



DEPARTMENT OF THE TREASURY
WASHINGTON, D.C. 20220

July 9, 2012

Re: Capital Purchase Program – Additional Information Regarding Pooled Auctions

On June 19, 2012, the United States Department of the Treasury (Treasury) sent you a letter informing you that we are considering including our investment in your institution as part of a series of pooled auctions of Capital Purchase Program (CPP) investments. At that time, we also noted that additional information would be provided regarding the sale process, including the ability to potentially opt-out of the pooled sale if an institution, or a designated bidder (or single group of investors), submitted a bid at a sufficient price to purchase the investment and met certain other requirements.

Today, we are providing the first of those updates. In addition to this letter, we have posted to our website a timeline of significant dates, a form of bid letter and a form of designated purchaser questionnaire. As part of the opt-out process, any financial institution wishing to opt-out of a potential pooled auction must deliver an executed bid letter by 5:00pm EST on Monday, August 6, 2012. The bid letter requires the financial institution, and any designated bidder, to set forth, among other matters, the total amount of CPP outstanding (other than warrants for common stock), the total dollar amount of the bid, information concerning the designated bidder (if applicable) and an agreement to facilitate the sale of the CPP investment. The designated bidder questionnaire requires the designated bidder (including each member of an investor group) to certify certain information so that Treasury may confirm the suitability of the designated bidder to participate in any offering or purchase of the CPP investment.

We anticipate that we will contact banks that have submitted a proposal to opt-out of the pooled auction no later than August 17, 2012, and will advise them of whether we expect to remove the investment from the first pooled sales as well as provide next steps regarding the opt-out process. Decisions regarding whether a bid is sufficient to successfully opt-out will be made in Treasury's sole discretion. In addition, a decision to initially remove an investment from a pooled sale does not mean that the institution, or its designated bidder, is entitled to purchase the investment at the submitted bid price. At a later date, Treasury will determine whether to conduct an individual auction or other process to ensure good value for taxpayers. At the time of any individual auction or other purchase, which may be a number of months after the initial opt-out notice, Treasury may request an updated bid from the institution or designated bidder. Treasury reserves the right to place an institution back into a pooled sale process, if at the time of any individual auction or other purchase, the final and best submitted bid does not meet Treasury's minimum, which Treasury shall determine in its sole discretion.

Please note, Treasury may update and, in its sole discretion, modify these procedures from time to time to ensure financial stability and maximize taxpayer returns when selling its CPP investments. Furthermore, Treasury retains the right, at all times, to decide whether, when and at what price it will sell the CPP investments. In addition, Treasury reminds potential participants in any sale of CPP investments, that the purchasers are responsible for compliance with all applicable laws, including the Bank Holding Company Act of 1956, as amended, and the Investment Company Act of 1940, as amended.

We'll continue to communicate with you regularly about the pooled auction process as we work to wind down the CPP program in a way that protects taxpayer interests and supports our nation's community banks. If you have any questions, please feel free to contact us at cpp@treasury.gov.

Best regards,
Michael Harris
Director of the Capital Purchase Program