FIRST NATIONAL LINCOLN CORP /ME/
Form 10-Q
May 10, 2006
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q

x Quarterly Report Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

For the quarterly period ended March 31, 2006

Commission File Number 0-26589

FIRST NATIONAL LINCOLN CORPORATION

(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 x No[_]

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 x 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 x

Indicate the number of shares outstanding of each of the registrant s classes of common stock as of April 30, 2006

Common Stock: 9,850,383 shares

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Part I. Financial Information

Selected Financial Data (Unaudited)

First National Lincoln Corporation and Subsidiary

Dollars in thousands, except for per share amounts	**For the three months ended March 31** **2006**	2005
Summary of Operations		
Operating Income	**$16,885**	$12,559
Operating Expense	**12,748**	8,359
Net Interest Income	**7,748**	7,443
Provision for Loan Losses	**250**	-
Net Income	**2,978**	2,995
Per Common Share Data		
Basic Earnings per Share	**$0.30**	$0.32
Diluted Earnings per Share	**0.30**	0.31
Cash Dividends Declared	**0.145**	0.125
Book Value	**10.62**	10.10
Market Value	**17.59**	17.00
Financial Ratios		
Return on Average Equity[1]	**11.56%**	13.23%
Return on Average Tangible Equity[1]	**15.74%**	17.74%
Return on Average Assets[1]	**1.15%**	1.40%
Average Equity to Average Assets	**9.92%**	10.61%
Average Tangible Equity to Average Assets	**7.29%**	7.92%
Net Interest Margin Tax-Equivalent[1]	**3.46%**	3.99%
Dividend Payout Ratio	**48.33%**	39.06%
Allowance for Loan Losses/Total Loans	**0.77%**	0.96%
Non-Performing Loans to Total Loans	**0.51%**	0.37%
Non-Performing Assets to Total Assets	**0.38%**	0.27%
Efficiency Ratio[2]	**52.60%**	51.37%
At Period End		
Total Assets	**$ 1,060,373**	$ 918,218
Total Loans	**791,315**	682,668
Total Investment Securities	**187,930**	156,182
Total Deposits	**750,714**	606,180
Total Shareholders Equity	**104,579**	99,715

[1]Annualized using a 365-day basis

[2]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

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Item 1 Financial Statements

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders

First National Lincoln Corporation

We have reviewed the accompanying interim consolidated financial information of First National Lincoln Corporation and Subsidiary as of March 31, 2006 and 2005, for the three-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

May 5, 2006

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Consolidated Balance Sheets (Unaudited)

First National Lincoln Corporation and Subsidiary

In thousands of dollars	**March 31, 2006**	December 31, 2005	March 31, 2005
Assets			
Cash and due from banks	**$ 21,052**	$ 25,982	$ 22,206
Overnight funds sold	**-**	-	-
Investments:			
Available for sale	**54,369**	54,743	52,362
Held to maturity (market values $131,610 at 3/31/2006,			
$128,563 at 12/31/2005, and $103,367 at 3/31/2005)	**133,561**	129,238	103,820
Loans held for sale (fair value approximates cost)	**-**	-	-
Loans	**791,315**	772,338	682,668
Less: allowance for loan losses	**6,131**	6,086	6,577
Net loans	**785,184**	766,252	676,091
Accrued interest receivable	**6,096**	5,005	5,032
Premises and equipment	**16,516**	16,712	17,000
Other real estate owned	**498**	-	-
Goodwill	**27,684**	27,684	27,960
Other assets	**15,413**	16,593	13,747
Total Assets	**$1,060,373**	$1,042,209	$ 918,218
Liabilities			
Demand deposits	**$ 58,526**	$ 62,109	$ 54,443
NOW deposits	**100,432**	109,124	104,693
Money market deposits	**118,670**	127,630	114,191
Savings deposits	**103,267**	109,615	110,543
Certificates of deposit	**154,068**	125,741	114,093
Certificates $100,000 and over	**215,751**	179,745	108,217
Total deposits	**750,714**	713,964	606,180
Borrowed funds	**194,172**	215,189	202,856
Other liabilities	**10,908**	9,604	9,467
Total Liabilities	**955,794**	938,757	818,503
Shareholders' Equity			
Common stock	**100**	99	100
Additional paid-in capital	**47,430**	47,718	49,398
Retained earnings	**56,505**	54,901	48,887
Net unrealized gains on available-for-sale securities	**544**	734	1,330
Total Shareholders' Equity	**104,579**	103,452	99,715
Total Liabilities & Shareholders' Equity	**$1,060,373**	$1,042,209	$ 918,218
Common Stock			
Number of shares authorized	**18,000,000**	18,000,000	18,000,000
Number of shares issued and outstanding	**9,849,166**	9,832,777	9,871,317
Book value per share	**$10.62**	$10.52	$10.10

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)

First National Lincoln Corporation and Subsidiary

	For the three months ended March 31,	
In thousands of dollars	**2006**	2005
Interest income		
Interest and fees on loans	**$12,507**	$9,085
Interest on deposits with other banks	**-**	-
Interest and dividends on investments	**2,305**	1,811
Total interest income	**14,812**	10,896
Interest expense		
Interest on deposits	**5,119**	2,212
Interest on borrowed funds	**1,945**	1,241
Total interest expense	**7,064**	3,453
Net interest income	**7,748**	7,443
Provision for loan losses	**250**	-
Net interest income after provision for loan losses	**7,498**	7,443
Non-interest income		
Investment management and fiduciary income	**496**	400
Service charges on deposit accounts	**622**	487
Net securities gains	**-**	-
Mortgage origination and servicing income	**84**	128
Other operating income	**871**	648
Total non-interest income	**2,073**	1,663
Non-interest expense		
Salaries and employee benefits	**2,662**	2,626
Occupancy expense	**374**	350
Furniture and equipment expense	**505**	453
Amortization of identified intangibles	**71**	59
Other operating expense	**1,822**	1,418
Total non-interest expense	**5,434**	4,906
Income before income taxes	**4,137**	4,200
Applicable income taxes	**1,159**	1,205
NET INCOME	**$2,978**	$2,995
Earnings per common share:		
Basic earnings per share	**$0.30**	$0.32
Diluted earnings per share	**$0.30**	$0.31
Cash dividends declared per share	**$0.145**	$0.125
Weighted average number of shares outstanding	**9,857,326**	9,474,770
Incremental shares	**84,829**	146,222

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)

First National Lincoln Corporation and Subsidiary

In thousands of dollars except number of shares and per share amounts	Number of common shares	Common stock	Additional paid-in capital	Retained earnings	Net unrealized gains on securities available for sal
Balance at December 31, 2004	**7,356,836**	**$ 74**	**$ 3,973**	**$ 46,809**	**$ 1,959**
Net income	-	-	-	2,995	-
Net unrealized loss on securities available for sale, net of tax benefit of $339	-	-	-	-	(629)
Comprehensive income	-	-	-	2,995	(629)
Cash dividends declared	-	-	-	(1,234)	-
Payment to repurchase common stock	(38,425)	-	(492)	-	-
Proceeds from sale of common stock	88,308	1	556	-	-
Tax benefit of disqualifying disposition of incentive stock option shares	-	-	-	317	-
Acquisition of FNB Bankshares	2,464,598	25	45,361	-	-
Balance at March 31, 2005	**9,871,317**	**$ 100**	**$ 49,398**	**$ 48,887**	**$ 1,330**
Balance at December 31, 2005	**9,832,777**	**$ 99**	**$ 47,718**	**$ 54,901**	**$ 734**
Net income	-	-	-	2,978	-
Net unrealized loss on securities available for sale, net of tax benefit of $102	-	-	-	-	(190)
Comprehensive income	-	-	-	2,978	(190)
Cash dividends declared	-	-	-	(1,429)	-

Payment to repurchase common stock	(32,887)	-	(578)	-	-
Proceeds from sale of common stock	49,276	1	290	-	-
Tax benefit of disqualifying disposition of incentive stock option shares	-	-	-	55	-
Balance at March 31, 2006	**9,849,166**	**$ 100**	**$ 47,430**	**$ 56,505**	**$ 544**

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)

First National Lincoln Corporation and Subsidiary

	For the three months ended March 31,	
In thousands of dollars	**2006**	2005
Cash flows from operating activities		
Net income	**$2,978**	$2,995
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	**344**	323
Provision for loan losses	**250**	-
Loans originated for resale	**(4,198)**	(4,090)
Proceeds from sales and transfers of loans	**4,198**	4,681
Net gain on sale of other real estate owned	**-**	-
Net (increase) decrease in other assets and accrued interest	**18**	(573)
Net increase in other liabilities	**1,354**	2,705
Net amortization (accretion) of premiums (discounts) on investments	**(21)**	46
Net acquisition amortization	**67**	81
Net cash provided by operating activities	**4,990**	6,168
Cash flows from investing activities		
Proceeds from maturities, payments and calls of securities available for sale	**97**	1,229
Proceeds from maturities, payments and calls of securities to be held to maturity	**2,817**	9,233
Proceeds from sales of other real estate owned	**-**	-
Purchases of securities available for sale	**-**	(702)
Purchases of securities to be held to maturity	**(7,134)**	(13,551)
Net increase in loans	**(19,727)**	(19,369)
Capital expenditures	**(148)**	(495)
Cash for acquisition, net of cash acquired	**-**	3,591
Net cash used in investing activities	**(24,095)**	(20,064)
Cash flows from financing activities		
Net increase (decrease) in demand deposits, savings, money market and club accounts	**(27,583)**	5,494
Net increase in certificates of deposit	**64,378**	38,041
Advances on long-term borrowings	**-**	-
Repayment on long-term borrowings	**-**	(9,990)
Net decrease in short-term borrowings	**(21,011)**	(11,394)
Payments to repurchase common stock	**(578)**	(492)
Proceeds from sale of treasury stock	**291**	557
Tax benefit from disqualifying disposition of stock options	**55**	-
Dividends paid	**(1,377)**	(884)
Net cash provided by financing activities	**14,175**	21,332
Net increase (decrease) in cash and cash equivalents	**(4,930)**	7,436
Cash and cash equivalents at beginning of period	**25,982**	14,770
Cash and cash equivalents at end of period	**$21,052**	$22,206
Interest paid	**$6,292**	$3,196
Income taxes paid	**$8**	$2,532
Non-cash transactions		
Change in net unrealized gain on available for sale securities, net of tax benefit	**$(190)**	$(629)
Fair value of assets acquired	**$-**	$258,631
Less liabilities assumed	**$-**	$214,266

See Report of Independent Registered Public Accounting Firm.

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

Notes to Consolidated Financials Statements

First National Lincoln Corporation and Subsidiary

Note 1 Basis of Presentation

First National Lincoln Corporation (the Company) is a financial holding company that owns all of the common stock of The First, N.A. (the Bank). 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. On January 14, 2005, the Company completed the acquisition of FNB Bankshares (FNB) of Bar Harbor, Maine, and operating results include the effect of the FNB acquisition only after the closing date (see Note 7 Pro-Forma Financial Information).

The income reported for the 2006 period is not necessarily indicative of the results that may be expected for the year ending December 31, 2006. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 2005.

Note 2 Common Stock

On January 20, 2005, the Company announced that its Board of Directors had authorized the repurchase of up to 250,000 shares of the Company's common stock or approximately 2.5% of the outstanding shares. 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 March 31, 2006 the Company had repurchased 209,123 shares under the new repurchase plan at an average price of $17.27.

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.

In addition, options to acquire 40,630 FNB shares were converted into options to acquire an aggregate of 95,479 common shares of the Company at a purchase price of $3.80 per share as a result of the FNB acquisition. As of March 31, 2006, all options converted as a result of the FNB acquisition had been exercised. All shares issued by the Company for the exercise of stock options are from Treasury.

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 for fiscal years beginning on or after January 1, 2006. As a result, $10,000 in compensation cost, net of tax, is included in the Company s financial statements for the current year. The unrecognized compensation cost, net of tax, to be amortized over a weighted average vesting period of 4.4 years is $138,000, which is comprised of $26,000 for 16,500 options granted in 2002 and $112,000 for 42,000 options granted in 2005.

The weighted average fair market value per share was $2.77 for options granted in 2002 and $4.41 for options granted in 2005. The fair market value was estimated using the Black-Scholes option pricing model and the following assumptions: quarterly dividends of $0.07 in 2002 and $0.12 in 2005, risk-free interest rate of 1.58% in 2002 and 4.20% in 2005, volatility of 37.73% in 2002 and 25.81% in 2005, and an expected life of 10 years for both 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 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 March 31, 2006.

	Number of Shares	Weighted Average Grant Date Fair Value
Non-vested at December 31, 2005	58,500	$3.95
Granted in 2006	-	-
Vested in 2006	-	-
Forfeited in 2006	-	-
Non-vested at March 31, 2006	58,500	$3.95

During 2006, 39,750 options were exercised, with total proceeds paid to the Company of $124,000. The excess of the fair value of the stock issued upon option exercise over the exercise price was $559,000. The Company recognized a tax benefit of $55,000 on option exercises during 2006. A summary of the status of the Company s Stock Option Plan as of March 31, 2006, and changes during the three months 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, 2005	205,750	$7.61		
Granted in 2006	-	-		
Vested in 2006	-	-		
Exercised in 2006	(39,750)	3.13		
Forfeited in 2006	-	-		
Outstanding at March 31, 2006	166,000	$8.69	4.3	$1,484
Exercisable at March 31, 2006	107,500	$4.95	2.3	$1,349

In prior years, the Company applied Accounting Principles Board Opinion No. 25 and related interpretations in accounting for the stock option plan(s). Accordingly, no compensation cost was recognized in prior years. The following table illustrates the effect on net income and earnings per share if the Company had applied the fair value recognition provisions of Statement of Financial Accounting Standards (SFAS) No. 123 in prior years.

	For the quarters ended March 31,	
In thousands of dollars	**2006**	2005
Net income		
As reported	**$2,978**	$2,995
Value of option grants, net of tax	**-**	120
Pro forma	**$2,978**	$2,875
Basic earnings per share		
As reported	**$0.30**	$0.32
Value of option grants, net of tax	**-**	0.01
Pro forma	**$0.30**	$0.31
Diluted earnings per share		
As reported	**$0.30**	$0.31
Value of option grants, net of tax	**-**	0.01
Pro forma	**$0.30**	$0.30

Note 4 Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share (EPS) for the three months ended March 31, 2006 and 2005:

In thousands, except for number of shares and per share data	Income (Numerator)	Shares (Denominator)	Per-Share Amount
For the three months ended March 31, 2006			
Net income as reported	$2,978		
Basic EPS: Income available to common shareholders	$2,978	9,857,326	$0.30
Effect of dilutive securities: incentive stock options		84,829	
Diluted EPS: Income available to common shareholders plus assumed conversions	$2,978	9,942,155	$0.30
For the three months ended March 31, 2005			
Net income as reported	$2,995		
Basic EPS: Income available to common shareholders	$2,995	9,474,770	$0.32
Effect of dilutive securities: incentive stock options		146,222	
Diluted EPS: Income available to common shareholders plus assumed conversions	$2,995	9,620,992	$0.31

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

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 post-retirement benefit obligation and funded status:

	At March 31,	
In thousands of dollars	**2006**	2005
Change in benefit obligation		
Benefit obligation at beginning of year	**$1,705**	$531
Plan assumed in FNB acquisition	**-**	1,189
Service cost	**3**	3
Interest cost	**30**	31
Benefits paid	**(32)**	(48)
Actuarial gain	**-**	-
Benefit obligation at end of period	**1,706**	1,706
Funded status		
Benefit obligation at end of period	**(1,706)**	(1,706)
Unamortized prior service cost	**(11)**	29
Unamortized net actuarial loss	**56**	40
Unrecognized transition obligation	**201**	225
Accrued benefit cost	**$(1,460)**	$(1,412)

The following table sets forth the net periodic pension cost:

	For the three months ended March 31,	
In thousands of dollars	**2006**	2005
Components of net periodic benefit cost		
Service cost	**$3**	$3
Interest cost	**30**	31
Amortization of unrecognized transition obligation	**7**	12
Amortization of prior service cost	**(1)**	1
Amortization of accumulated losses	**2**	1
Net periodic benefit cost	**$41**	$48

A weighted average discount rate of 7.0% was used in determining both the accumulated benefit obligation and the net periodic benefit cost. The measurement date for benefit obligations was as of year-end for all years presented. The estimated amount of benefits to be paid in 2006 is $128,000. For years ending 2007 through 2010 the estimated amount of benefits to be paid is $152,000 per year, and the total estimated amount of benefits to be paid for years ended 2011 through 2015 is $1,032,000. Plan expense for 2006 is estimated to be $175,000.

Note 6 Goodwill

As of March 31, 2006, in accordance with SFAS No. 142, the Company completed its annual review of goodwill and determined there has been no impairment.

Note 7 Pro-Forma Financial Information

On August 25, 2004, the Company entered into an agreement to acquire FNB Bankshares (FNB) of Bar Harbor, Maine, and its subsidiary, The First National Bank of Bar Harbor. This acquisition was completed on January 14, 2005. In its 2004 Strategic Plan, the Company identified certain markets in which it would consider future growth opportunities, including the area served by FNB Bankshares. Management expects that the products and services available in the FNB Bankshares market area will be enhanced as a result of the combination of the two companies, and this will also provide a larger capacity to lend money and a stronger overall funding base.

As part of the acquisition, the Company issued 2.35 shares of its common stock to the shareholders of FNB in exchange for each of the 1,048,814 shares of the common stock outstanding of FNB. Cash in lieu of fractional shares of the Company's stock was paid at the rate of $17.87 per share, which was the average high/low price of the Company's stock for the 30-day period ending January 9, 2005, under terms specified in the Merger Agreement. At the time of the acquisition, there were outstanding options to purchase 126,208 shares of FNB common stock under the FNB Bankshares Stock Option Plan. Of these, options to acquire 40,630 FNB shares were converted into options to acquire an aggregate of 95,479 common shares of the Company at a purchase price of $3.80 per share. Unexercised options not converted were paid cash at the rate of $42.00 for each share subject to the option, less the option exercise price per share. The total amount paid to retire the remaining options was approximately $2.6 million.

The total value of the transaction was $47,955,000, and all of the voting equity interest of FNB was acquired in the transaction. The Company assumed all outstanding liabilities of FNB, including liabilities under certain Employment Continuity Agreements and Split Dollar Agreements with executive officers of FNB. The acquisition was intended to qualify as a reorganization for federal income tax purposes and provide for a tax-free exchange of shares.

The transaction was accounted for as a purchase and the operations of FNB are included in the Company s consolidated financial statements from the date of acquisition. The purchase price was allocated to assets acquired and liabilities assumed at the date of acquisition. The excess of purchase price over the fair value of net tangible assets acquired was recorded as goodwill, none of which is expected to be deductible for tax purposes. The core deposit intangible is being amortized over its expected economic life, and goodwill is evaluated annually for possible impairment under the provisions of SFAS No. 142, Goodwill and Other Intangible Assets.

The pro forma statements of income in the following table show how the Company's results of operations would have been presented if the Company and FNB had operated as one entity for the entire periods presented. Management has made adjustments to incorporate FNB s results for the entire year in 2005.

	For the three months ended March 31,	
In thousands of dollars, except share and per share information	**2006**	2005
Interest income	**$14,812**	$11,277
Interest expense	**7,064**	3,561
Net interest income	**7,748**	7,716
Provision for loan losses	**250**	-
Net interest income after provision for loan losses	**7,498**	7,716
Other operating income	**2,073**	1,807
Other operating expense	**5,434**	5,600
Income before income taxes	**4,137**	3,923
Applicable income taxes	**1,159**	1,103
Net Income	**$2,978**	$2,820
Operating Statistics		
Basic earnings per share	**$0.30**	$0.29
Diluted earnings per share	**$0.30**	$0.28
Cash dividends declared per share	**$0.145**	$0.125
Dividend payout ratio	**48.33%**	43.10%
Return on average assets	**1.15%**	1.27%
Return on average equity	**11.56%**	12.11%
Return on average tangible equity	**15.74%**	16.08%

Efficiency ratio (tax equivalent)	**52.60%**	56.07%

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

First National Lincoln Corporation 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.

Mortgage Servicing Rights. The valuation of mortgage servicing rights also 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 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. This 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 for both mortgage servicing rights and impairment.

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.

Acquired Assets and Liabilities. Different estimates or assumptions are also utilized to determine the appropriate carrying value of other assets including, but not limited to, property, plant and equipment, overall collectibility of loans and receivables. The use of different estimates or assumptions could produce different estimates of carrying value. Management prepares the valuation analyses, which are then reviewed by the Board of Directors of the Company.

GAAP vs. Pro-Forma Results

Operating results for the Company are prepared using accounting principles generally accepted in the United States of America (GAAP) which, under the purchase method of accounting, exclude FNB Bankshares results prior to the closing date of the acquisition on January 14, 2005. This discussion also includes pro-forma information which shows how the Company's results of operations would have been presented if the

Company and FNB had operated as one entity for the entire periods presented (for a presentation of pro-forma results, see Note 7 to the Consolidated Financial Statements Pro-Forma Financial Information).

Executive Summary

Net income for the three months ended March 31, 2006 was $2,978,000, a decrease of 0.6% from net income of $2,995,000 for the comparable period of 2005. The Company's decrease in net income for the three months ended March 31, 2006 in comparison to the same period in 2005 was due to the current flat yield curve, the seasonal shift in our funding mix resulting in lower-cost core deposits being replaced by higher-cost sources of funding, and loan growth being less robust than we have seen in prior quarters. Fully diluted earnings per share for the three months ended March 31, 2006 were $0.30, a 3.2% decrease from the $0.31 reported for the first quarter of 2005.

On a pro-forma basis, net income for the three months ended March 31, 2006, was $2,978,000, an increase of $158,000 or 5.6% over pro-forma net income of $2,820,000 for the first three months of 2005. Pro-forma fully diluted earnings per share for the first three months of 2006 were $0.30, an increase of $0.02 or 7.1% over the $0.28 calculated for the first three months of 2005.

Net Interest Income

Total interest income of $14,812,000 for the three months ended March 31, 2006, is a 35.9% increase from total interest income of $10,896,000 in the comparable period of 2005. This increase was due to rising interest rates which resulted in higher asset yields in 2006 compared to 2005. Total interest expense of $7,064,000 for the first three months of 2006 is a 104.6% increase from total interest expense of $3,453,000 for the first three months of 2005. This was a direct result of the rising interest rate climate and increased volume in certificates of deposit. Growth in earning assets resulted in net interest income increasing 4.1% to $7,748,000 for the three months ended March 31, 2006, from the $7,443,000 reported for the same period in 2005.

The Company's net interest margin on a tax-equivalent basis decreased from 3.99% in the first three months of 2005 to 3.46% for the three months ended March 31, 2006 due to the current flat yield curve and liability costs increasing at a faster rate than the yield on assets. These results are consistent with the Company's expectations for changes in its net interest margin in the current rate environment.

Tax-exempt interest income amounted to $879,000 and $763,000 for the three months ended March 31, 2006 and 2005, respectively. Tax equivalency is calculated using a 35% effective tax rate. 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 2006 and 2005:

	For the three months ended March 31,	
	2006	2005
Net interest income as presented	**$7,748**	$7,443
Effect of tax-exempt income	**474**	411
Net interest income, tax equivalent	**$8,222**	$7,854

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 three months ended March 31, 2006 and 2005. Tax-exempt income is calculated on a tax-equivalent basis, using a 35.0% tax rate in 2006 and 2005.

Three months ended March 30,	**2006**		2005	
Dollars in thousands	**Amount of interest**	**Average yield/rate**	Amount of interest	Average yield/rate
Interest on earning assets				
Interest-bearing deposits	**$ -**	**0.00%**	$ -	0.00%
Investments	**2,659**	**5.84%**	2,110	5.59%
Loans held for sale	**8**	**5.96%**	-	0.00%
Loans	**12,619**	**6.56%**	9,197	5.78%
Total interest-earning assets	**15,286**	**6.42%**	11,307	5.75%
Interest-bearing liabilities				
Deposits	**5,119**	**3.04%**	2,212	1.77%
Other borrowings	**1,945**	**4.10%**	1,241	2.48%
Total interest-bearing liabilities	**7,064**	**3.27%**	3,453	1.97%
Net interest income	**$ 8,222**		$ 7,854	
Interest rate spread		**3.15%**		3.77%
Net interest margin		**3.46%**		3.99%

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 three months ended March 31, 2006 compared to 2005. Tax-exempt income is calculated on a tax-equivalent basis, using a 35.0% tax rate in 2006 and 2005.

Three months ended March 31, 2006 compared to 2005				
Dollars in thousands	Volume	Rate	Rate/Volume[1]	Total
Interest on earning assets				
Interest-bearing deposits	$ -	$ -	$ -	$ -
Investment securities	435	94	20	549
Loans held for sale	-	-	8	8
Loans	1,931	1,233	258	3,422
Total interest income	2,366	1,327	286	3,979
Interest expense				
Deposits	774	1,580	553	2,907
Other borrowings[2]	(65)	811	(42)	704
Total interest expense	709	2,391	511	3,611
Change in net interest income	$ 1,657	$(1,064)	$ (225)	$ 368

[1] Represents the change attributable to a combination of change in rate and change in volume.

[2] Includes federal funds purchased.

Net interest income of $7,748,000 for the first three months of 2006 was an increase of $32,000 or 0.4% over pro-forma net interest income of $7,716,000 for the first three months of 2005. The growth in earning assets was offset by margin compression as a result of the flat yield curve.

Provision for Loan Losses

A $250,000 provision to the allowance for loan losses was made during the first three months of 2006, compared to no provision made for the same period of 2005. The increase in provision is a result of increased volume in loans during 2006 and the Company s calculation of the adequacy of its allowance for loan losses as of March 31, 2006.

Non-Interest Income

Non-interest income was $2,073,000 for the three months ended March 31, 2006, an increase of 24.7% from the $1,663,000 reported for the first three months of 2005. The increase in non-interest income was primarily due to significant increases in investment management and fiduciary income as well as increased levels of revenue on deposit accounts. On a pro-forma basis, non-interest income increased by $265,000 or 14.7% from $1,808,000 in 2005 to $2,073,000 in 2006. Although investment management and fiduciary income increased by 21.7%, income from mortgage origination declined due to higher interest rates and lower levels of loans sold to the secondary market.

Non-Interest Expense

Non-interest expense of $5,434,000 for the three months ended March 31, 2006, is an increase of 10.8% over non-interest expense of $4,906,000 for the first three months of 2005. This was due to amortization of identified intangibles relating to the FNB Bankshares acquisition as well as other operating expenses. Included in non-interest expense in 2006 was a pre-tax charge of $145,000 for losses related to email fraud perpetrated on certain customers of the Bank. Under Federal Reserve Regulation E, any losses sustained by consumers involving activity such as this are required to be borne by the financial institution.

On a pro-forma basis, non-interest expense decreased by $166,000 or 3.0% during the first three months of 2006 compared to the first three months of 2005. This decline was attributable to lower employee costs through attrition and savings from outsourced services that were absorbed into existing in-house operations. In Management's opinion, this decrease in non-interest expense on a pro-forma basis is indicative of the cost savings which the Company is realizing as a result of the FNB Bankshares acquisition.

Income Taxes

Income taxes on operating earnings decreased to $1,159,000 for the first three months of 2006 from $1,205,000 for the same period a year ago. The decrease is in line with the decrease in pre-tax income.

Investments

The Company's investment portfolio increased by $3.9 million or 2.1% to $187.9 million between December 31, 2005, and March 31, 2006. At March 31, 2006, the Company's available-for-sale portfolio had an unrealized gain, net of taxes, of $0.5 million. Between March 31, 2005, and March 31, 2006, the Company's investment portfolio increased by $31.7 million or 20.3%. This was due to increased investing activities.

Loans

Loans grew by $19.0 million or 2.5% during the first three months of 2006. The growth in commercial loans was $11.1 million or 3.5% and municipal loans increased $0.5 million or 2.4%. The residential mortgage portfolio increased by $8.0 million or 2.5%, and home equity lines of credit decreased $2.9 million or 3.4% year-to-date. Between March 31, 2005 and March 31, 2006, the loan portfolio increased $108.6 million or 15.9%, as a result of strong 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 which 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. At March 31, 2006, impaired loans with specific reserves totaled $645,000 (all of these loans were on non-accrual status) and the amount of such reserves were $353,000.

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 March 31, 2006. As of that date, the balance of $6,131,000 was 0.77% of total loans, compared to 0.79% at December 31, 2005 and 0.96% at March 31, 2005. Loans considered to be impaired according to SFAS 114/118 totaled $4,073,000 at March 31, 2006 compared to $3,081,000 at December 31, 2005. The portion of the allowance for loan losses allocated to impaired loans at March 31, 2006, was $353,000 compared to $392,000 at December 31, 2005.

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, and the overall credit quality of the portfolio and historically low level of chargeoffs support this.

Goodwill

On January 14, 2005, the Company completed the acquisition of FNB Bankshares (FNB) of Bar Harbor, Maine, and its subsidiary, The First National Bank of Bar Harbor, which was merged into the Bank. Management believes that the products and services offered in FNB s market have been enhanced by the combination of the two companies, providing a larger capacity to lend money and a stronger overall funding base. In 2005, the combined entity realized approximately $1.0 million in initial cost savings from redundant expenses, such as regulatory fees, audit costs, legal costs, and outsourced costs.

The total value of the transaction was $47,955,000, and all of the voting equity interest of FNB was acquired in the transaction. As required under GAAP, the purchase price was allocated to assets acquired and liabilities assumed at the date of acquisition. The excess of purchase price over the fair value of net tangible and identified intangible assets acquired was recorded as goodwill, which totaled $27,559,000 and included $972,000 in direct expenses.

The following table shows the adjusted fair value of assets and liabilities recorded on the Company s balance sheet from the FNB acquisition, including the associated goodwill in the transaction:

In thousands of dollars	
Assets	
Cash and due from banks	**$ 6,963**
Investments	**26,562**
Loans held for sale (fair value approximates cost)	**591**
Loans	**185,357**
Less: allowance for loan losses	**(2,164)**
Net loans	**183,193**
Bank premises and equipment	**7,767**
Goodwill	**27,559**
Other assets	**9,311**
Total Assets	**$ 261,946**
Liabilities & Shareholders Equity	
Deposits	**$ 192,860**
Borrowed funds	**17,044**
Other liabilities	**4,086**
Total liabilities	**213,990**
Shareholders equity	**47,956**
Total Liabilities & Shareholders Equity	**$ 261,946**

The majority of the $1,830,000 difference between actual goodwill booked and the $26,005,000 of goodwill estimated in the Company s December 31, 2004 financial statements was due to deferred income taxes. During the fourth quarter of 2005, goodwill and other liabilities were reduced by $276,000, net of tax, as a result of changes in employment continuity agreements with FNB employees who became employees of the Bank, which resulted in lower reserves for the these agreements.

Deposits

During the first three months of 2006, total deposits increased by $36.7 million or 5.1% over December 31, 2005. Although core deposits (demand, NOW, savings and money market accounts) decreased by $27.6 million or 6.8% in the first three months of 2006), during the same period, certificates of deposit increased $64.3 million or 21.1%. Between March 31, 2005, and March 31, 2006, deposits grew by 23.8%, or $144.5 million. Demand deposits grew $4.1 million, money market accounts grew $4.5 million and certificates of deposit also grew by $147.5 million, while NOW accounts decreased by $4.3 million, and savings decreased by $7.3 million. The majority of the growth in certificates of deposit, both year-to-date and year-over-year, was from wholesale and brokered sources. The Company saw a decline in core deposits in the first three months of 2006 due to the seasonality of deposit flows.

Borrowed Funds

The Company's funding includes borrowings from the Federal Home Loan Bank of Boston, the Federal Reserve System, and repurchase agreements, enabling it to grow its balance sheet and, in turn, grow its revenues. They may also be used to carry out interest rate risk management stategies, and are increased to replace or supplement other sources of funding, including core deposits and certificates of deposit. During the three months ended March 31, 2006, borrowed funds decreased by $21.0 million or 9.8% from December 31, 2005, as a result of the deposit growth previously noted. Between March 31, 2005 and March 31, 2006, borrowed funds decreased $8.7 million or 4.3%.

Shareholders' Equity

Shareholders' equity as of March 31, 2006 was $104.6 million, compared to $103.4 million as of December 31, 2005. The Company's earnings performance in the first three months of 2006, net of dividends paid, added to shareholders' equity. The net unrealized loss on available-for-sale securities, presented in accordance with SFAS 115, decreased by $0.2 million from December 31, 2005, as a result of a recent rise in interest rates.

In 2006, a cash dividend of 14.5 cents per share was declared in the first quarter compared to 12.5 cents in the first quarter of 2005. The dividend payout ratio was 48.33% in the first quarter of 2006 compared to 39.06% in the first quarter of 2005. 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 2006 is this year's net income plus $9.8 million.

Regulatory leverage capital ratios for the Company were 7.44% and 7.66% at March 31, 2006 and December 31, 2005, respectively. The Company had a tier one risk-based capital ratio of 10.71% and tier two risk-based capital ratio of 11.57% at March 31, 2006, compared to 10.74% and 11.61%, respectively, at December 31, 2005. These are comfortably above the standards to be rated "well-capitalized" by regulatory authorities qualifying the Company for lower deposit-insurance premiums.

On January 20, 2005, the Company announced that its Board of Directors had authorized the repurchase of up to 250,000 shares of the Company's common stock or approximately 2.5% of the outstanding shares. 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 March 31, 2006 the Company had repurchased 209,123 shares under the new repurchase plan at an average price of $17.27.

Average Daily Balance Sheets

The following table shows the Company's average daily balance sheets for the three-month periods ended March 31, 2006 and 2005.

	For the three months	
	Ended March 31,	
In thousands of dollars	**2006**	2005
Assets		
Cash and due from banks	**$ 20,401**	$ 19,574
Interest-bearing deposits	**-**	3
Investments		
U.S. Treasury securities & government agency securities	**87,597**	63,840
Obligations of states and political subdivisions	**56,048**	46,260
Other securities	**40,881**	42,903
Total investments	**184,526**	153,003
Loans held for sale	**133**	-
Loans		
Commercial	**317,830**	252,809
Consumer	**40,323**	33,431
State and municipal	**20,509**	22,014
Real estate	**401,569**	336,590
Total loans	**780,231**	644,844
Allowance for loan losses	**(6,168)**	(6,475)
Net loans	**774,063**	638,369
Premises and equipment	**16,629**	15,713
Goodwill	**27,684**	14,831
Other assets	**29,712**	23,318
Total assets	**1,053,148**	$864,811
Liabilities and shareholders' equity		
Deposits		
Demand	**58,668**	$54,101
NOW	**101,578**	96,504
Money market	**127,002**	107,262
Savings	**106,711**	104,955
Certificates of deposit	**143,978**	116,334
Certificates of deposit over $100,000	**204,419**	81,450
Total deposits	**742,356**	560,606
Borrowed funds	**192,375**	202,959
Other liabilities	**13,983**	9,462
Total liabilities	**948,714**	773,027
Common stock	**100**	95
Additional paid-in capital	**47,686**	41,957
Retained earnings	**55,915**	47,548
Unrealized gain/loss on available-for-sale securities	**733**	2,184
Total shareholders' equity	**104,434**	91,784
Total liabilities and shareholders' equity	**$ 1,053,148**	$ 864,811

Non-Performing Assets

At March 31, 2006, loans on non-accrual status totaled $4.1 million, which compares to non-accrual loans of $3.1 million as of December 31, 2005. In addition to loans on non-accrual status at March 31, 2006, loans past due 90 days or more and accruing (calculated on a constant 30-day month basis) totaled $314,000 which compares to $325,000 as of December 31, 2005. The Company continues to accrue interest on these loans because it believes collection of the interest is reasonably assured.

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 March 31, 2006:

In thousands of dollars	**Total**	**Less than 1 year**	**1-3 years**	**3-5 years**	**More than 5 years**
Borrowed funds	**$194,172**	167,181	9,000	17,773	218
Operating leases	**615**	139	291	132	53
Certificates of deposit	**369,819**	312,186	44,234	13,399	-
Total	**$564,606**	479,506	53,525	31,304	271
Total loan commitments and unused lines of credit	**$147,562**	147,562	-	-	-

Liquidity Management

As of March 31, 2006 the Bank had primary sources of liquidity of $206.6 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 First National Lincoln Corporation 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 which 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. First National Lincoln Corporation'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 which reprice within a specified time period. The Bank's cumulative one-year gap, at March 31, 2006, was 14.80% 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 March 31, 2006 is presented in the following table:

	0-90 Days	**90-365 Days**	**1-5 Years**	**5+ Years**
Investment securities at amortized cost	$19,800	$27,288	$83,702	$55,871
Loans held for sale	-	-	-	-
Loans	294,688	119,763	303,304	73,560
Other interest-earning assets	-	-	-	8,281
Non-rate-sensitive assets	71	213	1,120	43,338
Total assets	**314,559**	**147,264**	**388,126**	**181,050**
Interest-bearing deposits	347,678	91,708	56,925	195,875
Borrowed funds	162,306	7,628	24,090	149
Non-rate-sensitive liabilities and equity	1,281	3,843	20,496	119,020
Total liabilities and equity	**511,265**	**103,179**	**101,511**	**315,044**
Period gap	**$(196,706)**	**$44,085**	**$286,615**	**$(133,994)**
Percent of total assets	-19.08%	4.28%	27.80%	-13.00%
Cumulative gap (current)	(196,706)	(152,621)	133,994	-
Percent of total assets	-19.08%	-14.80%	13.00%	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 6.71% of stable-rate net interest income if short-term rates affected by Federal Open Market Committee actions fall gradually by two percentage points over the next year, and decrease by approximately 8.49% 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 19.46% in a falling-rate scenario and decrease by 13.13% 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 March 31, 2006 is presented in the following table:

Changes in Net Interest Income	**2006**
Year 1	
Projected change if rates decrease by 2.0%	+6.71%
Projected change if rates increase by 2.0%	-8.49%
Year 2	
Projected change if rates decrease by 2.0%	+19.46%
Projected change if rates increase by 2.0%	-13.13%

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 March 31, 2006. 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 March 31, 2006, the Company was not using any derivative instruments 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 March 31, 2006, 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 will continue to rise in the near term 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 March 31, 2006, 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 March 31, 2006 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, 2005.

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. During the first three months of 2006, 3,327 shares were issued pursuant to this Plan, as presented in the following table:

Month	**Shares**	**Average Price**	**Proceeds**
January 2006	598	$17.44	$10,000
February 2006	2,275	17.51	40,000
March 2006	454	17.55	8,000
Total	**3,327**	**$17.51**	**$58,000**

b. None

c. On January 20, 2005, the Company announced that its Board of Directors had authorized the repurchase of up to 250,000 shares of the Company's common stock or approximately 2.5% of the outstanding shares. 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 March 31, 2006 the Company had repurchased 209,123 shares under the new repurchase plan at an average price of $17.27. Repurchases during the quarter ended March 31, 2006, are detailed in the following table.

Month	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of a Publicly Announced Plan or Program
January	26	16.89	26
February	21,025	17.77	21,025
March	11,836	17.58	11,836
Total	**32,887**	**17.70**	**32,887**

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 Registrants 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 3.2 Conformed Copy of the Registrant'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 10.1(a) FNB Bankshares' Stock Option Plan. incorporated by reference to Exhibit 10.1 to the Company s Form 8-K filed under item 5.03 on October 7, 2004.

Exhibit 10.1(b) Specimen FNB Bankshares Non-Qualified Stock Option Agreement entered into with Messrs. Rosborough, McKim, Wrobel, Dalrymple and Lay, whose FNB Bankshares options have been converted into options to purchase 5,287, 34,086, 15,275, 11,750 and 21,150 shares of the Registrant's stock, respectively, all at $3.80 per share, incorporated by reference to Exhibit 10.1(b) to the Company s Form 8-K filed under item 1.01 on January 14, 2005.

Exhibit 10.2(a) Specimen Employment Continuity Agreement entered into with Messrs. McKim, Wroble, Dalrymple and Lay, 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 Messrs. McKim, Wrobel, Dalrymple and Lay, 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 10.3(a) Specimen Split Dollar Agreement entered into with Messrs. McKim, Wrobel, Dalrymple and Lay. For Mr. McKim, the amount of the death benefit is $250,000; for Messrs. Lay, Dalrymple and Wrobel, the death benefit is $150,000. 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 Messrs. McKim, Wrobel, Dalrymple and Lay, 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 10.4 Specimen Amendment to Employment Continuity Agreement entered into with Messrs. McKim and Wrobel, incorporated by reference to Exhibit 10.1 to the Company s Form 8-K filed under item 1.01 on January 31, 2005.

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

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

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

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

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.

FIRST NATIONAL LINCOLN CORPORATION

/s/ Daniel R. Daigneault

Daniel R. Daigneault

President & Chief Executive Officer

Date: May 10, 2006

/s/ F. Stephen Ward

F. Stephen Ward

Executive Vice President & Chief Financial Officer

Date: May 10, 2006