the year ended December 31, 2007.

***Note 2 Common Stock***

On August 16, 2007, the Company announced that its Board of Directors had authorized a new program for the repurchase of up to 300,000 shares of the Company's common stock or approximately 3.1% of the outstanding shares. The Board of Directors feels that repurchasing shares continues to be in the best interest of the Company's shareholders and sees stock repurchases as an appropriate use of capital, especially given the recent decline in stock prices for the banking industry.

The Company expects such repurchases to be effected from time to time, in the open market, in private transactions or otherwise, during a period of up to 24 months. The amount and timing of shares to be purchased will be subject to market conditions and will be based on several factors, including the price of the Company's stock and the level of stock issuances under the Company's employee stock plans. No assurance can be given as to the specific timing of the share repurchases or as to whether and to what extent the share repurchase will be consummated.

As of September 30, 2008, the Company had repurchased 171,579 shares under the current repurchase plan at an average price of \$15.50 per share and at a total cost of \$2.7 million. This new stock plan supersedes the buyback program that had been in place since July 21, 2006, which had authorized the repurchase of up to 250,000 or 2.5% of the Company's outstanding shares. As of August 16, 2007, the date the new plan was effective, the Company had repurchased 130,186 shares under the old repurchase plan at an average price of \$16.89 and at a total cost of \$2.2 million.

***Note 3 Stock Options***

The Company established a shareholder-approved stock option plan in 1995, under which the Company may grant options to its employees for up to 600,000 shares of common stock. The Company believes that such awards align the interests of its employees with those of its shareholders. Only incentive stock options may be granted under the plan. The option price of each option grant is determined by the Options Committee of the Board of Directors, and in no instance shall be less than the fair market value on the date of the grant. An option's maximum term is ten years from the date of grant, with 50% of the options granted vesting two years from the date of grant and the remaining 50% vesting five years from date of grant. As of January 16, 2005, all options under this plan had been granted.

Edgar Filing: FIRST NATIONAL LINCOLN CORP /ME/ - Form 10-Q

The Company applies the fair value recognition provisions of Statement of Financial Accounting Standards (SFAS) No. 123 (Revised 2004), Share-Based Payment, to stock-based employee compensation. As a result, \$28,000 in compensation cost is included in the Company's financial statements for the first nine months of 2008. The unrecognized compensation cost to be amortized over a weighted average remaining vesting period of 2.25 years is \$83,000, which is for 21,000 options granted in 2005.

The weighted average fair market value per share was \$4.41 at the time of grant. The fair market value was estimated using the Black-Scholes option pricing model and the following assumptions: quarterly dividends of \$0.12, risk-free interest rate of 4.20%, volatility of 25.81%, and an expected life of ten years, the options' maximum term. Volatility is based on the actual volatility of the Company's stock during the quarter in which the options were



Edgar Filing: FIRST NATIONAL LINCOLN CORP /ME/ - Form 10-Q

granted. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve at the time of the option grant.

The following table summarizes the status of the Company's non-vested options as of September 30, 2008:

	Number of Shares	Weighted Average Grant Date Fair Value
Non-vested at December 31, 2007	21,000	\$4.41
Granted in 2008	-	-
Vested in 2008	-	-
Forfeited in 2008	-	-
Non-vested at September 30, 2008	21,000	\$4.41

During 2008, 13,000 options were exercised, with proceeds paid to the Company of \$84,000. The excess of the fair value of the stock issued upon exercise over the exercise price was \$115,000. A summary of the status of the Company's Stock Option Plan as of September 30, 2008 and changes during the nine-month period then ended, is presented below.

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value (In thousands)
Outstanding at December 31, 2007	89,500	\$12.28		
Granted in 2008	-	-		
Vested in 2008	-	-		
Exercised in 2008	(13,000)	6.43		
Forfeited in 2008	-	-		
Outstanding at September 30, 2008	76,500	\$13.27	4.3	\$484
Exercisable at September 30, 2008	55,500	\$11.49	3.6	\$450

**Note 4 Earnings Per Share**

The following table sets forth the computation of basic and diluted earnings per share (EPS) for the nine months ended September 30, 2008 and 2007:

<i>In thousands, except number of shares and per share data</i>	Income (Numerator)	Shares (Denominator)	Per-Share Amount
<b>For the nine months ended September 30, 2008</b>			
Net income as reported	\$11,026		
Basic EPS: Income available to common shareholders	11,026	9,703,901	\$1.14
Effect of dilutive securities: incentive stock options		20,103	
Diluted EPS: Income available to common shareholders plus assumed conversions	\$11,026	9,724,004	\$1.13
<b>For the nine months ended September 30, 2007</b>			
Net income as reported	\$ 9,613		
Basic EPS: Income available to common shareholders	9,613	9,792,944	\$0.98
Effect of dilutive securities: incentive stock options		26,097	
Diluted EPS: Income available to common shareholders plus assumed conversions	\$ 9,613	9,819,041	\$0.98



Edgar Filing: FIRST NATIONAL LINCOLN CORP /ME/ - Form 10-Q

The following table sets forth the computation of basic and diluted earnings per share (EPS) for the three months ended September 30, 2008 and 2007:

<i>In thousands, except number of shares and per share data</i>	Income (Numerator)	Shares (Denominator)	Per-Share Amount
<b>For the quarter ended September 30, 2008</b>			
Net income as reported	\$3,832		
Basic EPS: Income available to common shareholders	3,832	9,689,053	\$0.40
Effect of dilutive securities: incentive stock options		21,290	
Diluted EPS: Income available to common shareholders plus assumed conversions	\$3,832	9,710,343	\$0.39
<b>For the quarter ended September 30, 2007</b>			
Net income as reported	\$3,414		
Basic EPS: Income available to common shareholders	3,414	9,807,680	\$0.35
Effect of dilutive securities: incentive stock options		25,522	
Diluted EPS: Income available to common shareholders plus assumed conversions	\$3,414	9,833,202	\$0.35

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

**Note 5 Postretirement Benefit Plans**

In December 2006, the Company implemented SFAS No. 158, Employers Accounting for Defined Benefit Pension and Other Postretirement Plans an amendment of FASB Statements No. 87, 88, 106, and 132(R). This Statement requires an employer to recognize the overfunded or underfunded status of a defined benefit postretirement plan (other than a multiemployer plan) as an asset or liability in its balance sheet and to recognize changes in the funded status in the year in which the changes occur through comprehensive income of a business entity. The Bank sponsors postretirement benefit plans which provide certain life insurance and health insurance benefits for certain retired employees and health insurance for retired directors. None of these plans are pre-funded. The following table sets forth the accumulated postretirement benefit obligation and funded status:

<i>In thousands of dollars</i>	<u>At September 30,</u>	
	2008	2007
<b>Change in benefit obligation</b>		
Benefit obligation at beginning of year	\$1,949	\$2,005
Service cost	12	10
Interest cost	102	94
Benefits paid	(131)	(87)
Benefit obligation at end of period	1,932	2,022
<b>Funded status</b>		
Benefit obligation at end of period	(1,932)	(2,022)
Unamortized prior service cost	-	-
Unamortized net actuarial loss	-	-
Unrecognized transition obligation	-	-
Accrued benefit cost	\$(1,932)	\$(2,022)

The following table sets forth the net periodic pension cost:



<i>In thousands of dollars</i>	<b>For nine months ended</b>		<b>For the quarters ended September</b>	
	<b>September 30,</b>		<b>30,</b>	
	<b>2008</b>	2007	<b>2008</b>	2007
<b>Components of net periodic benefit cost</b>				
Service cost	\$ 12	\$ 10	\$ 4	\$ 4
Interest cost	102	94	31	31
Amortization of unrecognized transition obligation	21	22	8	8
Amortization of prior service credit	(3)	(2)	(1)	(1)
Amortization of accumulated losses	2	3	1	1
Net periodic benefit cost	\$134	\$127	\$43	\$43

Amounts not yet reflected in net periodic benefit cost and included in accumulated other comprehensive income are as follows:

<i>In thousands of dollars</i>	<b>At September</b>	
	<b>30,</b>	
	<b>2008</b>	2007
Unamortized prior service credit	\$ 3	\$ 7
Unamortized net actuarial loss	(274)	(368)
Unrecognized transition obligation	(129)	(157)
	(400)	(518)
Deferred tax benefit at 35%	140	181
Net unrecognized postretirement benefits included in accumulated other comprehensive income	\$ (260)	\$ (337)

A weighted average discount rate of 7.0% was used in determining the accumulated benefit obligation and the net periodic benefit cost. The measurement date for benefit obligations was as of year-end for prior years presented. The expected benefit payments for the fourth quarter of 2008 are \$37,000 and the expected benefit payments for all of 2008 are \$141,000. There is no expected contribution for 2008. Plan expense for 2008 is estimated to be \$180,000.

#### **Note 6 Goodwill and Other Intangible Assets**

As of December 31, 2007, in accordance with SFAS No. 142, Goodwill and Other Intangible Assets, the Company completed its annual review of goodwill and determined there has been no impairment.

#### **Note 7 Mortgage Servicing Rights**

SFAS No. 156, Accounting for Servicing of Financial Assets, requires all separately recognized servicing assets and servicing liabilities to be initially measured at fair value, if practicable. Servicing assets and servicing liabilities are reported using the amortization method or the fair value measurement method. In evaluating the carrying values of mortgage servicing rights, the Company obtains third party valuations based on loan level data including note rate, type and term of the underlying loans. The model utilizes several assumptions, the most significant of which is loan prepayments, calculated using a three-month moving average of weekly prepayment data published by the Public Securities Association (PSA) and modeled against the serviced loan portfolio, and the discount rate to discount future cash flows. As of September 30, 2008, the prepayment assumption using the PSA model was 175, which translates into an anticipated prepayment rate of 10.50%. The discount rate is the quarterly average ten-year U.S. Treasuries plus 5.0%. Other assumptions include delinquency rates, foreclosure rates, servicing cost inflation, and annual unit loan cost. All assumptions are adjusted periodically to reflect current circumstances. Amortization of mortgage servicing

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

For the nine months ended September 30, 2008 and 2007, servicing rights capitalized totaled \$236,000 and \$258,000, respectively. Servicing rights capitalized for the three month periods ended September 30, 2008 and 2007, were \$72,000 and \$99,000 respectively. For the nine months ended September 30, 2008 and 2007, servicing rights amortized totaled \$338,000 and \$362,000, respectively. Servicing rights amortized for the three month periods ended

Edgar Filing: FIRST NATIONAL LINCOLN CORP /ME/ - Form 10-Q

September 30, 2008 and 2007, were \$101,000 and \$125,000, respectively. At September 30, 2008 and 2007, the Bank serviced loans for others totaling \$170.0 million and \$168.0 million, respectively. Mortgage servicing rights are included in other assets and detailed in the following table:

<i>In thousands of dollars</i>	<b><u>At September 30,</u></b>	
	<b>2008</b>	2007
Mortgage servicing rights	<b>\$ 3,989</b>	\$ 3,685
Accumulated amortization	<b>(3,247)</b>	(2,801)
Impairment reserve	<b>(26)</b>	(5)
	<b>\$ 716</b>	\$ 879

**Note 8 Derivative Financial Instruments**

The Bank uses an interest rate protection agreement (cap) as a cash flow hedge to eliminate the cash flow exposure of interest rate movements on money-market deposits. The premium paid for the cap is amortized over its life. Any cash payments received are recorded as an adjustment to net interest income. The Bank documents its risk management strategy and hedge effectiveness at the inception of and during the term of the hedge. The cap is designated and qualifies as a cash flow hedge, and thus is recorded at fair value. SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, provides that a cash flow hedge is effective to the extent the variability in its cash flows offsets the variability in the cash flows of the hedged item, in this case the increase in cost of money market deposits. Management has determined that the hedge relationship is 100 percent effective. The amortized cost of the cap, \$30,000 at September 30, 2008, is recorded on the balance sheet. This approximates the fair value of the derivative, and as a result, no unrealized gain or loss, net of applicable income taxes, is recorded in other comprehensive loss in the statement of changes in shareholders' equity for the period ended September 30, 2008.

**Note 9 Income Taxes**

In June 2006, the Financial Accounting Standards Board (FASB) issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*, an interpretation of FASB Statement 109 (FIN 48). This statement clarifies the criteria that an individual tax position must satisfy for some or all of the benefits of that position to be recognized in a company's financial statements. FIN 48 prescribes a recognition threshold of more-likely-than-not, and a measurement attribute for all tax positions taken or expected to be taken on a tax return, in order for those tax positions to be recognized in the financial statements. Effective January 1, 2007, the Company has adopted the provisions of FIN 48 and there was no material effect on the financial statements, and no cumulative effect. The Company is currently open to audit under the statute of limitations by the IRS for the years ended December 31, 2005 through 2007.

**Note 10 Reclassifications**

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

**Note 11 Fair Value Disclosures**

Certain assets and liabilities are recorded at fair value to provide additional insight into the Company's quality of earnings. Some of these assets and liabilities are measured on a recurring basis while others are measured on a nonrecurring basis, with the determination based upon applicable existing accounting pronouncements. For example, securities available for sale and derivative financial instruments are recorded at fair value on a recurring basis. Other assets, such as, mortgage servicing rights, loans held for sale, and impaired loans, are recorded at fair value on a nonrecurring basis using the lower of cost or market methodology to determine impairment of individual assets.

Under Statement of Financial Accounting 157, Fair Value Measurements, the Company groups assets and liabilities which are recorded at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. A financial instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement (with level 1 considered highest and level 3 considered lowest). A brief description of each level follows.

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



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

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

The most significant instruments that The First Bancorp fair values include securities and derivative instruments, all of which fall into Level 2 in the fair value hierarchy. The securities in the available for sale portfolio are priced by independent providers. In obtaining such valuation information from third parties, the Company has evaluated their valuation methodologies used to develop the fair values in order to determine whether the valuations are representative of an exit price in the Company's principal markets. The Company's principal markets for its securities portfolios are the secondary institutional markets, with an exit price that is predominantly reflective of bid level pricing in those markets. Derivative instruments are priced by independent providers using observable market assumptions with adjustments based on widely accepted valuation techniques. A discounted cash flow analysis on the expected cash flows of each derivative reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves, implied volatilities, and credit valuation adjustments.

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

**Securities Available for Sale.** Investment securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices for similar assets, if available. If quoted prices are not available, fair values are measured using matrix pricing models, or other model-based valuation techniques requiring observable inputs other than quoted prices such as yield curves, prepayment speeds, and default rates. Recurring Level 1 securities would include U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets. Recurring Level 2 securities include federal agency securities, mortgage-backed securities, collateralized mortgage obligations, municipal bonds and corporate debt securities.

**Derivative Financial Instruments.** Substantially all derivative financial instruments held by the Company are traded in over-the-counter markets where quoted market prices are not readily available. For those derivatives, the Company measures fair value based upon pricing for similar derivative instruments if they were purchased today. The Company classifies derivative financial instruments held or issued for risk management as recurring Level 2.

The following table presents the balances of assets and liabilities that were measured at fair value on a recurring basis as of September 30, 2008.

<i>In thousands of dollars</i>	<b>At September 30, 2008</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Securities available for sale	\$ -	\$ 35,306	\$ -	\$ 35,306
Derivative financial instruments	-	30	-	30
<b>Total Assets</b>	\$ -	\$ 35,336	\$ -	\$ 35,336

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

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

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

**Other Real Estate Owned.** Real estate acquired through foreclosure is recorded at the lower of carrying value or market value. The fair value of other real estate owned is based on property appraisals and an analysis of similar properties currently available. As such, the Company records other real estate owned as nonrecurring Level 2.

**Impaired Loans.** A loan is considered to be impaired when it is probable that all of the principal and interest due under the original underwriting terms of the loan may not be collected. Impairment is measured based on the fair value of the

Edgar Filing: FIRST NATIONAL LINCOLN CORP /ME/ - Form 10-Q

underlying collateral. The Company measures impairment on all nonaccrual loans for which it has established specific reserves as part of the specific allocated allowance component of the allowance for loan losses. As such, the Company records impaired loans as nonrecurring Level 2.

The following table includes assets measured at fair value on a nonrecurring basis that have had a fair value adjustment since their initial recognition as of March 31, 2008.

<i>In thousands of dollars</i>	<b>At September 30, 2008</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Mortgage servicing rights	\$ -	\$ 716	\$ -	\$ 716
Loans held for sale	-	1,203	-	1,203
Other real estate owned	-	2,168	-	2,168
Impaired loans	-	7,571	-	7,571
<b>Total Assets</b>	<b>\$ -</b>	<b>\$ 11,658</b>	<b>\$ -</b>	<b>\$ 11,658</b>

**Note 12 Impact of Recently Issued Accounting Standards**

In September 2006, FASB issued Statement of Financial Accounting Standards (SFAS) No. 157, Fair Value Measurements. SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. The statement establishes a fair value hierarchy about the assumptions used to measure fair value and clarifies assumptions about risk and the effect of a restriction on the sale or use of an asset. This Statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. In February 2008, FASB issued FASB Staff Position ( FSP ) No. FAS 157-2, Effective Date of FASB Statement No. 157, which delays the effective date for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value on a recurring basis (at least annually) to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years. Although this Statement does not require any new fair value measurements, it has expanded our fair value disclosures.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities, which gives entities the option to measure eligible financial assets and financial liabilities at fair value on an instrument-by-instrument basis. The election to use the fair value option is available when an entity first recognizes a financial asset or financial liability. Subsequent changes in fair value must be recorded in earnings. SFAS No. 159 contains provisions to apply the fair value option to existing eligible financial instruments at the date of adoption. This statement is effective as of the beginning of an entity's first fiscal year after November 15, 2007. The Company did not take the fair value option under SFAS No. 159 for any financial assets or financial liabilities.

Effective January 1, 2008, the Company adopted the provisions of Emerging Issues Task Force (EITF) 06-10: Accounting for Collateral Assignment Split-Dollar Life Insurance Arrangements. The EITF states that an employer should recognize a liability for the postretirement benefit related to a collateral assignment split-dollar life insurance arrangement. The Company recognized the effect of applying EITF 06-10 as a change in accounting principles through a cumulative-effect adjustment to retained earnings. The cumulative effect of the change on retained earnings on the consolidated balance sheet was \$215,000 to retained earnings.

In December 2007, FASB issued Statement No. 160, Non-controlling Interests in Consolidated Financial Statements an amendment of ARB No. 51 (SFAS No.160). This statement applies to all entities that prepare consolidated financial statements, except not-for-profit organizations, but will affect only those entities that have an outstanding non-controlling interest in one or more subsidiaries or that deconsolidate a subsidiary. This statement amends ARB No. 51 to establish accounting and reporting standards for the non-controlling interest in a subsidiary and for the deconsolidation of a subsidiary. SFAS No. 160 is effective for fiscal years beginning after December 15, 2009. The Company does not expect it will have a material effect on its financial condition or results of operations.

In March 2008, FASB issued Statement No. 161, Disclosures about Derivative Instruments and Hedging Activities an amendment of FASB Statement No. 133 (SFAS No. 161). This statement requires enhanced disclosures about an entity's derivative and hedging activities and thereby improves the transparency of financial reporting. Entities are required to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. SFAS No. 161 is effective for fiscal years and interim

periods beginning after November 15, 2008. The Company is currently evaluating the impact of SFAS No. 161 but does not expect it will have a material effect on its financial condition or results of operations.

**Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations**

The First Bancorp, Inc. and Subsidiary

***Critical Accounting Policies***

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

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

**Goodwill.** Management utilizes numerous techniques to estimate the value of various assets held by the Company, including methods to determine the appropriate carrying value of goodwill as required under SFAS No. 142. In addition, goodwill from a purchase acquisition is subject to ongoing periodic impairment tests, which include an evaluation of the ongoing assets, liabilities and revenues from the acquisition and an estimation of the impact of business conditions.

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

***Executive Summary***

Net income for the nine months ended September 30, 2008 was \$11,026,000, an increase of \$1,413,000 or 14.7% over net income of \$9,613,000 for the comparable period of 2007. The rapid lowering of rates by the Federal Open Market Committee has been very positive for the Company, resulting in funding costs dropping faster than our yield on assets and improving our net interest margin. This, in turn, led to increased net interest income. The Company also saw good growth in earning assets year-to-date. The net interest margin on a tax-equivalent basis increased to 3.27% for the first nine months of 2008 from 3.11% for the same period in 2007. Fully diluted earnings per share for the nine months ended September 30, 2008 were \$1.13, a 15.3% increase from the

\$0.98 reported for the first nine months of 2007.

Net income for the three months ended September 30, 2008 was \$3,832,000, an increase of \$418,000 or 12.2% over net income of \$3,414,000 for the comparable period of 2007. The net interest margin on a tax-equivalent basis increased to 3.31% for the three months ended September 30, 2008 from 3.11% for the same period in 2007. Fully

Page 14

---

Edgar Filing: FIRST NATIONAL LINCOLN CORP /ME/ - Form 10-Q

diluted earnings per share for the three months ended September 30, 2008 were \$0.39, an 11.4 % increase from the \$0.35 reported for the same period of 2007.

Asset quality remains good, although the ratio of non-performing assets to total assets increased to 0.74% at September 30, 2008 compared to 0.30% reported at December 31, 2007 and 0.41% at June 30, 2008. Net chargeoffs for the third quarter were \$372,000 and stand at \$811,000 year to date.

**Net Interest Income**

Total interest income of \$53.7 million for the nine months ended September 30, 2008 is a 1.4% increase from total interest income of \$53.0 million in the comparable period of 2007. Total interest expense of \$26.4 million for the first nine months of 2008 is an 11.1% decrease from total interest expense of \$29.7 million for the first nine months of 2007. Net interest income increased 17.3% or \$4.0 million to \$27.4 for the nine months ended September 30, 2008, from the \$23.3 reported for the same period in 2007.

Total interest income of \$17.9 million for the three months ended September 30, 2008 was down 3.5% from the comparable period of 2007. Total interest expense of \$8.3 million for the three months ended September 30, 2008 is a 20.4% decrease from total interest expense for the third quarter of 2007. Net interest income increased 18.0% to \$9.6 million for the three months ended September 30, 2008, from the \$8.2 million reported for the same period in 2007.

The Company's net interest margin on a tax-equivalent basis increased from 3.11% in the first nine months of 2007 to 3.27% for the nine months ended September 30, 2008. For the three months ended September 30, 2008, the Company's net interest margin was 3.31%, an increase from the 3.11% in the same period of 2007. These increases were due to a combination of lower interest rates and growth in earning assets.

Tax-exempt interest income amounted to \$3.0 million and \$2.8 million for the nine months ended September 30, 2008 and 2007, respectively. For the three months ended September 30, 2008 and 2007, tax-exempt interest income amounted to \$1.0 million for both periods. The following table presents the effect of tax-exempt income on the calculation of the net interest margin, using a 35.0% tax rate in 2008 and 2007:

	For the nine months ended September 30		For the quarters ended September 30	
	2008	2007	2008	2007
Net interest income as presented	27,382	23,334	9,623	8,157
Effect of tax-exempt income	1,642	1,525	535	519
Net interest income, tax equivalent	29,024	24,859	10,158	8,676

The following table presents the amount of interest earned or paid, as well as the average yield or rate on an annualized basis, for each major category of assets or liabilities for the nine months ended September 30, 2008 and 2007. Tax-exempt income is calculated on a tax-equivalent basis, using a 35.0% tax rate in 2008 and 2007.

Nine months ended September 30,	2008		2007	
	Amount of interest	Average Yield/Rate	Amount of interest	Average Yield/Rate
<i>Dollars in thousands</i>				
<b>Interest on earning assets</b>				
Investments	\$10,637	5.99%	\$ 9,106	5.96%
Loans held for sale	102	6.13%	9	7.78%
Loans	44,638	6.31%	45,399	7.03%
Total interest-earning assets	55,377	6.24%	54,514	6.83%
<b>Interest-bearing liabilities</b>				
Deposits	18,041	3.10%	22,661	3.96%
Other borrowings	8,312	3.73%	6,994	4.82%
Total interest-bearing liabilities	26,353	3.27%	29,655	4.13%

<b>Net interest income</b>	<b>\$29,024</b>		\$24,859	
Interest rate spread		<b>2.97%</b>		2.70%
Net interest margin		<b>3.27%</b>		3.11%



Edgar Filing: FIRST NATIONAL LINCOLN CORP /ME/ - Form 10-Q

The following table presents changes in interest income and expense attributable to changes in interest rates and volume for interest-earning assets and interest-bearing liabilities for the nine months ended September 30, 2008 compared to 2007. Tax-exempt income is calculated on a tax-equivalent basis, using a 35.0% tax rate in 2008 and 2007.

**Nine months ended September 30, 2008 compared to 2007**

<i>Dollars in thousands</i>	Volume	Rate	Rate/Volume <sup>1</sup>	Total
<b>Interest on earning assets</b>				
Investment securities	\$1,438	\$ 80	\$ 13	\$1,531
Loans held for sale	19	11	69	99
Loans	4,215	(4,559)	(423)	(767)
Total interest income	5,672	(4,468)	(341)	863
<b>Interest expense</b>				
Deposits	298	(4,854)	(64)	(4,620)
Other borrowings <sup>2</sup>	3,713	(1,564)	(831)	1,318
Total interest expense	4,011	(6,418)	(895)	(3,302)
Change in net interest income	\$1,661	\$ 1,950	\$ 554	\$4,165

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

<sup>2</sup> Includes federal funds purchased.

The following table presents the amount of interest earned or paid, as well as the average yield or rate on an annualized basis, for each major category of assets or liabilities for the quarter ended September 30, 2008 and 2007. Tax-exempt income is calculated on a tax-equivalent basis, using a 35.0% tax rate in 2008 and 2007.

<b>Quarters ended September 30,</b>	<b><u>2008</u></b>		<b><u>2007</u></b>	
<i>Dollars in thousands</i>	<b>Amount of interest</b>	<b>Amount of interest</b>	Amount of interest	Average Yield/Rate
<b>Interest on earning assets</b>				
Investments	\$ 3,710	5.78%	\$ 3,343	5.99%
Loans held for sale	34	6.11%	6	7.33%
Loans	14,682	6.07%	15,708	7.03%
Total interest-earning assets	18,426	6.01%	19,057	6.82%
<b>Interest-bearing liabilities</b>				
Deposits	5,692	2.73%	7,792	3.97%
Other borrowings	2,576	3.71%	2,589	4.80%
Total interest-bearing liabilities	8,268	2.98%	10,381	4.15%
<b>Net interest income</b>	<b>\$10,158</b>		<b>\$ 8,676</b>	
Interest rate spread		3.02%		2.66%
Net interest margin		3.31%		3.11%

The following table presents changes in interest income and expense attributable to changes in interest rates and volume for interest-earning assets and interest-bearing liabilities for the quarter ended September 30, 2008 compared to 2007. Tax-exempt income is calculated on a tax-equivalent basis, using a 35.0% tax rate in 2008 and 2007.

**Quarter ended September 30, 2008 compared to 2007**

<i>Dollars in thousands</i>	Volume	Rate	Rate/Volume <sup>1</sup>	Total
<b>Interest on earning assets</b>				
Investment securities	\$ 503	\$ (119)	\$ (18)	\$ 366
Loans held for sale	4	9	19	32
Loans	1,308	(2,158)	(179)	(1,029)
Total interest income	1,815	(2,268)	(178)	(631)
<b>Interest expense</b>				
Deposits	475	(2,427)	(148)	(2,100)
Other borrowings <sup>2</sup>	744	(588)	(169)	(13)
Total interest expense	1,219	(3,015)	(317)	(2,113)
Change in net interest income	\$ 596	\$ 747	\$ 139	\$ 1,482

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

<sup>2</sup> Includes federal funds purchased.

**Provision for Loan Losses**

A \$2,314,000 provision to the allowance for loan losses was made during the first nine months of 2008, compared to a \$850,000 provision made for the same period of 2007. For the quarter ended September 30, 2008, a \$875,000 provision to the allowance for loan losses was made compared to \$300,000 for the same period in 2007. As a result, the allowance for loan losses has increased \$1.5 million since year end (net of 2008 net chargeoffs) and stands at 0.86% of loans outstanding, a healthy increase from 0.74% of loans outstanding at December 31, 2007.

While the weakness in the national economy has not hit coastal Maine as hard as many other parts of the country, the Company has seen an increase in the level of past-due and non-performing loans. At this point, this has not translated into a significantly higher level of losses, with net chargeoffs of only \$811,000 for the first nine months of 2008, 0.086% of average loans outstanding year-to-date. Given the number of economic uncertainties at this time, however, Management views it prudent to continue to increase the allowance for loan losses.

**Non-Interest Income**

Non-interest income was \$7,550,000 for the nine months ended September 30, 2008, an decrease of 0.7% from the \$7,603,000 reported for the first nine months of 2007. This slight decline in non-interest income was due to decreases in fiduciary income that were mostly offset by service charges on deposit accounts and other operating income.

Non-interest income was \$2,856,000 for the three months ended September 30, 2008, a decrease of 4.3% from the \$2,985,000 reported in the same period for 2007. This decline in non-interest income was primarily due to lower levels of other operating income.

**Non-Interest Expense**

Non-interest expense of \$17,158,000 for the nine months ended September 30, 2008, is an increase of 3.3% compared to non-interest expense of \$16,602,000 for the same period in 2007. This increase was attributable to higher employee costs. Expense control continues to be a major factor in our performance. Non-interest expense of \$6,284,000 for the three months ended

September 30, 2008, is an increase of 4.7% compared to non-interest expense of \$6,000,000 for the same period in 2007. This increase was attributable to higher employee costs as well.

***Income Taxes***

Income taxes on operating earnings were \$4,434,000 for the nine months ended September 30, 2008, up from \$3,872,000 in the same period a year ago. This is in line with the increase in the Company's level of income before taxes.

In June 2006, the FASB issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement 109 (FIN 48). This statement clarifies the criteria that an individual tax position

must satisfy for some or all of the benefits of that position to be recognized in a company's financial statements. FIN 48 prescribes a recognition threshold of more-likely-than-not, and a measurement attribute for all tax positions taken or expected to be taken on a tax return, in order for those tax positions to be recognized in the financial statements. Effective January 1, 2007, the Company adopted the provisions of FIN 48 and there was no material effect on the financial statements. As a result, there was no cumulative effect related to adopting FIN 48. However, certain amounts have been reclassified in the statement of financial position in order to comply with the requirements of the statement. The Company is currently open to audit under the statute of limitations by the Internal Revenue Service for the years ending December 31, 2005 through 2007.

### ***Investments***

The Company's investment portfolio increased by \$39.2 million or 17.7% to \$261.1 million between December 31, 2007, and September 30, 2008. At September 30, 2008, the Company's available for sale portfolio had an unrealized loss, net of taxes, of \$0.9 million. Between September 30, 2007, and September 30, 2008, the Company's investment portfolio increased by \$41.2 million or 18.7%.

### ***Loans***

During the first nine months of 2008, loans grew by \$40.7 million or 4.4%. The growth in commercial loans was \$40.0 million or 9.7% while municipal loans decreased by \$8.4 million or 31.9%. The residential mortgage portfolio increased by \$7.7 million or 2.0% and home equity lines of credit increased \$0.4 million or 0.6% year-to-date. Between September 30, 2007 and September 30, 2008 the loan portfolio increased \$69.2 million or 7.8%, as a result of customer demand.

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

The allowance for loan losses represents the amount available for credit losses inherent in the Company's loan portfolio. Loans are charged off when deemed uncollectible, after giving consideration to factors such as the customer's financial condition, underlying collateral and guarantees, as well as general and industry economic conditions.

Adequacy of the allowance for loan losses is determined using a consistent, systematic methodology, which analyzes the risk inherent in the loan portfolio. In addition to evaluating the collectibility of specific loans when determining the adequacy of the allowance for loan losses, Management also takes into consideration other factors such as changes in the mix and size of the loan portfolio, historic loss experience, the amount of delinquencies and loans adversely classified, and economic trends. The adequacy of the allowance for loan losses is assessed by an allocation process whereby specific loss allocations are made against certain adversely classified loans, and general loss allocations are made against segments of the loan portfolio that have similar attributes. The Company's historical loss experience, industry trends, and the impact of the local and regional economy on the Company's borrowers, are considered by Management in determining the adequacy of the allowance for loan losses.

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

Credit quality of the commercial portfolios is quantified by a credit rating system designed to parallel regulatory criteria and categories of loan risk. Individual loan officers monitor their loans to ensure appropriate rating assignments are made on a timely basis. Risk ratings and quality of the commercial loan portfolio are also assessed on a regular basis by an independent loan review consulting firm. Ongoing portfolio trend analyses and individual credit reviews to evaluate loan risk and compliance with corporate lending policies are also performed. The level of allowance allocable to each group of risk-rated loans is then determined by applying a loss factor that estimates the amount of probable loss in each category. The assigned loss factor for each risk rating is based upon Management's

assessment of historical loss data, portfolio characteristics, economic trends, overall market conditions and past experience.

Consumer loans, which include residential mortgages, home equity loans/lines, and direct/indirect loans, are generally evaluated as a group based on product type and on the basis of delinquency data and other credit data available due to the large number of such loans and the relatively small size of individual credits. Allocations for these loan categories are principally determined by applying loss factors that represent Management's estimate of inherent losses. In each category, inherent losses are estimated based upon Management's assessment of historical loss data, portfolio characteristics, economic trends, overall market conditions and past experience. In addition, certain loans in these categories may be individually risk-rated if considered necessary by Management.

The other method used to allocate the allowance for loan losses entails the assignment of reserve amounts to individual loans on the basis of loan impairment. Certain loans are evaluated individually and are judged to be impaired when Management believes it is probable that the Company will not collect all of the contractual interest and principal payments as scheduled in the loan agreement. Under this method, loans are selected for evaluation based on internal risk ratings or non-accrual status. A specific reserve is allocated to an individual loan when that loan has been deemed impaired and when the amount of a probable loss is estimable on the basis of its collateral value, the present value of anticipated future cash flows, or its net realizable value.

All of these analyses are reviewed and discussed by the Directors' Loan Committee, and recommendations from these processes provide Management and the Board of Directors with independent information on loan portfolio condition. As a result of these analyses, the Company has concluded that the level of the allowance for loan losses was adequate as of September 30, 2008. As of that date, the balance of \$8.3 million was 0.86% of total loans, compared to 0.74% at December 31, 2007 and 0.75% at September 30, 2007. Loans considered to be impaired according to SFAS 114/118 totaled \$7.6 million at September 30, 2008 compared to \$2.9 million at December 31, 2007. At September 30, 2008, impaired loans with specific reserves totaled \$5.6 million compared to \$1.3 million at December 31, 2007. The portion of the allowance for loan losses allocated to impaired loans at September 30, 2008, was \$1.6 million compared to \$0.6 million at December 31, 2007.

In Management's opinion, the level of the Company's allowance for loan losses is adequate. Although the allowance is lower as a percentage of loans than many peers, the Bank's loan portfolio has a higher percentage of residential mortgage loans than peers, which typically reflects a much lower level of credit risk. In coastal Maine, the geographic area which the Company serves, the level of foreclosures has been much lower than in many parts of the United States, and the Company has maintained very high standards when underwriting residential mortgage loans. In addition, the Company's actual historical loan loss experience has been much lower than most of its peer banks, again reflective of our loan portfolio composition.

### ***Non-Performing Assets***

At September 30, 2008, loans on non-accrual status totaled \$7.6 million, which compares to non-accrual loans of \$2.9 million as of December 31, 2007. In addition to loans on non-accrual status at September 30, 2008, loans past due 90 days or more and accruing (calculated on a constant 30-day month basis) totaled \$2.9 million which compares to \$2.3 million as of December 31, 2007. The Company continues to accrue interest on these loans because it believes collection of the interest is reasonably assured. The level of non-performing loans to total loans was 0.78% at September 30, 2008. While this has increased from 0.31% non-performing loans to total loans at December 31, 2007, it remains well-below the level of non-performing loans for the Bank's peer group, which was 1.56% of total loans as of June 30, 2008..

### ***Goodwill***

On January 14, 2005, the Company completed the acquisition of FNB Bankshares of Bar Harbor, Maine, and its subsidiary, The First National Bank of Bar Harbor, which was merged into the Bank. The total value of the transaction was \$48.0 million, and all of the voting equity interest of FNB Bankshares was acquired in the transaction. As of December 31, 2007, in accordance with SFAS No. 142, the Company completed its annual review of goodwill and determined there has been no impairment.

***Deposits***

Page 19

---

## Edgar Filing: FIRST NATIONAL LINCOLN CORP /ME/ - Form 10-Q

During the first nine months of 2008, total deposits increased by \$137.7 million or 17.6% over December 31, 2007. Low-cost deposits (demand, NOW, and savings accounts) increased by \$22.4 million or 9.0% in the first nine months of 2008, and during the same period, certificates of deposit increased \$116.2 million or 28.5%. Between September 30, 2007, and September 30, 2008, deposits increased by 13.3%, or \$107.6 million. Certificates of deposit increased by \$102.1 million, while low-cost deposits decreased by \$3.0 million and money market accounts increased \$8.5 million or 7.4%. The majority of the growth in certificates of deposit, year-to-date, was primarily from wholesale and brokered sources, resulting from a change in funding from borrowed funds to certificates of deposit. Low-cost deposits increased year-to-date as a result of the normal seasonal growth that occurs during the third quarter.

### ***Borrowed Funds***

The Company uses funding from the Federal Home Loan Bank of Boston, the Federal Reserve System, and repurchase agreements, enabling it to grow its balance sheet and its revenues. This funding may also be used to carry out interest rate risk management strategies, and is increased to replace or supplement other sources of funding, including core deposits and certificates of deposit. During the nine months ended September 30, 2008, borrowed funds decreased \$52.1 million or 16.5% from December 31, 2007, as a result of the deposit growth previously noted and a shift in strategy to increase the Bank's immediate sources of liquidity. Between September 30, 2007 and September 30, 2008, borrowed funds decreased by \$2.4 million or 0.9%.

### ***Shareholders Equity***

Shareholders' equity as of September 30, 2008 was \$115.9 million, compared to \$112.7 million as of December 31, 2007. The Company's earnings in the first nine months of 2008, net of dividends paid, added to shareholders' equity. The net unrealized gain/loss on available-for-sale securities, presented in accordance with SFAS 115, decreased by \$1.3 million from December 31, 2007.

In 2008, a cash dividend of 19.5 cents per share was declared in the third quarter compared to 17.5 cents in the third quarter of 2007. The dividend payout ratio was 48.75% in the third quarter of 2008 compared to 50.00% in the third quarter of 2007. In determining future dividend payout levels, the Board of Directors carefully analyzes capital requirements and earnings retention, as set forth in the Company's Dividend Policy. The ability of the Company to pay cash dividends to its shareholders depends on receipt of dividends from its subsidiary, the Bank. The subsidiary may pay dividends to its parent out of so much of its net profits as the Bank's directors deem appropriate, subject to the limitation that the total of all dividends declared by the Bank in any calendar year may not exceed the total of its net profits of that year combined with its retained net profits of the preceding two years. The amount available for dividends in 2008 is this year's net income plus retained earnings of \$9.9 million from 2007 and 2006.

Regulatory leverage capital ratios for the Company were 7.04% and 7.22% at September 30, 2008 and December 31, 2007, respectively. The Company had a tier one risk-based capital ratio of 10.15% and tier two risk-based capital ratio of 11.12% at September 30, 2008, compared to 10.21% and 11.07%, respectively, at December 31, 2007. These are comfortably above the standards to be rated "well-capitalized" by regulatory authorities, qualifying the Company for lower deposit-insurance premiums.

On August 16, 2007, the Company announced that its Board of Directors had authorized a new program for the repurchase of up to 300,000 shares of the Company's common stock or approximately 3.1% of the outstanding shares. The Board of Directors feels that repurchasing shares continues to be in the best interest of the Company's shareholders and sees stock repurchases as an appropriate use of capital, especially given the recent decline in stock prices for the banking industry.

The Company expects such repurchases to be effected from time to time, in the open market, in private transactions or otherwise, during a period of up to 24 months. The amount and timing of shares to be purchased will be subject to market conditions and will be based on several factors, including the price of the Company's stock and the level of stock issuances under the Company's employee stock plans. No assurance can be given as to the specific timing of the share repurchases or as to whether and to what extent the share repurchase will be consummated.



Edgar Filing: FIRST NATIONAL LINCOLN CORP /ME/ - Form 10-Q

As of September 30, 2008, the Company repurchased 171,579 shares under the new repurchase plan at an average price of \$15.50 per share and at a total cost of \$2.7 million. This new stock plan supersedes the buyback program that had been in place since July 21, 2006, which authorized the repurchase of up to 250,000 or 2.5% of the Company's outstanding shares. As of August 16, 2007, the date the new plan was effective, the Company had repurchased 130,186 shares under the old repurchase plan at an average price of \$16.89 and at a total cost of \$2.2 million.

Page 20

---

**Average Daily Balance Sheets**

The following table shows the Company's average daily balance sheets for the nine-month and three-month periods ended September 30, 2008 and 2007.

<i>In thousands of dollars</i>	<b>For the nine months ended September 30,</b>		<b>For the three months ended September 30,</b>	
	<b>2008</b>	2007	<b>2008</b>	2007
<b>Assets</b>				
Cash and due from banks	<b>\$15,263</b>	\$20,993	<b>\$17,133</b>	\$22,452
Overnight funds sold	<b>22</b>	-	<b>64</b>	-
Securities available for sale	<b>38,763</b>	43,971	<b>36,740</b>	43,414
Securities to be held to maturity	<b>197,717</b>	151,670	<b>218,085</b>	169,409
Loans held for sale (fair value approximates cost)	<b>2,215</b>	302	<b>2,207</b>	729
Loans	<b>942,960</b>	862,849	<b>959,428</b>	885,671
Allowance for loan losses	<b>(7,405)</b>	(6,569)	<b>(7,963)</b>	(6,706)
Net loans	<b>935,555</b>	856,280	<b>951,464</b>	878,965
Accrued interest receivable	<b>7,148</b>	6,794	<b>6,957</b>	6,830
Premises and equipment	<b>16,231</b>	15,706	<b>16,134</b>	15,599
Other real estate owned	<b>1,541</b>	1,015	<b>1,744</b>	625
Goodwill	<b>27,584</b>	27,684	<b>27,385</b>	27,684
Other assets	<b>18,318</b>	16,649	<b>20,688</b>	17,174
Total Assets	<b>\$1,260,357</b>	\$1,141,064	<b>\$1,298,601</b>	\$1,182,882
<b>Liabilities &amp; Stockholders' Equity</b>				
Demand deposits	<b>\$61,738</b>	\$60,310	<b>\$70,387</b>	\$67,908
NOW deposits	<b>103,784</b>	100,290	<b>111,811</b>	106,221
Money market deposits	<b>123,573</b>	126,424	<b>120,314</b>	114,441
Savings deposits	<b>87,044</b>	92,943	<b>89,412</b>	92,634
Certificates of deposit	<b>360,683</b>	354,501	<b>402,674</b>	371,525
Certificates \$100M and over	<b>100,821</b>	91,669	<b>101,831</b>	93,755
Total deposits	<b>837,643</b>	826,137	<b>896,429</b>	846,484
Borrowed funds	<b>296,842</b>	193,908	<b>275,334</b>	213,874
Dividends payable	<b>830</b>	722	<b>860</b>	768
Other liabilities	<b>9,154</b>	9,623	<b>8,893</b>	9,453
Total Liabilities	<b>1,144,469</b>	1,030,390	<b>1,181,516</b>	1,070,579
<b>Shareholders' Equity</b>				
Common stock	<b>97</b>	98	<b>97</b>	98
Additional paid-in capital	<b>44,265</b>	45,748	<b>43,991</b>	45,882
Retained earnings	<b>71,609</b>	64,465	<b>73,371</b>	66,238
Net unrealized gains (losses) on available-for-sale securities	<b>186</b>	597	<b>(109)</b>	428
Net unrealized loss on postretirement benefit costs	<b>(269)</b>	(234)	<b>(265)</b>	(343)
Total Stockholders' Equity	<b>115,888</b>	110,674	<b>117,085</b>	112,303
Total Liabilities & Stockholders' Equity	<b>\$1,260,357</b>	\$1,141,064	<b>\$1,298,601</b>	\$1,182,882

**Off-Balance Sheet Financial Instruments**

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

**Sale of Loans**

No recourse obligations have been incurred in connection with the sale of loans.

**Contractual Obligations**

The following table sets forth the contractual obligations of the Company as of September 30, 2008:

<i>In thousands of dollars</i>	<b>Total</b>	<b>Less than 1 year</b>	<b>1-3 years</b>	<b>3-5 years</b>	<b>More than 5 years</b>
Borrowed funds	<b>\$ 264,617</b>	124,431	50,000	20,000	70,186
Operating leases	<b>239</b>	100	102	37	-
Certificates of deposit	<b>524,487</b>	491,291	28,397	4,799	-
Total	<b>\$ 789,343</b>	615,822	78,499	24,836	70,186
Unused line, collateralized by residential real estate	\$ 78,083	78,083	-	-	-
Other unused commitments	\$ 50,126	50,126	-	-	-
Standby letters of credit	\$ 1,466	1,466	-	-	-
Commitments to extend credit	\$ 20,869	20,869	-	-	-
Total loan commitments and unused lines of credit	<b>\$ 129,159</b>	129,159	-	-	-

**Liquidity Management**

As of September 30, 2008 the Bank had primary sources of liquidity of \$196.3 million. It is Management's opinion this is adequate. In its Asset/Liability policy, the Bank has guidelines for liquidity. The Company is not aware of any recommendations by the regulatory authorities which, if they were to be implemented, would have a material effect on the Company's liquidity, capital resources or results of operations.

**Forward-Looking Statements**

Certain disclosures in Management's Discussion and Analysis of Financial Condition and Results of Operations contain certain forward-looking statements (as defined in the Private Securities Litigation Reform Act of 1995). In preparing these disclosures, Management must make assumptions, including, but not limited to, the level of future interest rates, prepayments on loans and investment securities, required levels of capital, needs for liquidity, and the adequacy of the allowance for loan losses. These forward-looking statements may be subject to significant known and unknown risks, uncertainties, and other factors, including, but not limited to, those matters referred to in the preceding sentence.

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

**Item 3 Quantitative and Qualitative Disclosures About Market Risk****Market-Risk Management**

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

**Asset/Liability Management**

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

Static gap analysis measures the amount of repricing risk embedded in the balance sheet at a point in time. It does so by comparing the differences in the repricing characteristics of assets and liabilities. A gap is defined as the difference between the principal amount of assets and liabilities that reprice within a specified time period. The Bank's cumulative one-year gap at September 30, 2008, was -7.83% of total assets. Core deposits with non-contractual maturities are presented based upon historical patterns of balance attrition and pricing behavior, which are reviewed at least annually.

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

A summary of the Bank's static gap, as of September 30, 2008 is presented in the following table:

	<b>0-90 Days</b>	<b>90-365 Days</b>	<b>1-5 Years</b>	<b>5+ Years</b>
Investment securities at amortized cost	\$23,765	\$20,316	\$73,799	\$144,266
Loans held for sale	-	-	-	1,203
Loans	286,442	303,506	312,369	58,580
Other interest-earning assets	-	9,062	-	-
Non-rate-sensitive assets	-	-	-	48,480
<b>Total assets</b>	<b>310,207</b>	<b>332,884</b>	<b>386,168</b>	<b>252,529</b>
Interest-bearing deposits	464,393	147,346	38,307	193,194
Borrowed funds	97,421	27,009	100,047	40,140
Non-rate-sensitive liabilities and equity	1,750	5,550	37,200	129,431
<b>Total liabilities and equity</b>	<b>563,564</b>	<b>179,905</b>	<b>175,554</b>	<b>362,765</b>
<b>Period gap</b>	<b>\$(253,357)</b>	<b>\$152,979</b>	<b>\$210,614</b>	<b>\$(110,236)</b>
Percent of total assets	-19.77%	11.93%	16.43%	-8.60%
Cumulative gap (current)	(253,357)	(100,378)	110,236	-
Percent of total assets	-19.77%	-7.83%	8.60%	0.00%

The earnings simulation model forecasts capture the impact of changing interest rates on one-year and two-year net interest income. The modeling process calculates changes in interest income received and interest expense paid on all interest-earning

assets and interest-bearing liabilities reflected on the Company's balance sheet. None of the assets used in the simulation are held for trading purposes. The modeling is done for a variety of scenarios that incorporate changes in the absolute level of interest rates as well as basis risk, as represented by changes in the shape of the yield curve and changes in interest rate relationships. Management evaluates the effects on income of alternative interest rate scenarios against earnings in a stable interest rate environment. This analysis is also most useful in determining the

short-run earnings exposures to changes in customer behavior involving loan payments and deposit additions and withdrawals.

The Bank's most recent simulation model projects net interest income would increase by approximately 2.34% of stable-rate net interest income if short-term rates affected by Federal Open Market Committee actions fall gradually by one percentage point over the next year, and decrease by approximately 6.49% if rates rise gradually by two percentage points. Both scenarios are well within ALCO's policy limit of a decrease in net interest income of no more than 10.0% given a 2.0% move in interest rates, up or down. Management believes this reflects a reasonable interest rate risk position. In year two, and assuming no additional movement in rates, the model forecasts that net interest income would be higher than that earned in a stable rate environment by 2.97% in a falling-rate scenario, and lower than that earned in a stable rate environment by 10.16% in a rising rate scenario, when compared to the year-one base scenario. A summary of the Bank's interest rate risk simulation modeling, as of September 30, 2008 is presented in the following table:

<b>Changes in Net Interest Income</b>	<b>2008</b>
<b>Year 1</b>	
Projected change if rates decrease by 1.0%	+2.34%
Projected change if rates increase by 2.0%	-6.49%
<b>Year 2</b>	
Projected change if rates decrease by 1.0%	+2.97%
Projected change if rates increase by 2.0%	-10.16%

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

The information for static gap and changes in net interest income presented in this section pertains to the Bank only and does not include goodwill and a small volume of assets and liabilities owned by the Company and included in its consolidated financial statements as of September 30, 2008. This sensitivity analysis does not represent a Company forecast and should not be relied upon as being indicative of expected operating results. These hypothetical estimates are based upon numerous assumptions including, among others, the nature and timing of interest rate levels, yield curve shape, prepayments on loans and securities, deposit decay rates, pricing decisions on loans and deposits, and reinvestment/ replacement of asset and liability cash flows. While assumptions are developed based upon current economic and local market conditions, the Company cannot make any assurances as to the predictive nature of these assumptions, including how customer preferences or competitor influences might change.

### ***Interest Rate Risk Management***

A variety of financial instruments can be used to manage interest rate sensitivity. These may include investment securities, interest rate swaps, and interest rate caps and floors. Frequently called interest rate derivatives, interest rate swaps, caps and floors have characteristics similar to securities but possess the advantages of customization of the risk-reward profile of the instrument, minimization of balance sheet leverage and improvement of liquidity. As of September 30, 2008, the Company was using interest rate caps for interest rate risk management.

The Company engages an independent consultant to periodically review its interest rate risk position, as well as the effectiveness of simulation modeling and reasonableness of assumptions used. As of September 30, 2008, there were no significant differences between the views of the independent consultant and Management regarding the Company's interest rate risk exposure. Management expects interest rates may decline in the next one-to-three quarters and believes that the current level of interest rate risk is acceptable.





**Item 4: Controls and Procedures**

As required by Rule 13a-15 under the Securities Exchange Act of 1934, as of September 30, 2008, the end of the quarter covered by this report, the Company carried out an evaluation under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. In designing and evaluating the Company's disclosure controls and procedures, the Company and its management recognize that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and the Company's management necessarily was required to apply its judgment in evaluating and implementing possible controls and procedures. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective at the reasonable assurance level to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. There was no change in the Company's internal control over financial reporting that occurred during the quarter ended September 30, 2008 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. The Company reviews its disclosure controls and procedures, which may include its internal controls over financial reporting on an ongoing basis, and may from time to time make changes aimed at enhancing their effectiveness and to ensure that the Company's systems evolve with its business.

**Part II Other Information****Item 1 Legal Proceedings**

The Company was not involved in any legal proceedings requiring disclosure under Item 103 of Regulation S-K during the reporting period.

**Item 1A Risk Factors**

There have been no material changes to the Risk Factors previously disclosed in Item 1A of the Company's Annual Report on Form 10-K for the period ended December 31, 2007.

**Item 2 Unregistered Sales of Equity Securities and Use of Proceeds**

a. The Company issues shares to the Bank's 401k Investment and Savings Plan pursuant to an exemption from registration under the Securities Act of 1933, as amended (the Securities Act), contained in Section 3(a)(11) thereof and Rule 147 promulgated thereunder, as presented in the following table:

<b>Month</b>	<b>Shares</b>	<b>Average Price</b>	<b>Proceeds</b>
January 2008	564	\$ 14.54	\$ 8,203
February 2008	393	14.64	5,754
March 2008	992	14.69	14,570
April 2008	387	16.11	6,234
May 2008	316	16.82	5,315
June 2008	249	16.96	4,224
July 2008	415	15.85	6,579
August 2008	237	18.32	4,342
September 2008	229	19.17	4,390
<b>Total</b>	<b>3,782</b>	<b>\$ 15.76</b>	<b>\$ 59,611</b>

b. None

c. On August 16, 2007, the Company announced that its Board of Directors had authorized a new program for the repurchase of up to 300,000 shares of the Company's common stock or approximately 3.1% of the outstanding shares. The Board of Directors feels that repurchasing shares continues to be in the best interest of the Company's shareholders and sees stock repurchases as an appropriate use of capital, especially given the recent decline in stock prices for the banking industry. The Company expects such repurchases to be effected from time to time, in the open market, in private transactions or otherwise, during a period of up to 24 months. The amount and timing of shares to be purchased will be subject to market conditions and will be based on several factors, including the price of the Company's stock and the level of stock issuances under the Company's employee stock plans. No assurance can be given as to the specific timing of the share repurchases or as to whether and to what extent the share repurchase will be consummated. As of September 30, 2008, the Company had repurchased 171,579 shares under the current

repurchase plan at an average price of \$15.50 per share and at a total cost of \$2.7 million. This new stock plan supersedes the buyback program that had been in place since July 21, 2006, which had authorized the repurchase of up to 250,000 or 2.5% of the Company's outstanding shares. As of August 16, 2007, the date the new plan was effective, the Company had repurchased 130,186 shares under the old repurchase plan at an average price of \$16.89 and at a total cost of \$2.2 million.

**Total**

**Number of**

<b>Month</b>	<b>Shares Purchased</b>	<b>Average Price Paid Per Share</b>	<b>Total Number of Shares Purchased as Part of a Publicly Announced</b>
January 2008	6,976	14.59	6,976
February 2008	39,698	14.64	39,698
March 2008	756	14.69	756
April 2008	511	16.64	511
May 2008	1,753	17.25	1,753
June 2008	23,400	17.12	23,400
July 2008	10,807	18.15	10,807
August 2008	12	18.67	12
September 2008	955	17.58	955
<b>Total</b>	<b>84,868</b>	<b>15.87</b>	<b>84,868</b>

**Item 3 Default Upon Senior Securities**

None.

**Item 4 Submission of Matters to a Vote of Security Holders**

None

**Item 5 Other Information**

A. None.

B. None.

**Item 6 Exhibits**

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

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

Exhibit 3.11 Amendment to the Registrant's Articles of Incorporation, incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed under item 5.03 on May 1, 2008.

Exhibit 3.12 Amendment to the Registrant's Articles of Incorporation, incorporated by reference to the Definitive Proxy Statement for the Company's 2008 Annual Meeting filed on March 14, 2008.

Exhibit 3.2 Conformed Copy of the Company's Bylaws, incorporated by reference to Exhibit 3.2 to the Company's Form 8-K filed under item 5.03 on October 7, 2004.

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

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

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

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

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

Exhibit 14.1 Code of Ethics for Senior Financial Officers, adopted by the Board of Directors on June 19, 2003. Incorporated by reference to Exhibit 14.1 to the Company's Annual Report on Form 10-K filed on March 15, 2006. A copy of will be provided to any person without charge upon request to the Secretary of the Company and is also available on the Company's website at

[www.thefirstbancorp.com](http://www.thefirstbancorp.com).

Exhibit 14.2 Code of Business Conduct and Ethics, adopted by the Board of Directors on April 15, 2004. Incorporated by reference to Exhibit 14.2 to the Company's Annual Report on Form 10-K filed on March 15, 2006. A copy of will be provided to any person without charge upon request to the Secretary of the Company and is also available on the Company's website at [www.thefirstbancorp.com](http://www.thefirstbancorp.com).

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

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

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

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

Page 28

---

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE FIRST BANCORP, INC.

/s/ Daniel R. Daigneault

Daniel R. Daigneault

President & Chief Executive Officer

Date: November 6, 2008

/s/ F. Stephen Ward

F. Stephen Ward

Executive Vice President & Chief Financial Officer

Date: November 6, 2008

Page 29