

CROSS-RECEIPT

January 27, 2012

Pursuant to that certain Agreement and Plan of Merger (the "Merger Agreement") by and among Grandpoint Capital, Inc., a Delaware corporation ("Grandpoint"), GPC MergerCo., a Washington corporation ("MergerCo"), and Regents Bancshares, Inc., a Washington corporation (the "Company"), dated as of September 2, 2011, on the date hereof, among other things, (i) MergerCo will be merged with and into the Company with the Company remaining as the surviving entity (the "Merger") and (ii) as a result of the Merger, each share of Fixed Rate Cumulative Perpetual Preferred Stock, Series A of the Company (the "Series A Preferred Stock") and Fixed Rate Cumulative Perpetual Preferred Stock, Series B of the Company (the "Series B Preferred Stock") held by the United States Department of the Treasury ("Treasury") will be converted into the right to receive an amount in cash equal to [REDACTED] plus all accrued and unpaid dividends thereon. The parties hereto acknowledge as follows:

1. Treasury hereby acknowledges receipt from or on behalf of Grandpoint of an amount in cash equal to [REDACTED]
2. Grandpoint hereby acknowledges receipt from Treasury of (1) a certificate representing [REDACTED] shares of the Series A Preferred Stock and (2) a certificate representing [REDACTED] shares of the Series B Preferred Stock.

This Cross-Receipt and any claim, controversy or dispute arising under or related to this Cross-Receipt, the relationship of the parties hereunder and/or the interpretation and enforcement of the rights and duties of the parties hereunder shall be governed by, construed and enforced in accordance with the federal law of the United States if and to the extent such law is applicable, and otherwise in accordance with the laws of the State of New York applicable to contracts made and to be performed entirely within such State.

This Cross-Receipt may be executed and delivered in any number of separate counterparts (including by facsimile transmission or .pdf format), each such counterpart being deemed to be an original instrument, and all such counterparts will together constitute the same agreement.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Cross-Receipt to be duly executed by their respective authorized officers as of the day and year first above written.

GRANDPOINT CAPITAL, INC.

By: 

Name: Dave Dayton
Title: Chief Financial Officer

UNITED STATES DEPARTMENT OF THE
TREASURY

By: 

Name: Timothy G. Massad
Title: Assistant Secretary for
Financial Stability

IN WITNESS WHEREOF, the parties hereto have caused this Cross-Receipt to be duly executed by their respective authorized officers as of the day and year first above written.

GRANDPOINT CAPITAL, INC.

By: _____
Name:
Title:

UNITED STATES DEPARTMENT OF THE
TREASURY

By: 
Name: Timothy G. Massad
Title: Assistant Secretary for
Financial Stability