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Section 5 - Corporate Governance and Management

Item 5.02 Departure of Directors or Principal Officers;

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Election of Directors; Appointment of Principal Officers

On January 21, 2005, Dana L. Dow resigned as a member of the Board of Directors of the Registrant due to his recent election to the Maine State Senate and the time conflict created.

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SIGNATURE

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 hereunto duly authorized.

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FIRST NATIONAL LINCOLN CORPORATION

By: /s/ F. STEPHEN WARD

F. Stephen Ward
Treasurer and Chief Financial Officer

Dated: January 24, 2005