

MAINE BUREAU OF FINANCIAL INSTITUTIONS
GREATER WATERVILLE AREA FEDERAL CREDIT UNION, WATERVILLE,
MAINE UNDER THE CHARTER AND WITH THE TITLE OF MAINE STATE
CREDIT UNION

Maine State Credit Union, Augusta, Maine ("Maine State CU") 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 Greater Waterville Area Federal Credit Union, Waterville, Maine ("Greater Waterville FCU") under the charter and with the title of Maine State Credit Union.

The application was accepted for processing on May 31, 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 July 2, 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.

Maine State CU is a community-chartered credit union whose field of membership consists primarily of (1) persons who live, work, worship, or attend school in and businesses located in Kennebec County and (2) Maine State employees; Maine State CU also has various other select employee groups in its field of membership. Greater Waterville FCU is a community-chartered credit union whose field of membership consists of persons who live, work, worship or attend school in, and businesses and other legal entities located in Kennebec County or Somerset County. In order to facilitate the merger, Maine State CU has proposed to amend its bylaws to expand its field of membership to include persons who live, work, worship or attend school in and businesses located in Somerset County.

At March 31, 2006, Maine State CU had total assets of \$201 million and 20,853 members. As of the same date, Greater Waterville FCU had total assets of \$26 million and 4,713 members.

The proposed transaction should ensure continued credit union service to members of Greater Waterville FCU and provide them access to increased financial products and services. Maine State CU has the managerial and financial resources to absorb Greater Waterville FCU without adversely affecting its overall condition. The merger should contribute to the long-term strength of Maine State CU. Therefore, the application of Maine State Credit Union to merge

with Greater Waterville FCU 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 Maine State CU 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 close of business August 10, 2006.

By Order of the Superintendent, effective immediately.

/s/ Lloyd P. LaFountain III
Superintendent
Gardiner, Maine
July 11, 2006