

MAINE BUREAU OF FINANCIAL INSTITUTIONS
DEPARTMENT OF PROFESSIONAL AND FINANCIAL REGULATION
STATE OF MAINE
ORDER APPROVING APPLICATION OF FIVE COUNTY CREDIT UNION TO
MERGE WITH KNOX COUNTY FEDERAL CREDIT UNION UNDER THE
CHARTER AND WITH THE TITLE OF FIVE COUNTY CREDIT UNION

Five County Credit Union, Bath, Maine ("FCCU") applied to the Superintendent of the Maine Bureau of Financial Institutions ("the Superintendent"), pursuant to 9-B M.R.S.A. § 872, to merge with Knox County Federal Credit Union, Rockland, Maine ("Knox County FCU") under the charter and with the title of Five County Credit Union.

The application was accepted for processing on September 7, 2006. Public notice, as required by Title 9-B M.R.S.A. §252(2)(B), was provided by publication, posting on the Bureau's website and e-mail to interested parties affording them an opportunity to either submit written comments or request a hearing. No comments were received during the public comment period which ended October 13, 2006.

A Principal Bank Examiner of the Maine Bureau of Financial Institutions conducted an investigation of this transaction. All evidence and pertinent material that were considered by the Examiner were also considered by the Superintendent in reaching his decision.

FCCU is a community-chartered credit union whose field of membership consists primarily of persons who live, work or worship in the Counties of Androscoggin, Cumberland, Kennebec, Lincoln, Sagadahoc, Somerset or Waldo. Knox County FCU is a community-chartered credit union whose field of membership consists of persons who live or work in Knox County. In order to facilitate the merger, FCCU has proposed to amend its bylaws to expand its field of membership to include persons who live, work or worship in Knox County.

At June 30, 2006, FCCU had total assets of \$118 million and 18,950 members. As of the same date, Knox County FCU had total assets of \$22 million and 4,132 members.

The proposed transaction should provide members of Knox County FCU access to increased financial products and services, including FCCU's offices in eight locations. FCCU has the managerial and financial resources to absorb Knox County FCU without adversely affecting its overall condition. The merger should contribute to the long-term strength of FCCU. Therefore, the application of Five County Credit Union to merge with Knox County Federal Credit Union is approved. The transaction shall be completed within one year of the effective

date of this Order, unless a written extension is granted by the Superintendent. The field of membership amendment to the bylaws of FCCU is also approved.

Any person aggrieved by this Order shall be entitled to a judicial review of the Order in accordance with the Maine Administrative Procedure Act, Title 5, Chapter 375, subchapter VII.

By order of the Superintendent, effective December 1, 2006.

/s/ Lloyd P. LaFountain III
Superintendent
Gardiner, Maine
November 1, 2006