

UNITED STATES DEPARTMENT OF THE TREASURY
1500 PENNSYLVANIA AVENUE, NW
WASHINGTON, D.C. 20220

Dear Ladies and Gentlemen:

The company set forth on the signature page hereto (the “*Company*”) intends to issue in a private placement the number of shares of a series of its preferred stock set forth on Schedule A hereto (the “*Preferred Shares*”) and a warrant to purchase the number of shares of a series of its preferred stock set forth on Schedule A hereto (the “*Warrant*” and, together with the Preferred Shares, the “*Purchased Securities*”) and the United States Department of the Treasury (the “*Investor*”) intends to purchase from the Company the Purchased Securities.

The purpose of this letter agreement is to confirm the terms and conditions of the purchase by the Investor of the Purchased Securities. Except to the extent supplemented or superseded by the terms set forth herein or in the Schedules hereto, the provisions contained in the Securities Purchase Agreement – Standard Terms attached hereto as Exhibit A (the “*Securities Purchase Agreement*”) are incorporated by reference herein. Terms that are defined in the Securities Purchase Agreement are used in this letter agreement as so defined. In the event of any inconsistency between this letter agreement and the Securities Purchase Agreement, the terms of this letter agreement shall govern.

Each of the Company and the Investor hereby confirms its agreement with the other party with respect to the issuance by the Company of the Purchased Securities and the purchase by the Investor of the Purchased Securities pursuant to this letter agreement and the Securities Purchase Agreement on the terms specified on Schedule A hereto.

This letter agreement (including the Schedules hereto), the Securities Purchase Agreement (including the Annexes thereto), the Disclosure Schedules and the Warrant constitute the entire agreement, and supersede all other prior agreements, understandings, representations and warranties, both written and oral, between the parties, with respect to the subject matter hereof. This letter agreement constitutes the “*Letter Agreement*” referred to in the Securities Purchase Agreement.

This letter agreement may be executed in any number of separate counterparts, each such counterpart being deemed to be an original instrument, and all such counterparts will together constitute the same agreement. Executed signature pages to this letter agreement may be delivered by facsimile and such facsimiles will be deemed as sufficient as if actual signature pages had been delivered.

* * *

In witness whereof, this letter agreement has been duly executed and delivered by the duly authorized representatives of the parties hereto as of the date written below.

**UNITED STATES DEPARTMENT OF THE
TREASURY**

By: _____
Name:
Title:

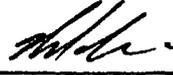
MARQUETTE NATIONAL CORPORATION

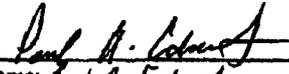
By: Paul A. Eckroth
Name: Paul A. Eckroth
Title: EVP & CFO

Date: _____, _____

In witness whereof, this letter agreement has been duly executed and delivered by the duly authorized representatives of the parties hereto as of the date written below.

**UNITED STATES DEPARTMENT OF THE
TREASURY**

By: 
Name: **Neel Kashkari**
Title: **Interim Assistant Secretary
For Financial Stability**
MARQUETTE NATIONAL CORPORATION

By: 
Name: **Paul A. Eckroth**
Title: **EVPA CFO**

Date: December 19, 2008

EXHIBIT A

SECURITIES PURCHASE AGREEMENT

EXHIBIT A
(Non-Exchange-Traded QFIs, excluding S Corps
and Mutual Organizations)

SECURITIES PURCHASE AGREEMENT
STANDARD TERMS

TABLE OF CONTENTS

Page

Article I

Purchase; Closing

| | | |
|-----|---------------------|---|
| 1.1 | Purchase | 3 |
| 1.2 | Closing | 3 |
| 1.3 | Interpretation..... | 8 |

Article II

Representations and Warranties

| | | |
|-----|--|----|
| 2.1 | Disclosure | 9 |
| 2.2 | Representations and Warranties of the Company..... | 11 |

Article III

Covenants

| | | |
|-----|---|----|
| 3.1 | Commercially Reasonable Efforts | 29 |
| 3.2 | Expenses | 30 |
| 3.3 | Sufficiency of Authorized Warrant Preferred Stock; Exchange Listing | 30 |
| 3.4 | Certain Notifications Until Closing | 30 |
| 3.5 | Access, Information and Confidentiality | 31 |

Article IV

Additional Agreements

| | | |
|------|---|----|
| 4.1 | Purchase for Investment..... | 34 |
| 4.2 | Legends..... | 35 |
| 4.3 | Certain Transactions | 39 |
| 4.4 | Transfer of Purchased Securities and Warrant Shares; Restrictions on Exercise of the Warrant | 39 |
| 4.5 | Registration Rights..... | 40 |
| 4.6 | Depository Shares | 68 |
| 4.7 | Restriction on Dividends and Repurchases..... | 68 |
| 4.8 | Executive Compensation | 73 |
| 4.9 | Related Party Transactions | 74 |
| 4.10 | Bank and Thrift Holding Company Status..... | 74 |
| 4.11 | Predominantly Financial | 75 |

Article V

Miscellaneous

| | | |
|------|--|----|
| 5.1 | Termination..... | 75 |
| 5.2 | Survival of Representations and Warranties..... | 77 |
| 5.3 | Amendment..... | 77 |
| 5.4 | Waiver of Conditions..... | 77 |
| 5.5 | Governing Law: Submission to Jurisdiction, Etc. | 78 |
| 5.6 | Notices | 78 |
| 5.7 | Definitions..... | 79 |
| 5.8 | Assignment | 80 |
| 5.9 | Severability | 81 |
| 5.10 | No Third Party Beneficiaries | 81 |

LIST OF ANNEXES

- ANNEX A: FORM OF CERTIFICATE OF DESIGNATIONS FOR PREFERRED STOCK
- ANNEX B: FORM OF CERTIFICATE OF DESIGNATIONS FOR WARRANT
PREFERRED STOCK
- ANNEX C: FORM OF WAIVER
- ANNEX D: FORM OF OPINION
- ANNEX E: FORM OF WARRANT

INDEX OF DEFINED TERMS

| Term | Location of Definition |
|---|------------------------|
| Affiliate | 5.7(b) |
| Agreement | Recitals |
| Appropriate Federal Banking Agency | 2.2(s) |
| Bank Holding Company | 4.10 |
| Bankruptcy Exceptions | 2.2(d) |
| Benefit Plans | 1.2(d)(iv) |
| Board of Directors | 2.2(f) |
| Business Combination | 5.8 |
| business day | 1.3 |
| Capitalization Date | 2.2(b) |
| Certificates of Designations | 1.2(d)(iii) |
| Charter | 1.2(d)(iii) |
| Closing | 1.2(a) |
| Closing Date | 1.2(a) |
| Code | 2.2(n) |
| Common Stock | 2.2(b) |
| Company | Recitals |
| Company Financial Statements | 2.2(h) |
| Company Material Adverse Effect | 2.1(b) |
| Company Reports | 2.2(i)(i) |
| Company Subsidiary; Company Subsidiaries | 2.2(e)(ii) |
| control; controlled by; under common control with | 5.7(b) |
| Controlled Group | 2.2(n) |
| CPP | Recitals |
| Disclosure Schedule | 2.1(a) |
| EESA | 1.2(d)(iv) |
| ERISA | 2.2(n) |
| Exchange Act | 4.4 |
| Federal Reserve | 4.10 |
| GAAP | 2.1(b) |
| Governmental Entities | 1.2(c) |
| Holder | 4.5(l)(i) |
| Holder's Counsel | 4.5(l)(ii) |
| Indemnitee | 4.5(h)(i) |
| Information | 3.5(c) |
| Investor | Recitals |
| Junior Stock | 4.7(f) |
| knowledge of the Company; Company's knowledge | 5.7(c) |
| Letter Agreement | Recitals |
| officers | 5.7(c) |
| Parity Stock | 4.7(f) |

| Term | Location of Definition |
|--|------------------------|
| Pending Underwritten Offering | 4.5(m) |
| Permitted Repurchases | 4.7(c) |
| Piggyback Registration Plan | 4.5(b)(iv) |
| Preferred Shares | 2.2(n) |
| Preferred Stock | Recitals |
| Previously Disclosed | Recitals |
| Proprietary Rights | 2.1(c) |
| Purchase | 2.2(u) |
| Purchase Price | Recitals |
| Purchased Securities | 1.1 |
| register; registered; registration | Recitals |
| Registrable Securities | 4.5(l)(iii) |
| Registration Expenses | 4.5(l)(iv) |
| Regulatory Agreement | 4.5(l)(v) |
| Rule 144; Rule 144A; Rule 159A; Rule 405; Rule 415 | 2.2(s) |
| Savings and Loan Holding Company | 4.5(l)(vi) |
| Schedules | 4.10 |
| SEC | Recitals |
| Securities Act | 2.2(k) |
| Selling Expenses | 2.2(a) |
| Senior Executive Officers | 4.5(l)(vii) |
| Shelf Registration Statement | 4.8 |
| Signing Date | 4.5(b)(ii) |
| Special Registration | 2.1(b) |
| subsidiary | 4.5(j) |
| Tax; Taxes | 5.7(a) |
| Transfer | 2.2(o) |
| Warrant | 4.4 |
| Warrant Preferred Stock | Recitals |
| Warrant Shares | Recitals |
| | 2.2(d) |

SECURITIES PURCHASE AGREEMENT – STANDARD TERMS

Recitals:

WHEREAS, the United States Department of the Treasury (the “*Investor*”) may from time to time agree to purchase shares of preferred stock and warrants from eligible financial institutions which elect to participate in the Troubled Asset Relief Program Capital Purchase Program (“*CPP*”);

WHEREAS, an eligible financial institution electing to participate in the CPP and issue securities to the Investor (referred to herein as the “*Company*”) shall enter into a letter agreement (the “*Letter Agreement*”) with the Investor which incorporates this Securities Purchase Agreement – Standard Terms;

WHEREAS, the Company agrees to expand the flow of credit to U.S. consumers and businesses on competitive terms to promote the sustained growth and vitality of the U.S. economy;

WHEREAS, the Company agrees to work diligently, under existing programs, to modify the terms of residential mortgages as appropriate to strengthen the health of the U.S. housing market;

WHEREAS, the Company intends to issue in a private placement the number of shares of the series of its Preferred Stock (“*Preferred Stock*”) set forth on Schedule A to the Letter Agreement (the “*Preferred Shares*”) and a warrant to purchase the number of shares of the series of its Preferred Stock (“*Warrant Preferred Stock*”) set forth on Schedule A to the Letter Agreement (the “*Warrant*” and, together with the Preferred Shares, the “*Purchased Securities*”) and the Investor intends to purchase (the “*Purchase*”) from the Company the Purchased Securities; and

WHEREAS, the Purchase will be governed by this Securities Purchase Agreement – Standard Terms and the Letter Agreement, including the schedules thereto (the “*Schedules*”), specifying additional terms of the Purchase. This Securities Purchase Agreement – Standard Terms (including the Annexes hereto) and the Letter Agreement (including the Schedules thereto) are together referred to as this “*Agreement*”. All references in this Securities Purchase Agreement – Standard Terms to “*Schedules*” are to the Schedules attached to the Letter Agreement.

NOW, THEREFORE, in consideration of the premises, and of the representations, warranties, covenants and agreements set forth herein, the parties agree as follows:

Article I Purchase; Closing

1.1 Purchase. On the terms and subject to the conditions set forth in this Agreement, the Company agrees to sell to the Investor, and the Investor agrees to purchase from the Company, at the Closing (as hereinafter defined), the Purchased Securities for the price set forth on Schedule A (the “*Purchase Price*”).

1.2 Closing.

(a) On the terms and subject to the conditions set forth in this Agreement, the closing of the Purchase (the “*Closing*”) will take place at the location specified in Schedule A, at the time and on the date set forth in Schedule A or as soon as practicable thereafter, or at such other place, time and date as shall be agreed between the Company and the Investor. The time and date on which the Closing occurs is referred to in this Agreement as the “*Closing Date*”.

(b) Subject to the fulfillment or waiver of the conditions to the Closing in this Section 1.2, at the Closing the Company will deliver the Preferred Shares and the Warrant, in each case as evidenced by one or more certificates dated the Closing Date and bearing appropriate legends as hereinafter provided for, in exchange for payment in full of the Purchase Price by wire transfer of immediately available United States funds to a bank account designated by the Company on Schedule A.

(c) The respective obligations of each of the Investor and the Company to consummate the Purchase are subject to the fulfillment (or waiver by the Investor and the Company, as applicable) prior to the Closing of the conditions that (i) any approvals or authorizations of all United States and other governmental, regulatory or judicial authorities (collectively, “*Governmental Entities*”) required for the consummation of the Purchase shall have been obtained or made in form and substance reasonably satisfactory to each party and shall be in full force and effect and all waiting periods required by United States and other applicable law, if any, shall have expired and (ii) no provision of any applicable United States or other law and no judgment, injunction, order or decree of any Governmental Entity shall prohibit the purchase and sale of the Purchased Securities as contemplated by this Agreement.

(d) The obligation of the Investor to consummate the Purchase is also subject to the fulfillment (or waiver by the Investor) at or prior to the Closing of each of the following conditions:

(i) (A) the representations and warranties of the Company set forth in (x) Section 2.2(g) of this Agreement shall be true and correct in all respects as though made on and as of the Closing Date, (y) Sections 2.2(a) through (f) shall be true and correct in all material respects as though made on and as of the Closing Date (other than representations and warranties that by their terms speak as of another date, which representations and warranties shall be true and correct in all material respects as of such other date) and (z) Sections 2.2(h) through (v) (disregarding all qualifications or limitations set forth in such representations and warranties as to “materiality”, “Company Material Adverse Effect” and words of similar import) shall be true and correct as though made on and as of the Closing Date (other than representations and warranties that by their terms speak as of another date, which representations and warranties shall be true and correct as of such other date), except to the extent that the failure of such representations and warranties referred to in this Section 1.2(d)(i)(A)(z) to be so true and correct, individually or in the aggregate, does not have and would not reasonably be expected to have a Company Material Adverse Effect and (B) the Company shall have

performed in all material respects all obligations required to be performed by it under this Agreement at or prior to the Closing;

(ii) the Investor shall have received a certificate signed on behalf of the Company by a senior executive officer certifying to the effect that the conditions set forth in Section 1.2(d)(i) have been satisfied;

(iii) the Company shall have duly adopted and filed with the Secretary of State of its jurisdiction of organization or other applicable Governmental Entity the amendments to its certificate or articles of incorporation, articles of association, or similar organizational document (“*Charter*”) in substantially the forms attached hereto as Annex A and Annex B (the “*Certificates of Designations*”) and such filing shall have been accepted;

(iv) (A) the Company shall have effected such changes to its compensation, bonus, incentive and other benefit plans, arrangements and agreements (including golden parachute, severance and employment agreements) (collectively, “*Benefit Plans*”) with respect to its Senior Executive Officers (and to the extent necessary for such changes to be legally enforceable, each of its Senior Executive Officers shall have duly consented in writing to such changes), as may be necessary, during the period that the Investor owns any debt or equity securities of the Company acquired pursuant to this Agreement or the Warrant, in order to comply with Section 111(b) of the Emergency Economic Stabilization Act of 2008 (“*EESA*”) as implemented by guidance or regulation thereunder that has been issued and is in effect as of the Closing Date, and (B) the Investor shall have received a certificate signed on behalf of the Company by a senior executive officer certifying to the effect that the condition set forth in Section 1.2(d)(iv)(A) has been satisfied;

(v) each of the Company’s Senior Executive Officers shall have delivered to the Investor a written waiver in the form attached hereto as Annex C releasing the Investor from any claims that such Senior Executive Officers may otherwise have as a result of the issuance, on or prior to the Closing Date, of any regulations which require the modification of, and the agreement of the Company hereunder to modify, the terms of any Benefit Plans with respect to its Senior Executive Officers to eliminate any provisions of such Benefit Plans that would not be in compliance with the requirements of Section 111(b) of the EESA as implemented by guidance or regulation thereunder that has been issued and is in effect as of the Closing Date;

(vi) the Company shall have delivered to the Investor a written opinion from counsel to the Company (which may be internal counsel), addressed to the Investor and dated as of the Closing Date, in substantially the form attached hereto as Annex D;

(vii) the Company shall have delivered certificates in proper form or, with the prior consent of the Investor, evidence of shares in book-entry form, evidencing the Preferred Shares to Investor or its designee(s); and

(viii) the Company shall have duly executed the Warrant in substantially the form attached hereto as Annex E and delivered such executed Warrant to the Investor or its designee(s).

1.3 Interpretation. When a reference is made in this Agreement to “Recitals,” “Articles,” “Sections,” or “Annexes” such reference shall be to a Recital, Article or Section of, or Annex to, this Securities Purchase Agreement – Standard Terms, and a reference to “Schedules” shall be to a Schedule to the Letter Agreement, in each case, unless otherwise indicated. The terms defined in the singular have a comparable meaning when used in the plural, and vice versa. References to “herein”, “hereof”, “hereunder” and the like refer to this Agreement as a whole and not to any particular section or provision, unless the context requires otherwise. The table of contents and headings contained in this Agreement are for reference purposes only and are not part of this Agreement. Whenever the words “include,” “includes” or “including” are used in this Agreement, they shall be deemed followed by the words “without limitation.” No rule of construction against the draftsman shall be applied in connection with the interpretation or enforcement of this Agreement, as this Agreement is the product of negotiation between sophisticated parties advised by counsel. All references to “\$” or “dollars” mean the lawful currency of the United States of America. Except as expressly stated in this Agreement, all references to any statute, rule or regulation are to the statute, rule or regulation as amended, modified, supplemented or replaced from time to time (and, in the case of statutes, include any rules and regulations promulgated under the statute) and to any section of any statute, rule or regulation include any successor to the section. References to a “*business day*” shall mean any day except Saturday, Sunday and any day on which banking institutions in the State of New York generally are authorized or required by law or other governmental actions to close.

Article II Representations and Warranties

2.1 Disclosure.

(a) On or prior to the Signing Date, the Company delivered to the Investor a schedule (“*Disclosure Schedule*”) setting forth, among other things, items the disclosure of which is necessary or appropriate either in response to an express disclosure requirement contained in a provision hereof or as an exception to one or more representations or warranties contained in Section 2.2.

(b) “*Company Material Adverse Effect*” means a material adverse effect on (i) the business, results of operation or financial condition of the Company and its consolidated subsidiaries taken as a whole; *provided, however*, that Company Material Adverse Effect shall not be deemed to include the effects of (A) changes after the date of the Letter Agreement (the “*Signing Date*”) in general business, economic or market conditions (including changes generally in prevailing interest rates, credit availability and liquidity, currency exchange rates and price levels or trading volumes in the United States or foreign securities or credit markets), or any outbreak or escalation of hostilities, declared or undeclared acts of war or terrorism, in

each case generally affecting the industries in which the Company and its subsidiaries operate, (B) changes or proposed changes after the Signing Date in generally accepted accounting principles in the United States (“GAAP”) or regulatory accounting requirements, or authoritative interpretations thereof, or (C) changes or proposed changes after the Signing Date in securities, banking and other laws of general applicability or related policies or interpretations of Governmental Entities (in the case of each of these clauses (A), (B) and (C), other than changes or occurrences to the extent that such changes or occurrences have or would reasonably be expected to have a materially disproportionate adverse effect on the Company and its consolidated subsidiaries taken as a whole relative to comparable U.S. banking or financial services organizations); or (ii) the ability of the Company to consummate the Purchase and other transactions contemplated by this Agreement and the Warrant and perform its obligations hereunder or thereunder on a timely basis.

(c) “*Previously Disclosed*” means information set forth on the Disclosure Schedule, provided, however, that disclosure in any section of such Disclosure Schedule shall apply only to the indicated section of this Agreement except to the extent that it is reasonably apparent from the face of such disclosure that such disclosure is relevant to another section of this Agreement.

2.2 Representations and Warranties of the Company. Except as Previously Disclosed, the Company represents and warrants to the Investor that as of the Signing Date and as of the Closing Date (or such other date specified herein):

(a) Organization, Authority and Significant Subsidiaries. The Company has been duly incorporated and is validly existing and in good standing under the laws of its jurisdiction of organization, with the necessary power and authority to own its properties and conduct its business in all material respects as currently conducted, and except as has not, individually or in the aggregate, had and would not reasonably be expected to have a Company Material Adverse Effect, has been duly qualified as a foreign corporation for the transaction of business and is in good standing under the laws of each other jurisdiction in which it owns or leases properties or conducts any business so as to require such qualification; each subsidiary of the Company that would be considered a “significant subsidiary” within the meaning of Rule 1-02(w) of Regulation S-X under the Securities Act of 1933 (the “*Securities Act*”), has been duly organized and is validly existing in good standing under the laws of its jurisdiction of organization. The Charter and bylaws of the Company, copies of which have been provided to the Investor prior to the Signing Date, are true, complete and correct copies of such documents as in full force and effect as of the Signing Date.

(b) Capitalization. The authorized capital stock of the Company, and the outstanding capital stock of the Company (including securities convertible into, or exercisable or exchangeable for, capital stock of the Company) as of the most recent fiscal month-end preceding the Signing Date (the “*Capitalization Date*”) is set forth on Schedule B. The outstanding shares of capital stock of the Company have been duly authorized and are validly issued and outstanding, fully paid and nonassessable, and subject to no preemptive rights (and were not issued in violation of any preemptive rights). As of the Signing Date, the Company does not have outstanding any securities or other obligations providing the holder the right to

acquire its Common Stock (“*Common Stock*”) that is not reserved for issuance as specified on Schedule B, and the Company has not made any other commitment to authorize, issue or sell any Common Stock. Since the Capitalization Date, the Company has not issued any shares of Common Stock, other than (i) shares issued upon the exercise of stock options or delivered under other equity-based awards or other convertible securities or warrants which were issued and outstanding on the Capitalization Date and disclosed on Schedule B and (ii) shares disclosed on Schedule B. Each holder of 5% or more of any class of capital stock of the Company and such holder’s primary address are set forth on Schedule B.

(c) Preferred Shares. The Preferred Shares have been duly and validly authorized, and, when issued and delivered pursuant to this Agreement, such Preferred Shares will be duly and validly issued and fully paid and non-assessable, will not be issued in violation of any preemptive rights, and will rank *pari passu* with or senior to all other series or classes of Preferred Stock, whether or not issued or outstanding, with respect to the payment of dividends and the distribution of assets in the event of any dissolution, liquidation or winding up of the Company.

(d) The Warrant and Warrant Shares. The Warrant has been duly authorized and, when executed and delivered as contemplated hereby, will constitute a valid and legally binding obligation of the Company enforceable against the Company in accordance with its terms, except as the same may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting the enforcement of creditors’ rights generally and general equitable principles, regardless of whether such enforceability is considered in a proceeding at law or in equity (“*Bankruptcy Exceptions*”). The shares of Warrant Preferred Stock issuable upon exercise of the Warrant (the “*Warrant Shares*”) have been duly authorized and reserved for issuance upon exercise of the Warrant and when so issued in accordance with the terms of the Warrant will be validly issued, fully paid and non-assessable, and will rank *pari passu* with or senior to all other series or classes of Preferred Stock, whether or not issued or outstanding, with respect to the payment of dividends and the distribution of assets in the event of any dissolution, liquidation or winding up of the Company.

(e) Authorization, Enforceability.

(i) The Company has the corporate power and authority to execute and deliver this Agreement and the Warrant and to carry out its obligations hereunder and thereunder (which includes the issuance of the Preferred Shares, Warrant and Warrant Shares). The execution, delivery and performance by the Company of this Agreement and the Warrant and the consummation of the transactions contemplated hereby and thereby have been duly authorized by all necessary corporate action on the part of the Company and its stockholders, and no further approval or authorization is required on the part of the Company. This Agreement is a valid and binding obligation of the Company enforceable against the Company in accordance with its terms, subject to the Bankruptcy Exceptions.

(ii) The execution, delivery and performance by the Company of this Agreement and the Warrant and the consummation of the transactions contemplated hereby and thereby and compliance by the Company with the provisions hereof and thereof, will not (A) violate, conflict with, or result in a breach of any provision of, or constitute a default (or an event which, with notice or lapse of time or both, would constitute a default) under, or result in the termination of, or accelerate the performance required by, or result in a right of termination or acceleration of, or result in the creation of, any lien, security interest, charge or encumbrance upon any of the properties or assets of the Company or any subsidiary of the Company (each a “*Company Subsidiary*” and, collectively, the “*Company Subsidiaries*”) under any of the terms, conditions or provisions of (i) its organizational documents or (ii) any note, bond, mortgage, indenture, deed of trust, license, lease, agreement or other instrument or obligation to which the Company or any Company Subsidiary is a party or by which it or any Company Subsidiary may be bound, or to which the Company or any Company Subsidiary or any of the properties or assets of the Company or any Company Subsidiary may be subject, or (B) subject to compliance with the statutes and regulations referred to in the next paragraph, violate any statute, rule or regulation or any judgment, ruling, order, writ, injunction or decree applicable to the Company or any Company Subsidiary or any of their respective properties or assets except, in the case of clauses (A)(ii) and (B), for those occurrences that, individually or in the aggregate, have not had and would not reasonably be expected to have a Company Material Adverse Effect.

(iii) Other than the filing of the Certificates of Designations with the Secretary of State of its jurisdiction of organization or other applicable Governmental Entity, such filings and approvals as are required to be made or obtained under any state “blue sky” laws and such as have been made or obtained, no notice to, filing with, exemption or review by, or authorization, consent or approval of, any Governmental Entity is required to be made or obtained by the Company in connection with the consummation by the Company of the Purchase except for any such notices, filings, exemptions, reviews, authorizations, consents and approvals the failure of which to make or obtain would not, individually or in the aggregate, reasonably be expected to have a Company Material Adverse Effect.

(f) Anti-takeover Provisions and Rights Plan. The Board of Directors of the Company (the “*Board of Directors*”) has taken all necessary action to ensure that the transactions contemplated by this Agreement and the Warrant and the consummation of the transactions contemplated hereby and thereby, including the exercise of the Warrant in accordance with its terms, will be exempt from any anti-takeover or similar provisions of the Company’s Charter and bylaws, and any other provisions of any applicable “moratorium”, “control share”, “fair price”, “interested stockholder” or other anti-takeover laws and regulations of any jurisdiction.

(g) No Company Material Adverse Effect. Since the last day of the last completed fiscal period for which financial statements are included in the Company Financial Statements (as defined below), no fact, circumstance, event, change, occurrence, condition or development

has occurred that, individually or in the aggregate, has had or would reasonably be expected to have a Company Material Adverse Effect.

(h) Company Financial Statements. The Company has Previously Disclosed each of the consolidated financial statements of the Company and its consolidated subsidiaries for each of the last three completed fiscal years of the Company (which shall be audited to the extent audited financial statements are available prior to the Signing Date) and each completed quarterly period since the last completed fiscal year (collectively the “*Company Financial Statements*”). The Company Financial Statements present fairly in all material respects the consolidated financial position of the Company and its consolidated subsidiaries as of the dates indicated therein and the consolidated results of their operations for the periods specified therein; and except as stated therein, such financial statements (A) were prepared in conformity with GAAP applied on a consistent basis (except as may be noted therein) and (B) have been prepared from, and are in accordance with, the books and records of the Company and the Company Subsidiaries.

(i) Reports.

(i) Since December 31, 2006, the Company and each Company Subsidiary has filed all reports, registrations, documents, filings, statements and submissions, together with any amendments thereto, that it was required to file with any Governmental Entity (the foregoing, collectively, the “*Company Reports*”) and has paid all fees and assessments due and payable in connection therewith, except, in each case, as would not, individually or in the aggregate, reasonably be expected to have a Company Material Adverse Effect. As of their respective dates of filing, the Company Reports complied in all material respects with all statutes and applicable rules and regulations of the applicable Governmental Entities.

(ii) The records, systems, controls, data and information of the Company and the Company Subsidiaries are recorded, stored, maintained and operated under means (including any electronic, mechanical or photographic process, whether computerized or not) that are under the exclusive ownership and direct control of the Company or the Company Subsidiaries or their accountants (including all means of access thereto and therefrom), except for any non-exclusive ownership and non-direct control that would not reasonably be expected to have a material adverse effect on the system of internal accounting controls described below in this Section 2.2(i)(ii). The Company (A) has implemented and maintains adequate disclosure controls and procedures to ensure that material information relating to the Company, including the consolidated Company Subsidiaries, is made known to the chief executive officer and the chief financial officer of the Company by others within those entities, and (B) has disclosed, based on its most recent evaluation prior to the Signing Date, to the Company’s outside auditors and the audit committee of the Board of Directors (x) any significant deficiencies and material weaknesses in the design or operation of internal controls that are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information and (y) any fraud, whether or not material, that involves management or

other employees who have a significant role in the Company's internal controls over financial reporting.

(j) No Undisclosed Liabilities. Neither the Company nor any of the Company Subsidiaries has any liabilities or obligations of any nature (absolute, accrued, contingent or otherwise) which are not properly reflected or reserved against in the Company Financial Statements to the extent required to be so reflected or reserved against in accordance with GAAP, except for (A) liabilities that have arisen since the last fiscal year end in the ordinary and usual course of business and consistent with past practice and (B) liabilities that, individually or in the aggregate, have not had and would not reasonably be expected to have a Company Material Adverse Effect.

(k) Offering of Securities. Neither the Company nor any person acting on its behalf has taken any action (including any offering of any securities of the Company under circumstances which would require the integration of such offering with the offering of any of the Purchased Securities under the Securities Act, and the rules and regulations of the Securities and Exchange Commission (the "SEC") promulgated thereunder), which might subject the offering, issuance or sale of any of the Purchased Securities to Investor pursuant to this Agreement to the registration requirements of the Securities Act.

(l) Litigation and Other Proceedings. Except (i) as set forth on Schedule C or (ii) as would not, individually or in the aggregate, reasonably be expected to have a Company Material Adverse Effect, there is no (A) pending or, to the knowledge of the Company, threatened, claim, action, suit, investigation or proceeding, against the Company or any Company Subsidiary or to which any of their assets are subject nor is the Company or any Company Subsidiary subject to any order, judgment or decree or (B) unresolved violation, criticism or exception by any Governmental Entity with respect to any report or relating to any examinations or inspections of the Company or any Company Subsidiaries.

(m) Compliance with Laws. Except as would not, individually or in the aggregate, reasonably be expected to have a Company Material Adverse Effect, the Company and the Company Subsidiaries have all permits, licenses, franchises, authorizations, orders and approvals of, and have made all filings, applications and registrations with, Governmental Entities that are required in order to permit them to own or lease their properties and assets and to carry on their business as presently conducted and that are material to the business of the Company or such Company Subsidiary. Except as set forth on Schedule D, the Company and the Company Subsidiaries have complied in all respects and are not in default or violation of, and none of them is, to the knowledge of the Company, under investigation with respect to or, to the knowledge of the Company, have been threatened to be charged with or given notice of any violation of, any applicable domestic (federal, state or local) or foreign law, statute, ordinance, license, rule, regulation, policy or guideline, order, demand, writ, injunction, decree or judgment of any Governmental Entity, other than such noncompliance, defaults or violations that would not, individually or in the aggregate, reasonably be expected to have a Company Material Adverse Effect. Except for statutory or regulatory restrictions of general application or as set forth on Schedule D, no Governmental Entity has placed any restriction on the business or properties of

the Company or any Company Subsidiary that would, individually or in the aggregate, reasonably be expected to have a Company Material Adverse Effect.

(n) Employee Benefit Matters. Except as would not reasonably be expected to have, either individually or in the aggregate, a Company Material Adverse Effect: (A) each “employee benefit plan” (within the meaning of Section 3(3) of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”)) providing benefits to any current or former employee, officer or director of the Company or any member of its “Controlled Group” (defined as any organization which is a member of a controlled group of corporations within the meaning of Section 414 of the Internal Revenue Code of 1986, as amended (the “Code”)) that is sponsored, maintained or contributed to by the Company or any member of its Controlled Group and for which the Company or any member of its Controlled Group would have any liability, whether actual or contingent (each, a “Plan”) has been maintained in compliance with its terms and with the requirements of all applicable statutes, rules and regulations, including ERISA and the Code; (B) with respect to each Plan subject to Title IV of ERISA (including, for purposes of this clause (B), any plan subject to Title IV of ERISA that the Company or any member of its Controlled Group previously maintained or contributed to in the six years prior to the Signing Date), (1) no “reportable event” (within the meaning of Section 4043(c) of ERISA), other than a reportable event for which the notice period referred to in Section 4043(c) of ERISA has been waived, has occurred in the three years prior to the Signing Date or is reasonably expected to occur, (2) no “accumulated funding deficiency” (within the meaning of Section 302 of ERISA or Section 412 of the Code), whether or not waived, has occurred in the three years prior to the Signing Date or is reasonably expected to occur, (3) the fair market value of the assets under each Plan exceeds the present value of all benefits accrued under such Plan (determined based on the assumptions used to fund such Plan) and (4) neither the Company nor any member of its Controlled Group has incurred in the six years prior to the Signing Date, or reasonably expects to incur, any liability under Title IV of ERISA (other than contributions to the Plan or premiums to the PBGC in the ordinary course and without default) in respect of a Plan (including any Plan that is a “multiemployer plan”, within the meaning of Section 4001(c)(3) of ERISA); and (C) each Plan that is intended to be qualified under Section 401(a) of the Code has received a favorable determination letter from the Internal Revenue Service with respect to its qualified status that has not been revoked, or such a determination letter has been timely applied for but not received by the Signing Date, and nothing has occurred, whether by action or by failure to act, which could reasonably be expected to cause the loss, revocation or denial of such qualified status or favorable determination letter.

(o) Taxes. Except as would not, individually or in the aggregate, reasonably be expected to have a Company Material Adverse Effect, (i) the Company and the Company Subsidiaries have filed all federal, state, local and foreign income and franchise Tax returns required to be filed through the Signing Date, subject to permitted extensions, and have paid all Taxes due thereon, and (ii) no Tax deficiency has been determined adversely to the Company or any of the Company Subsidiaries, nor does the Company have any knowledge of any Tax deficiencies. “Tax” or “Taxes” means any federal, state, local or foreign income, gross receipts, property, sales, use, license, excise, franchise, employment, payroll, withholding, alternative or add on minimum, ad valorem, transfer or excise tax, or any other tax, custom, duty,

governmental fee or other like assessment or charge of any kind whatsoever, together with any interest or penalty, imposed by any Governmental Entity.

(p) Properties and Leases. Except as would not, individually or in the aggregate, reasonably be expected to have a Company Material Adverse Effect, the Company and the Company Subsidiaries have good and marketable title to all real properties and all other properties and assets owned by them, in each case free from liens, encumbrances, claims and defects that would affect the value thereof or interfere with the use made or to be made thereof by them. Except as would not, individually or in the aggregate, reasonably be expected to have a Company Material Adverse Effect, the Company and the Company Subsidiaries hold all leased real or personal property under valid and enforceable leases with no exceptions that would interfere with the use made or to be made thereof by them.

(q) Environmental Liability. Except as would not, individually or in the aggregate, reasonably be expected to have a Company Material Adverse Effect:

(i) there is no legal, administrative, or other proceeding, claim or action of any nature seeking to impose, or that would reasonably be expected to result in the imposition of, on the Company or any Company Subsidiary, any liability relating to the release of hazardous substances as defined under any local, state or federal environmental statute, regulation or ordinance, including the Comprehensive Environmental Response, Compensation and Liability Act of 1980, pending or, to the Company's knowledge, threatened against the Company or any Company Subsidiary;

(ii) to the Company's knowledge, there is no reasonable basis for any such proceeding, claim or action; and

(iii) neither the Company nor any Company Subsidiary is subject to any agreement, order, judgment or decree by or with any court, Governmental Entity or third party imposing any such environmental liability.

(r) Risk Management Instruments. Except as would not, individually or in the aggregate, reasonably be expected to have a Company Material Adverse Effect, all derivative instruments, including, swaps, caps, floors and option agreements, whether entered into for the Company's own account, or for the account of one or more of the Company Subsidiaries or its or their customers, were entered into (i) only in the ordinary course of business, (ii) in accordance with prudent practices and in all material respects with all applicable laws, rules, regulations and regulatory policies and (iii) with counterparties believed to be financially responsible at the time; and each of such instruments constitutes the valid and legally binding obligation of the Company or one of the Company Subsidiaries, enforceable in accordance with its terms, except as may be limited by the Bankruptcy Exceptions. Neither the Company or the Company Subsidiaries, nor, to the knowledge of the Company, any other party thereto, is in breach of any of its obligations under any such agreement or arrangement other than such breaches that would not, individually or in the aggregate, reasonably be expected to have a Company Material Adverse Effect.

(s) Agreements with Regulatory Agencies. Except as set forth on Schedule E, neither the Company nor any Company Subsidiary is subject to any material cease-and-desist or other similar order or enforcement action issued by, or is a party to any material written agreement, consent agreement or memorandum of understanding with, or is a party to any commitment letter or similar undertaking to, or is subject to any capital directive by, or since December 31, 2006, has adopted any board resolutions at the request of, any Governmental Entity (other than the Appropriate Federal Banking Agencies with jurisdiction over the Company and the Company Subsidiaries) that currently restricts in any material respect the conduct of its business or that in any material manner relates to its capital adequacy, its liquidity and funding policies and practices, its ability to pay dividends, its credit, risk management or compliance policies or procedures, its internal controls, its management or its operations or business (each item in this sentence, a “*Regulatory Agreement*”), nor has the Company or any Company Subsidiary been advised since December 31, 2006 by any such Governmental Entity that it is considering issuing, initiating, ordering, or requesting any such Regulatory Agreement. The Company and each Company Subsidiary are in compliance in all material respects with each Regulatory Agreement to which it is party or subject, and neither the Company nor any Company Subsidiary has received any notice from any Governmental Entity indicating that either the Company or any Company Subsidiary is not in compliance in all material respects with any such Regulatory Agreement. “*Appropriate Federal Banking Agency*” means the “appropriate Federal banking agency” with respect to the Company or such Company Subsidiaries, as applicable, as defined in Section 3(q) of the Federal Deposit Insurance Act (12 U.S.C. Section 1813(q)).

(t) Insurance. The Company and the Company Subsidiaries are insured with reputable insurers against such risks and in such amounts as the management of the Company reasonably has determined to be prudent and consistent with industry practice. The Company and the Company Subsidiaries are in material compliance with their insurance policies and are not in default under any of the material terms thereof, each such policy is outstanding and in full force and effect, all premiums and other payments due under any material policy have been paid, and all claims thereunder have been filed in due and timely fashion, except, in each case, as would not, individually or in the aggregate, reasonably be expected to have a Company Material Adverse Effect.

(u) Intellectual Property. Except as would not, individually or in the aggregate, reasonably be expected to have a Company Material Adverse Effect, (i) the Company and each Company Subsidiary owns or otherwise has the right to use, all intellectual property rights, including all trademarks, trade dress, trade names, service marks, domain names, patents, inventions, trade secrets, know-how, works of authorship and copyrights therein, that are used in the conduct of their existing businesses and all rights relating to the plans, design and specifications of any of its branch facilities (“*Proprietary Rights*”) free and clear of all liens and any claims of ownership by current or former employees, contractors, designers or others and (ii) neither the Company nor any of the Company Subsidiaries is materially infringing, diluting, misappropriating or violating, nor has the Company or any or the Company Subsidiaries received any written (or, to the knowledge of the Company, oral) communications alleging that any of them has materially infringed, diluted, misappropriated or violated, any of the Proprietary Rights owned by any other person. Except as would not, individually or in the aggregate, reasonably be

expected to have a Company Material Adverse Effect, to the Company's knowledge, no other person is infringing, diluting, misappropriating or violating, nor has the Company or any of the Company Subsidiaries sent any written communications since January 1, 2006 alleging that any person has infringed, diluted, misappropriated or violated, any of the Proprietary Rights owned by the Company and the Company Subsidiaries.

(v) Brokers and Finders. No broker, finder or investment banker is entitled to any financial advisory, brokerage, finder's or other fee or commission in connection with this Agreement or the Warrant or the transactions contemplated hereby or thereby based upon arrangements made by or on behalf of the Company or any Company Subsidiary for which the Investor could have any liability.

Article III Covenants

3.1 Commercially Reasonable Efforts. Subject to the terms and conditions of this Agreement, each of the parties will use its commercially reasonable efforts in good faith to take, or cause to be taken, all actions, and to do, or cause to be done, all things necessary, proper or desirable, or advisable under applicable laws, so as to permit consummation of the Purchase as promptly as practicable and otherwise to enable consummation of the transactions contemplated hereby and shall use commercially reasonable efforts to cooperate with the other party to that end.

3.2 Expenses. Unless otherwise provided in this Agreement or the Warrant, each of the parties hereto will bear and pay all costs and expenses incurred by it or on its behalf in connection with the transactions contemplated under this Agreement and the Warrant, including fees and expenses of its own financial or other consultants, investment bankers, accountants and counsel.

3.3 Sufficiency of Authorized Warrant Preferred Stock; Exchange Listing.

(a) During the period from the Closing Date until the date on which the Warrant has been fully exercised, the Company shall at all times have reserved for issuance, free of preemptive or similar rights, a sufficient number of authorized and unissued Warrant Shares to effectuate such exercise.

(b) If the Company lists its Common Stock on any national securities exchange, the Company shall, if requested by the Investor, promptly use its reasonable best efforts to cause the Preferred Shares and Warrant Shares to be approved for listing on a national securities exchange as promptly as practicable following such request.

3.4 Certain Notifications Until Closing. From the Signing Date until the Closing, the Company shall promptly notify the Investor of (i) any fact, event or circumstance of which it is aware and which would reasonably be expected to cause any representation or warranty of the Company contained in this Agreement to be untrue or inaccurate in any material respect or to

cause any covenant or agreement of the Company contained in this Agreement not to be complied with or satisfied in any material respect and (ii) except as Previously Disclosed, any fact, circumstance, event, change, occurrence, condition or development of which the Company is aware and which, individually or in the aggregate, has had or would reasonably be expected to have a Company Material Adverse Effect; *provided, however*, that delivery of any notice pursuant to this Section 3.4 shall not limit or affect any rights of or remedies available to the Investor; *provided, further*, that a failure to comply with this Section 3.4 shall not constitute a breach of this Agreement or the failure of any condition set forth in Section 1.2 to be satisfied unless the underlying Company Material Adverse Effect or material breach would independently result in the failure of a condition set forth in Section 1.2 to be satisfied.

3.5 Access, Information and Confidentiality.

(a) From the Signing Date until the date when the Investor holds an amount of Preferred Shares having an aggregate liquidation value of less than 10% of the Purchase Price, the Company will permit the Investor and its agents, consultants, contractors and advisors (x) acting through the Appropriate Federal Banking Agency, or otherwise to the extent necessary to evaluate, manage, or transfer its investment in the Company, to examine the corporate books and make copies thereof and to discuss the affairs, finances and accounts of the Company and the Company Subsidiaries with the principal officers of the Company, all upon reasonable notice and at such reasonable times and as often as the Investor may reasonably request and (y) to review any information material to the Investor's investment in the Company provided by the Company to its Appropriate Federal Banking Agency. Any investigation pursuant to this Section 3.5 shall be conducted during normal business hours and in such manner as not to interfere unreasonably with the conduct of the business of the Company, and nothing herein shall require the Company or any Company Subsidiary to disclose any information to the Investor to the extent (i) prohibited by applicable law or regulation, or (ii) that such disclosure would reasonably be expected to cause a violation of any agreement to which the Company or any Company Subsidiary is a party or would cause a risk of a loss of privilege to the Company or any Company Subsidiary (*provided* that the Company shall use commercially reasonable efforts to make appropriate substitute disclosure arrangements under circumstances where the restrictions in this clause (ii) apply).

(b) From the Signing Date until the date on which all of the Preferred Shares and Warrant Shares have been redeemed in whole, the Company will deliver, or will cause to be delivered, to the Investor:

(i) as soon as available after the end of each fiscal year of the Company, and in any event within 90 days thereafter, a consolidated balance sheet of the Company as of the end of such fiscal year, and consolidated statements of income, retained earnings and cash flows of the Company for such year, in each case prepared in accordance with GAAP and setting forth in each case in comparative form the figures for the previous fiscal year of the Company, and which shall be audited to the extent audited financial statements are available; and

(ii) as soon as available after the end of the first, second and third quarterly periods in each fiscal year of the Company, a copy of any quarterly reports provided to other stockholders of the Company or Company management.

(c) The Investor will use reasonable best efforts to hold, and will use reasonable best efforts to cause its agents, consultants, contractors and advisors to hold, in confidence all non-public records, books, contracts, instruments, computer data and other data and information (collectively, “*Information*”) concerning the Company furnished or made available to it by the Company or its representatives pursuant to this Agreement (except to the extent that such information can be shown to have been (i) previously known by such party on a non-confidential basis, (ii) in the public domain through no fault of such party or (iii) later lawfully acquired from other sources by the party to which it was furnished (and without violation of any other confidentiality obligation)); *provided* that nothing herein shall prevent the Investor from disclosing any Information to the extent required by applicable laws or regulations or by any subpoena or similar legal process.

(d) The Investor’s information rights pursuant to Section 3.5(b) may be assigned by the Investor to a transferee or assignee of the Purchased Securities or the Warrant Shares or with a liquidation preference or, in the case of the Warrant, the liquidation preference of the underlying shares of Warrant Preferred Stock, no less than an amount equal to 2% of the initial aggregate liquidation preference of the Preferred Shares.

Article IV Additional Agreements

4.1 Purchase for Investment. The Investor acknowledges that the Purchased Securities and the Warrant Shares have not been registered under the Securities Act or under any state securities laws. The Investor (a) is acquiring the Purchased Securities pursuant to an exemption from registration under the Securities Act solely for investment with no present intention to distribute them to any person in violation of the Securities Act or any applicable U.S. state securities laws, (b) will not sell or otherwise dispose of any of the Purchased Securities or the Warrant Shares, except in compliance with the registration requirements or exemption provisions of the Securities Act and any applicable U.S. state securities laws, and (c) has such knowledge and experience in financial and business matters and in investments of this type that it is capable of evaluating the merits and risks of the Purchase and of making an informed investment decision.

4.2 Legends.

(a) The Investor agrees that all certificates or other instruments representing the Warrant will bear a legend substantially to the following effect:

“THE SECURITIES REPRESENTED BY THIS INSTRUMENT HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE SECURITIES LAWS OF ANY STATE AND MAY NOT BE TRANSFERRED, SOLD

OR OTHERWISE DISPOSED OF EXCEPT WHILE A REGISTRATION STATEMENT RELATING THERETO IS IN EFFECT UNDER SUCH ACT AND APPLICABLE STATE SECURITIES LAWS OR PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER SUCH ACT OR SUCH LAWS.

THIS INSTRUMENT IS ISSUED SUBJECT TO THE RESTRICTIONS ON TRANSFER AND OTHER PROVISIONS OF A SECURITIES PURCHASE AGREEMENT BETWEEN THE ISSUER OF THESE SECURITIES AND THE INVESTOR REFERRED TO THEREIN, A COPY OF WHICH IS ON FILE WITH THE ISSUER. THE SECURITIES REPRESENTED BY THIS INSTRUMENT MAY NOT BE SOLD OR OTHERWISE TRANSFERRED EXCEPT IN COMPLIANCE WITH SAID AGREEMENT. ANY SALE OR OTHER TRANSFER NOT IN COMPLIANCE WITH SAID AGREEMENT WILL BE VOID.”

(b) In addition, the Investor agrees that all certificates or other instruments representing the Preferred Shares and the Warrant Shares will bear a legend substantially to the following effect:

“THE SECURITIES REPRESENTED BY THIS INSTRUMENT ARE NOT SAVINGS ACCOUNTS, DEPOSITS OR OTHER OBLIGATIONS OF A BANK AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENTAL AGENCY.

THE SECURITIES REPRESENTED BY THIS INSTRUMENT HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), OR THE SECURITIES LAWS OF ANY STATE AND MAY NOT BE TRANSFERRED, SOLD OR OTHERWISE DISPOSED OF EXCEPT WHILE A REGISTRATION STATEMENT RELATING THERETO IS IN EFFECT UNDER SUCH ACT AND APPLICABLE STATE SECURITIES LAWS OR PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER SUCH ACT OR SUCH LAWS. EACH PURCHASER OF THE SECURITIES REPRESENTED BY THIS INSTRUMENT IS NOTIFIED THAT THE SELLER MAY BE RELYING ON THE EXEMPTION FROM SECTION 5 OF THE SECURITIES ACT PROVIDED BY RULE 144A THEREUNDER. ANY TRANSFEREE OF THE SECURITIES REPRESENTED BY THIS INSTRUMENT BY ITS ACCEPTANCE HEREOF (1) REPRESENTS THAT IT IS A “QUALIFIED INSTITUTIONAL BUYER” (AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT), (2) AGREES THAT IT WILL NOT OFFER, SELL OR OTHERWISE TRANSFER THE SECURITIES REPRESENTED BY THIS INSTRUMENT EXCEPT (A) PURSUANT TO A REGISTRATION STATEMENT WHICH IS THEN EFFECTIVE UNDER THE SECURITIES ACT, (B) FOR SO LONG AS THE SECURITIES REPRESENTED BY THIS INSTRUMENT ARE ELIGIBLE FOR RESALE PURSUANT TO RULE 144A, TO A PERSON IT REASONABLY BELIEVES IS A “QUALIFIED INSTITUTIONAL BUYER” AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT THAT PURCHASES FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER

TO WHOM NOTICE IS GIVEN THAT THE TRANSFER IS BEING MADE IN RELIANCE ON RULE 144A, (C) TO THE ISSUER OR (D) PURSUANT TO ANY OTHER AVAILABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND (3) AGREES THAT IT WILL GIVE TO EACH PERSON TO WHOM THE SECURITIES REPRESENTED BY THIS INSTRUMENT ARE TRANSFERRED A NOTICE SUBSTANTIALLY TO THE EFFECT OF THIS LEGEND.

THIS INSTRUMENT IS ISSUED SUBJECT TO THE RESTRICTIONS ON TRANSFER AND OTHER PROVISIONS OF A SECURITIES PURCHASE AGREEMENT BETWEEN THE ISSUER OF THESE SECURITIES AND THE INVESTOR REFERRED TO THEREIN, A COPY OF WHICH IS ON FILE WITH THE ISSUER. THE SECURITIES REPRESENTED BY THIS INSTRUMENT MAY NOT BE SOLD OR OTHERWISE TRANSFERRED EXCEPT IN COMPLIANCE WITH SAID AGREEMENT. ANY SALE OR OTHER TRANSFER NOT IN COMPLIANCE WITH SAID AGREEMENT WILL BE VOID.”

(c) In the event that any Purchased Securities or Warrant Shares (i) become registered under the Securities Act or (ii) are eligible to be transferred without restriction in accordance with Rule 144 or another exemption from registration under the Securities Act (other than Rule 144A), the Company shall issue new certificates or other instruments representing such Purchased Securities or Warrant Shares, which shall not contain the applicable legends in Sections 4.2(a) and (b) above; *provided* that the Investor surrenders to the Company the previously issued certificates or other instruments.

4.3 Certain Transactions. The Company will not merge or consolidate with, or sell, transfer or lease all or substantially all of its property or assets to, any other party unless the successor, transferee or lessee party (or its ultimate parent entity), as the case may be (if not the Company), expressly assumes the due and punctual performance and observance of each and every covenant, agreement and condition of this Agreement to be performed and observed by the Company.

4.4 Transfer of Purchased Securities and Warrant Shares; Restrictions on Exercise of the Warrant. Subject to compliance with applicable securities laws, the Investor shall be permitted to transfer, sell, assign or otherwise dispose of (“*Transfer*”) all or a portion of the Purchased Securities or Warrant Shares at any time, and the Company shall take all steps as may be reasonably requested by the Investor to facilitate the Transfer of the Purchased Securities and the Warrant Shares; *provided* that the Investor shall not Transfer any Purchased Securities or Warrant Shares if such transfer would require the Company to be subject to the periodic reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934 (the “*Exchange Act*”). In furtherance of the foregoing, the Company shall provide reasonable cooperation to facilitate any Transfers of the Purchased Securities or Warrant Shares, including, as is reasonable under the circumstances, by furnishing such information concerning the Company and its business as a proposed transferee may reasonably request (including such information as is required by Section 4.5(k)) and making management of the Company

reasonably available to respond to questions of a proposed transferee in accordance with customary practice, subject in all cases to the proposed transferee agreeing to a customary confidentiality agreement.

4.5 Registration Rights.

(a) Unless and until the Company becomes subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act, the Company shall have no obligation to comply with the provisions of this Section 4.5 (other than Section 4.5(b)(iv)-(vi)); *provided* that the Company covenants and agrees that it shall comply with this Section 4.5 as soon as practicable after the date that it becomes subject to such reporting requirements.

(b) Registration.

(i) Subject to the terms and conditions of this Agreement, the Company covenants and agrees that as promptly as practicable after the date that the Company becomes subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act (and in any event no later than 30 days thereafter), the Company shall prepare and file with the SEC a Shelf Registration Statement covering all Registrable Securities (or otherwise designate an existing Shelf Registration Statement filed with the SEC to cover the Registrable Securities), and, to the extent the Shelf Registration Statement has not theretofore been declared effective or is not automatically effective upon such filing, the Company shall use reasonable best efforts to cause such Shelf Registration Statement to be declared or become effective and to keep such Shelf Registration Statement continuously effective and in compliance with the Securities Act and usable for resale of such Registrable Securities for a period from the date of its initial effectiveness until such time as there are no Registrable Securities remaining (including by refiling such Shelf Registration Statement (or a new Shelf Registration Statement) if the initial Shelf Registration Statement expires). Notwithstanding the foregoing, if the Company is not eligible to file a registration statement on Form S-3, then the Company shall not be obligated to file a Shelf Registration Statement unless and until requested to do so in writing by the Investor.

(ii) Any registration pursuant to Section 4.5(b)(i) shall be effected by means of a shelf registration on an appropriate form under Rule 415 under the Securities Act (a "*Shelf Registration Statement*"). If the Investor or any other Holder intends to distribute any Registrable Securities by means of an underwritten offering it shall promptly so advise the Company and the Company shall take all reasonable steps to facilitate such distribution, including the actions required pursuant to Section 4.5(d); *provided* that the Company shall not be required to facilitate an underwritten offering of Registrable Securities unless the expected gross proceeds from such offering exceed (i) 2% of the initial aggregate liquidation preference of the Preferred Shares if such initial aggregate liquidation preference is less than \$2 billion and (ii) \$200 million if the initial aggregate liquidation preference of the Preferred Shares is equal to or greater than \$2 billion. The lead underwriters in any such distribution shall be selected by the Holders of a majority

of the Registrable Securities to be distributed; *provided* that to the extent appropriate and permitted under applicable law, such Holders shall consider the qualifications of any broker-dealer Affiliate of the Company in selecting the lead underwriters in any such distribution.

(iii) The Company shall not be required to effect a registration (including a resale of Registrable Securities from an effective Shelf Registration Statement) or an underwritten offering pursuant to Section 4.5(b): (A) with respect to securities that are not Registrable Securities; or (B) if the Company has notified the Investor and all other Holders that in the good faith judgment of the Board of Directors, it would be materially detrimental to the Company or its securityholders for such registration or underwritten offering to be effected at such time, in which event the Company shall have the right to defer such registration for a period of not more than 45 days after receipt of the request of the Investor or any other Holder; *provided* that such right to delay a registration or underwritten offering shall be exercised by the Company (1) only if the Company has generally exercised (or is concurrently exercising) similar black-out rights against holders of similar securities that have registration rights and (2) not more than three times in any 12-month period and not more than 90 days in the aggregate in any 12-month period.

(iv) If during any period when an effective Shelf Registration Statement is not available, the Company proposes to register any of its equity securities, other than a registration pursuant to Section 4.5(b)(i) or a Special Registration, and the registration form to be filed may be used for the registration or qualification for distribution of Registrable Securities, the Company will give prompt written notice to the Investor and all other Holders of its intention to effect such a registration (but in no event less than ten days prior to the anticipated filing date) and will include in such registration all Registrable Securities with respect to which the Company has received written requests for inclusion therein within ten business days after the date of the Company's notice (a "Piggyback Registration"). Any such person that has made such a written request may withdraw its Registrable Securities from such Piggyback Registration by giving written notice to the Company and the managing underwriter, if any, on or before the fifth business day prior to the planned effective date of such Piggyback Registration. The Company may terminate or withdraw any registration under this Section 4.5(b)(iv) prior to the effectiveness of such registration, whether or not Investor or any other Holders have elected to include Registrable Securities in such registration.

(v) If the registration referred to in Section 4.5(b)(iv) is proposed to be underwritten, the Company will so advise Investor and all other Holders as a part of the written notice given pursuant to Section 4.5(b)(iv). In such event, the right of Investor and all other Holders to registration pursuant to Section 4.5(b) will be conditioned upon such persons' participation in such underwriting and the inclusion of such person's Registrable Securities in the underwriting if such securities are of the same class of securities as the securities to be offered in the underwritten offering, and each such person will (together with the Company and the other persons distributing their securities through such underwriting) enter into an underwriting agreement in customary form with

the underwriter or underwriters selected for such underwriting by the Company; *provided* that the Investor (as opposed to other Holders) shall not be required to indemnify any person in connection with any registration. If any participating person disapproves of the terms of the underwriting, such person may elect to withdraw therefrom by written notice to the Company, the managing underwriters and the Investor (if the Investor is participating in the underwriting).

(vi) If either (x) the Company grants “piggyback” registration rights to one or more third parties to include their securities in an underwritten offering under the Shelf Registration Statement pursuant to Section 4.5(b)(ii) or (y) a Piggyback Registration under Section 4.5(b)(iv) relates to an underwritten offering on behalf of the Company, and in either case the managing underwriters advise the Company that in their reasonable opinion the number of securities requested to be included in such offering exceeds the number which can be sold without adversely affecting the marketability of such offering (including an adverse effect on the per share offering price), the Company will include in such offering only such number of securities that in the reasonable opinion of such managing underwriters can be sold without adversely affecting the marketability of the offering (including an adverse effect on the per share offering price), which securities will be so included in the following order of priority: (A) first, in the case of a Piggyback Registration under Section 4.5(b)(iv), the securities the Company proposes to sell, (B) then the Registrable Securities of the Investor and all other Holders who have requested inclusion of Registrable Securities pursuant to Section 4.5(b)(ii) or Section 4.5(b)(iv), as applicable, *pro rata* on the basis of the aggregate number of such securities or shares owned by each such person and (C) lastly, any other securities of the Company that have been requested to be so included, subject to the terms of this Agreement; *provided, however,* that if the Company has, prior to the Signing Date, entered into an agreement with respect to its securities that is inconsistent with the order of priority contemplated hereby then it shall apply the order of priority in such conflicting agreement to the extent that it would otherwise result in a breach under such agreement.

(c) Expenses of Registration. All Registration Expenses incurred in connection with any registration, qualification or compliance hereunder shall be borne by the Company. All Selling Expenses incurred in connection with any registrations hereunder shall be borne by the holders of the securities so registered *pro rata* on the basis of the aggregate offering or sale price of the securities so registered.

(d) Obligations of the Company. Whenever required to effect the registration of any Registrable Securities or facilitate the distribution of Registrable Securities pursuant to an effective Shelf Registration Statement, the Company shall, as expeditiously as reasonably practicable:

(i) Prepare and file with the SEC a prospectus supplement or post-effective amendment with respect to a proposed offering of Registrable Securities pursuant to an effective registration statement, subject to Section 4.5(d), keep such registration

statement effective and keep such prospectus supplement current until the securities described therein are no longer Registrable Securities.

(ii) Prepare and file with the SEC such amendments and supplements to the applicable registration statement and the prospectus or prospectus supplement used in connection with such registration statement as may be necessary to comply with the provisions of the Securities Act with respect to the disposition of all securities covered by such registration statement.

(iii) Furnish to the Holders and any underwriters such number of copies of the applicable registration statement and each such amendment and supplement thereto (including in each case all exhibits) and of a prospectus, including a preliminary prospectus, in conformity with the requirements of the Securities Act, and such other documents as they may reasonably request in order to facilitate the disposition of Registrable Securities owned or to be distributed by them.

(iv) Use its reasonable best efforts to register and qualify the securities covered by such registration statement under such other securities or Blue Sky laws of such jurisdictions as shall be reasonably requested by the Holders or any managing underwriter(s), to keep such registration or qualification in effect for so long as such registration statement remains in effect, and to take any other action which may be reasonably necessary to enable such seller to consummate the disposition in such jurisdictions of the securities owned by such Holder; *provided* that the Company shall not be required in connection therewith or as a condition thereto to qualify to do business or to file a general consent to service of process in any such states or jurisdictions.

(v) Notify each Holder of Registrable Securities at any time when a prospectus relating thereto is required to be delivered under the Securities Act of the happening of any event as a result of which the applicable prospectus, as then in effect, includes an untrue statement of a material fact or omits to state a material fact required to be stated therein or necessary to make the statements therein not misleading in light of the circumstances then existing.

(vi) Give written notice to the Holders:

(A) when any registration statement filed pursuant to Section 4.5(a) or any amendment thereto has been filed with the SEC (except for any amendment effected by the filing of a document with the SEC pursuant to the Exchange Act) and when such registration statement or any post-effective amendment thereto has become effective;

(B) of any request by the SEC for amendments or supplements to any registration statement or the prospectus included therein or for additional information;

(C) of the issuance by the SEC of any stop order suspending the effectiveness of any registration statement or the initiation of any proceedings for that purpose;

(D) of the receipt by the Company or its legal counsel of any notification with respect to the suspension of the qualification of the applicable Registrable Securities for sale in any jurisdiction or the initiation or threatening of any proceeding for such purpose;

(E) of the happening of any event that requires the Company to make changes in any effective registration statement or the prospectus related to the registration statement in order to make the statements therein not misleading (which notice shall be accompanied by an instruction to suspend the use of the prospectus until the requisite changes have been made); and

(F) if at any time the representations and warranties of the Company contained in any underwriting agreement contemplated by Section 4.5(d)(x) cease to be true and correct.

(vii) Use its reasonable best efforts to prevent the issuance or obtain the withdrawal of any order suspending the effectiveness of any registration statement referred to in Section 4.5(d)(vi)(C) at the earliest practicable time.

(viii) Upon the occurrence of any event contemplated by Section 4.5(d)(v) or 4.5(d)(vi)(E), promptly prepare a post-effective amendment to such registration statement or a supplement to the related prospectus or file any other required document so that, as thereafter delivered to the Holders and any underwriters, the prospectus will not contain an untrue statement of a material fact or omit to state any material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading. If the Company notifies the Holders in accordance with Section 4.5(d)(vi)(E) to suspend the use of the prospectus until the requisite changes to the prospectus have been made, then the Holders and any underwriters shall suspend use of such prospectus and use their reasonable best efforts to return to the Company all copies of such prospectus (at the Company's expense) other than permanent file copies then in such Holders' or underwriters' possession. The total number of days that any such suspension may be in effect in any 12-month period shall not exceed 90 days.

(ix) Use reasonable best efforts to procure the cooperation of the Company's transfer agent in settling any offering or sale of Registrable Securities, including with respect to the transfer of physical stock certificates into book-entry form in accordance with any procedures reasonably requested by the Holders or any managing underwriter(s).

(x) If an underwritten offering is requested pursuant to Section 4.5(b)(ii), enter into an underwriting agreement in customary form, scope and substance and take all

such other actions reasonably requested by the Holders of a majority of the Registrable Securities being sold in connection therewith or by the managing underwriter(s), if any, to expedite or facilitate the underwritten disposition of such Registrable Securities, and in connection therewith in any underwritten offering (including making members of management and executives of the Company available to participate in “road shows”, similar sales events and other marketing activities), (A) make such representations and warranties to the Holders that are selling stockholders and the managing underwriter(s), if any, with respect to the business of the Company and its subsidiaries, and the Shelf Registration Statement, prospectus and documents, if any, incorporated or deemed to be incorporated by reference therein, in each case, in customary form, substance and scope, and, if true, confirm the same if and when requested, (B) use its reasonable best efforts to furnish the underwriters with opinions of counsel to the Company, addressed to the managing underwriter(s), if any, covering the matters customarily covered in such opinions requested in underwritten offerings, (C) use its reasonable best efforts to obtain “cold comfort” letters from the independent certified public accountants of the Company (and, if necessary, any other independent certified public accountants of any business acquired by the Company for which financial statements and financial data are included in the Shelf Registration Statement) who have certified the financial statements included in such Shelf Registration Statement, addressed to each of the managing underwriter(s), if any, such letters to be in customary form and covering matters of the type customarily covered in “cold comfort” letters, (D) if an underwriting agreement is entered into, the same shall contain indemnification provisions and procedures customary in underwritten offerings (provided that the Investor shall not be obligated to provide any indemnity), and (E) deliver such documents and certificates as may be reasonably requested by the Holders of a majority of the Registrable Securities being sold in connection therewith, their counsel and the managing underwriter(s), if any, to evidence the continued validity of the representations and warranties made pursuant to clause (i) above and to evidence compliance with any customary conditions contained in the underwriting agreement or other agreement entered into by the Company.

(xi) Make available for inspection by a representative of Holders that are selling stockholders, the managing underwriter(s), if any, and any attorneys or accountants retained by such Holders or managing underwriter(s), at the offices where normally kept, during reasonable business hours, financial and other records, pertinent corporate documents and properties of the Company, and cause the officers, directors and employees of the Company to supply all information in each case reasonably requested (and of the type customarily provided in connection with due diligence conducted in connection with a registered public offering of securities) by any such representative, managing underwriter(s), attorney or accountant in connection with such Shelf Registration Statement.

(xii) Use reasonable best efforts to cause all such Registrable Securities to be listed on each national securities exchange on which similar securities issued by the Company are then listed or, if no similar securities issued by the Company are then listed on any national securities exchange, use its reasonable best efforts to cause all such

Registrable Securities to be listed on such securities exchange as the Investor may designate.

(xiii) If requested by Holders of a majority of the Registrable Securities being registered and/or sold in connection therewith, or the managing underwriter(s), if any, promptly include in a prospectus supplement or amendment such information as the Holders of a majority of the Registrable Securities being registered and/or sold in connection therewith or managing underwriter(s), if any, may reasonably request in order to permit the intended method of distribution of such securities and make all required filings of such prospectus supplement or such amendment as soon as practicable after the Company has received such request.

(xiv) Timely provide to its security holders earning statements satisfying the provisions of Section 11(a) of the Securities Act and Rule 158 thereunder.

(e) Suspension of Sales. Upon receipt of written notice from the Company that a registration statement, prospectus or prospectus supplement contains or may contain an untrue statement of a material fact or omits or may omit to state a material fact required to be stated therein or necessary to make the statements therein not misleading or that circumstances exist that make inadvisable use of such registration statement, prospectus or prospectus supplement, the Investor and each Holder of Registrable Securities shall forthwith discontinue disposition of Registrable Securities until the Investor and/or Holder has received copies of a supplemented or amended prospectus or prospectus supplement, or until the Investor and/or such Holder is advised in writing by the Company that the use of the prospectus and, if applicable, prospectus supplement may be resumed, and, if so directed by the Company, the Investor and/or such Holder shall deliver to the Company (at the Company's expense) all copies, other than permanent file copies then in the Investor and/or such Holder's possession, of the prospectus and, if applicable, prospectus supplement covering such Registrable Securities current at the time of receipt of such notice. The total number of days that any such suspension may be in effect in any 12-month period shall not exceed 90 days.

(f) Termination of Registration Rights. A Holder's registration rights as to any securities held by such Holder (and its Affiliates, partners, members and former members) shall not be available unless such securities are Registrable Securities.

(g) Furnishing Information.

(i) Neither the Investor nor any Holder shall use any free writing prospectus (as defined in Rule 405) in connection with the sale of Registrable Securities without the prior written consent of the Company.

(ii) It shall be a condition precedent to the obligations of the Company to take any action pursuant to Section 4.5(d) that Investor and/or the selling Holders and the underwriters, if any, shall furnish to the Company such information regarding themselves, the Registrable Securities held by them and the intended method of

disposition of such securities as shall be required to effect the registered offering of their Registrable Securities.

(h) Indemnification.

(i) The Company agrees to indemnify each Holder and, if a Holder is a person other than an individual, such Holder's officers, directors, employees, agents, representatives and Affiliates, and each Person, if any, that controls a Holder within the meaning of the Securities Act (each, an "Indemnitee"), against any and all losses, claims, damages, actions, liabilities, costs and expenses (including reasonable fees, expenses and disbursements of attorneys and other professionals incurred in connection with investigating, defending, settling, compromising or paying any such losses, claims, damages, actions, liabilities, costs and expenses), joint or several, arising out of or based upon any untrue statement or alleged untrue statement of material fact contained in any registration statement, including any preliminary prospectus or final prospectus contained therein or any amendments or supplements thereto or any documents incorporated therein by reference or contained in any free writing prospectus (as such term is defined in Rule 405) prepared by the Company or authorized by it in writing for use by such Holder (or any amendment or supplement thereto); or any omission to state therein a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading; *provided*, that the Company shall not be liable to such Indemnitee in any such case to the extent that any such loss, claim, damage, liability (or action or proceeding in respect thereof) or expense arises out of or is based upon (A) an untrue statement or omission made in such registration statement, including any such preliminary prospectus or final prospectus contained therein or any such amendments or supplements thereto or contained in any free writing prospectus (as such term is defined in Rule 405) prepared by the Company or authorized by it in writing for use by such Holder (or any amendment or supplement thereto), in reliance upon and in conformity with information regarding such Indemnitee or its plan of distribution or ownership interests which was furnished in writing to the Company by such Indemnitee for use in connection with such registration statement, including any such preliminary prospectus or final prospectus contained therein or any such amendments or supplements thereto, or (B) offers or sales effected by or on behalf of such Indemnitee "by means of" (as defined in Rule 159A) a "free writing prospectus" (as defined in Rule 405) that was not authorized in writing by the Company.

(ii) If the indemnification provided for in Section 4.5(h)(i) is unavailable to an Indemnitee with respect to any losses, claims, damages, actions, liabilities, costs or expenses referred to therein or is insufficient to hold the Indemnitee harmless as contemplated therein, then the Company, in lieu of indemnifying such Indemnitee, shall contribute to the amount paid or payable by such Indemnitee as a result of such losses, claims, damages, actions, liabilities, costs or expenses in such proportion as is appropriate to reflect the relative fault of the Indemnitee, on the one hand, and the Company, on the other hand, in connection with the statements or omissions which resulted in such losses, claims, damages, actions, liabilities, costs or expenses as well as any other relevant

equitable considerations. The relative fault of the Company, on the one hand, and of the Indemnitee, on the other hand, shall be determined by reference to, among other factors, whether the untrue statement of a material fact or omission to state a material fact relates to information supplied by the Company or by the Indemnitee and the parties' relative intent, knowledge, access to information and opportunity to correct or prevent such statement or omission; the Company and each Holder agree that it would not be just and equitable if contribution pursuant to this Section 4.5(h)(ii) were determined by *pro rata* allocation or by any other method of allocation that does not take account of the equitable considerations referred to in Section 4.5(h)(i). No Indemnitee guilty of fraudulent misrepresentation (within the meaning of Section 11(f) of the Securities Act) shall be entitled to contribution from the Company if the Company was not guilty of such fraudulent misrepresentation.

(i) Assignment of Registration Rights. The rights of the Investor to registration of Registrable Securities pursuant to Section 4.5(b) may be assigned by the Investor to a transferee or assignee of Registrable Securities with a liquidation preference or, in the case of the Warrant, the liquidation preference of the underlying shares of Warrant Preferred Stock, no less than an amount equal to (i) 2% of the initial aggregate liquidation preference of the Preferred Shares if such initial aggregate liquidation preference is less than \$2 billion and (ii) \$200 million if the initial aggregate liquidation preference of the Preferred Shares is equal to or greater than \$2 billion; *provided, however*, the transferor shall, within ten days after such transfer, furnish to the Company written notice of the name and address of such transferee or assignee and the number and type of Registrable Securities that are being assigned.

(j) Clear Market. With respect to any underwritten offering of Registrable Securities by the Investor or other Holders pursuant to this Section 4.5, the Company agrees not to effect (other than pursuant to such registration or pursuant to a Special Registration) any public sale or distribution, or to file any Shelf Registration Statement (other than such registration or a Special Registration) covering any preferred stock of the Company or any securities convertible into or exchangeable or exercisable for preferred stock of the Company, during the period not to exceed ten days prior and 60 days following the effective date of such offering or such longer period up to 90 days as may be requested by the managing underwriter for such underwritten offering. The Company also agrees to cause such of its directors and senior executive officers to execute and deliver customary lock-up agreements in such form and for such time period up to 90 days as may be requested by the managing underwriter. "*Special Registration*" means the registration of (A) equity securities and/or options or other rights in respect thereof solely registered on Form S-4 or Form S-8 (or successor form) or (B) shares of equity securities and/or options or other rights in respect thereof to be offered to directors, members of management, employees, consultants, customers, lenders or vendors of the Company or Company Subsidiaries or in connection with dividend reinvestment plans.

(k) Rule 144; Rule 144A. With a view to making available to the Investor and Holders the benefits of certain rules and regulations of the SEC which may permit the sale of the Registrable Securities to the public without registration, the Company agrees to use its reasonable best efforts to:

(i) make and keep public information available, as those terms are understood and defined in Rule 144(c)(1) or any similar or analogous rule promulgated under the Securities Act, at all times after the Signing Date;

(ii) (A) file with the SEC, in a timely manner, all reports and other documents required of the Company under the Exchange Act, and (B) if at any time the Company is not required to file such reports, make available, upon the request of any Holder, such information necessary to permit sales pursuant to Rule 144A (including the information required by Rule 144A(d)(4) under the Securities Act);

(iii) so long as the Investor or a Holder owns any Registrable Securities, furnish to the Investor or such Holder forthwith upon request: a written statement by the Company as to its compliance with the reporting requirements of Rule 144 under the Securities Act, and of the Exchange Act; a copy of the most recent annual or quarterly report of the Company; and such other reports and documents as the Investor or Holder may reasonably request in availing itself of any rule or regulation of the SEC allowing it to sell any such securities to the public without registration; and

(iv) take such further action as any Holder may reasonably request, all to the extent required from time to time to enable such Holder to sell Registrable Securities without registration under the Securities Act.

(l) As used in this Section 4.5, the following terms shall have the following respective meanings:

(i) “*Holder*” means the Investor and any other holder of Registrable Securities to whom the registration rights conferred by this Agreement have been transferred in compliance with Section 4.5(h) hereof.

(ii) “*Holders’ Counsel*” means one counsel for the selling Holders chosen by Holders holding a majority interest in the Registrable Securities being registered.

(iii) “*Register*,” “*registered*,” and “*registration*” shall refer to a registration effected by preparing and (A) filing a registration statement or amendment thereto in compliance with the Securities Act and applicable rules and regulations thereunder, and the declaration or ordering of effectiveness of such registration statement or amendment thereto or (B) filing a prospectus and/or prospectus supplement in respect of an appropriate effective registration statement on Form S-3.

(iv) “*Registrable Securities*” means (A) all Preferred Shares, (B) the Warrant (subject to Section 4.5(q)) and (C) any equity securities issued or issuable directly or indirectly with respect to the securities referred to in the foregoing clauses (A) or (B) by way of conversion, exercise or exchange thereof, including the Warrant Shares, or share dividend or share split or in connection with a combination of shares, recapitalization, reclassification, merger, amalgamation, arrangement, consolidation or other

reorganization, *provided* that, once issued, such securities will not be Registrable Securities when (1) they are sold pursuant to an effective registration statement under the Securities Act, (2) except as provided below in Section 4.5(p), they may be sold pursuant to Rule 144 without limitation thereunder on volume or manner of sale, (3) they shall have ceased to be outstanding or (4) they have been sold in a private transaction in which the transferor's rights under this Agreement are not assigned to the transferee of the securities. No Registrable Securities may be registered under more than one registration statement at any one time.

(v) “*Registration Expenses*” mean all expenses incurred by the Company in effecting any registration pursuant to this Agreement (whether or not any registration or prospectus becomes effective or final) or otherwise complying with its obligations under this Section 4.5, including all registration, filing and listing fees, printing expenses, fees and disbursements of counsel for the Company, blue sky fees and expenses, expenses incurred in connection with any “road show”, the reasonable fees and disbursements of Holders’ Counsel, and expenses of the Company’s independent accountants in connection with any regular or special reviews or audits incident to or required by any such registration, but shall not include Selling Expenses.

(vi) “*Rule 144*”, “*Rule 144A*”, “*Rule 159A*”, “*Rule 405*” and “*Rule 415*” mean, in each case, such rule promulgated under the Securities Act (or any successor provision), as the same shall be amended from time to time.

(vii) “*Selling Expenses*” mean all discounts, selling commissions and stock transfer taxes applicable to the sale of Registrable Securities and fees and disbursements of counsel for any Holder (other than the fees and disbursements of Holders’ Counsel included in Registration Expenses).

(m) At any time, any holder of Securities (including any Holder) may elect to forfeit its rights set forth in this Section 4.5 from that date forward; *provided*, that a Holder forfeiting such rights shall nonetheless be entitled to participate under Section 4.5(b)(iv) – (vi) in any Pending Underwritten Offering to the same extent that such Holder would have been entitled to if the holder had not withdrawn; and *provided, further*, that no such forfeiture shall terminate a Holder’s rights or obligations under Section 4.5(g) with respect to any prior registration or Pending Underwritten Offering. “*Pending Underwritten Offering*” means, with respect to any Holder forfeiting its rights pursuant to this Section 4.5(m), any underwritten offering of Registrable Securities in which such Holder has advised the Company of its intent to register its Registrable Securities either pursuant to Section 4.5(b)(ii) or 4.5(b)(iv) prior to the date of such Holder’s forfeiture.

(n) Specific Performance. The parties hereto acknowledge that there would be no adequate remedy at law if the Company fails to perform any of its obligations under this Section 4.5 and that the Investor and the Holders from time to time may be irreparably harmed by any such failure, and accordingly agree that the Investor and such Holders, in addition to any other remedy to which they may be entitled at law or in equity, to the fullest extent permitted and

enforceable under applicable law shall be entitled to compel specific performance of the obligations of the Company under this Section 4.5 in accordance with the terms and conditions of this Section 4.5.

(o) No Inconsistent Agreements. The Company shall not, on or after the Signing Date, enter into any agreement with respect to its securities that may impair the rights granted to the Investor and the Holders under this Section 4.5 or that otherwise conflicts with the provisions hereof in any manner that may impair the rights granted to the Investor and the Holders under this Section 4.5. In the event the Company has, prior to the Signing Date, entered into any agreement with respect to its securities that is inconsistent with the rights granted to the Investor and the Holders under this Section 4.5 (including agreements that are inconsistent with the order of priority contemplated by Section 4.5(b)(vi)) or that may otherwise conflict with the provisions hereof, the Company shall use its reasonable best efforts to amend such agreements to ensure they are consistent with the provisions of this Section 4.5.

(p) Certain Offerings by the Investor. In the case of any securities held by the Investor that cease to be Registrable Securities solely by reason of clause (2) in the definition of “Registrable Securities,” the provisions of Sections 4.5(b)(ii), clauses (iv), (ix) and (x)-(xii) of Section 4.5(d), Section 4.5(h) and Section 4.5(j) shall continue to apply until such securities otherwise cease to be Registrable Securities. In any such case, an “underwritten” offering or other disposition shall include any distribution of such securities on behalf of the Investor by one or more broker-dealers, an “underwriting agreement” shall include any purchase agreement entered into by such broker-dealers, and any “registration statement” or “prospectus” shall include any offering document approved by the Company and used in connection with such distribution.

(q) Registered Sales of the Warrant. The Holders agree to sell the Warrant or any portion thereof under the Shelf Registration Statement only beginning 30 days after notifying the Company of any such sale, during which 30-day period the Investor and all Holders of the Warrant shall take reasonable steps to agree to revisions to the Warrant to permit a public distribution of the Warrant, including entering into a warrant agreement and appointing a warrant agent.

4.6 Depository Shares. Upon request by the Investor at any time following the Closing Date, the Company shall promptly enter into a depository arrangement, pursuant to customary agreements reasonably satisfactory to the Investor and with a depository reasonably acceptable to the Investor, pursuant to which the Preferred Shares or the Warrant Shares may be deposited and depository shares, each representing a fraction of a Preferred Share or Warrant Share, as applicable, as specified by the Investor, may be issued. From and after the execution of any such depository arrangement, and the deposit of any Preferred Shares or Warrant Shares, as applicable, pursuant thereto, the depository shares issued pursuant thereto shall be deemed “Preferred Shares”, “Warrant Shares” and, as applicable, “Registrable Securities” for purposes of this Agreement.

4.7 Restriction on Dividends and Repurchases.

(a) Prior to the earlier of (x) the third anniversary of the Closing Date and (y) the date on which all of the Preferred Shares and Warrant Shares have been redeemed in whole or the Investor has transferred all of the Preferred Shares and Warrant Shares to third parties which are not Affiliates of the Investor, neither the Company nor any Company Subsidiary shall, without the consent of the Investor, declare or pay any dividend or make any distribution on capital stock or other equity securities of any kind of the Company or any Company Subsidiary (other than (i) regular quarterly cash dividends of not more than the amount of the last quarterly cash dividend per share declared or, if lower, announced to its holders of Common Stock an intention to declare, on the Common Stock prior to November 17, 2008, as adjusted for any stock split, stock dividend, reverse stock split, reclassification or similar transaction, (ii) dividends payable solely in shares of Common Stock, (iii) regular dividends on shares of preferred stock in accordance with the terms thereof and which are permitted under the terms of the Preferred Shares and the Warrant Shares, (iv) dividends or distributions by any wholly-owned Company Subsidiary or (v) dividends or distributions by any Company Subsidiary required pursuant to binding contractual agreements entered into prior to November 17, 2008).

(b) During the period beginning on the third anniversary of the Closing Date and ending on the earlier of (i) the tenth anniversary of the Closing Date and (ii) the date on which all of the Preferred Shares and Warrant Shares have been redeemed in whole or the Investor has transferred all of the Preferred Shares and Warrant Shares to third parties which are not Affiliates of the Investor, neither the Company nor any Company Subsidiary shall, without the consent of the Investor, (A) pay any per share dividend or distribution on capital stock or other equity securities of any kind of the Company at a per annum rate that is in excess of 103% of the aggregate per share dividends and distributions for the immediately prior fiscal year (other than regular dividends on shares of preferred stock in accordance with the terms thereof and which are permitted under the terms of the Preferred Shares and the Warrant Shares); *provided* that no increase in the aggregate amount of dividends or distributions on Common Stock shall be permitted as a result of any dividends or distributions paid in shares of Common Stock, any stock split or any similar transaction or (B) pay aggregate dividends or distributions on capital stock or other equity securities of any kind of any Company Subsidiary that is in excess of 103% of the aggregate dividends and distributions paid for the immediately prior fiscal year (other than in the case of this clause (B), (1) regular dividends on shares of preferred stock in accordance with the terms thereof and which are permitted under the terms of the Preferred Shares and the Warrant Shares, (2) dividends or distributions by any wholly-owned Company Subsidiary, (3) dividends or distributions by any Company Subsidiary required pursuant to binding contractual agreements entered into prior to November 17, 2008) or (4) dividends or distributions on newly issued shares of capital stock for cash or other property.

(c) Prior to the earlier of (x) the tenth anniversary of the Closing Date and (y) the date on which all of the Preferred Shares and Warrant Shares have been redeemed in whole or the Investor has transferred all of the Preferred Shares and Warrant Shares to third parties which are not Affiliates of the Investor, neither the Company nor any Company Subsidiary shall, without the consent of the Investor, redeem, purchase or acquire any shares of Common Stock or other capital stock or other equity securities of any kind of the Company or any Company Subsidiary, or any trust preferred securities issued by the Company or any Affiliate of the Company, other

than (i) redemptions, purchases or other acquisitions of the Preferred Shares and Warrant Shares, (ii) in connection with the administration of any employee benefit plan in the ordinary course of business and consistent with past practice, (iii) the acquisition by the Company or any of the Company Subsidiaries of record ownership in Junior Stock or Parity Stock for the beneficial ownership of any other persons (other than the Company or any other Company Subsidiary), including as trustees or custodians, (iv) the exchange or conversion of Junior Stock for or into other Junior Stock or of Parity Stock or trust preferred securities for or into other Parity Stock (with the same or lesser aggregate liquidation amount) or Junior Stock, in each case set forth in this clause (iv), solely to the extent required pursuant to binding contractual agreements entered into prior to the Signing Date or any subsequent agreement for the accelerated exercise, settlement or exchange thereof for Common Stock (clauses (ii) and (iii), collectively, the “*Permitted Repurchases*”), (v) redemptions of securities held by the Company or any wholly-owned Company Subsidiary or (vi) redemptions, purchases or other acquisitions of capital stock or other equity securities of any kind of any Company Subsidiary required pursuant to binding contractual agreements entered into prior to November 17, 2008.

(d) Until such time as the Investor ceases to own any Preferred Shares or Warrant Shares, the Company shall not repurchase any Preferred Shares or Warrant Shares from any holder thereof, whether by means of open market purchase, negotiated transaction, or otherwise, other than Permitted Repurchases, unless it offers to repurchase a ratable portion of the Preferred Shares or Warrant Shares, as the case may be, then held by the Investor on the same terms and conditions.

(e) During the period beginning on the tenth anniversary of the Closing and ending on the date on which all of the Preferred Shares and Warrant Shares have been redeemed in whole or the Investor has transferred all of the Preferred Shares and Warrant Shares to third parties which are not Affiliates of the Investor, neither the Company nor any Company Subsidiary shall, without the consent of the Investor, (i) declare or pay any dividend or make any distribution on capital stock or other equity securities of any kind of the Company or any Company Subsidiary; or (ii) redeem, purchase or acquire any shares of Common Stock or other capital stock or other equity securities of any kind of the Company or any Company Subsidiary, or any trust preferred securities issued by the Company or any Affiliate of the Company, other than (A) redemptions, purchases or other acquisitions of the Preferred Shares and Warrant Shares, (B) regular dividends on shares of preferred stock in accordance with the terms thereof and which are permitted under the terms of the Preferred Shares and the Warrant Shares, or (C) dividends or distributions by any wholly-owned Company Subsidiary.

(f) “*Junior Stock*” means Common Stock and any other class or series of stock of the Company the terms of which expressly provide that it ranks junior to the Preferred Shares as to dividend rights and/or as to rights on liquidation, dissolution or winding up of the Company. “*Parity Stock*” means any class or series of stock of the Company the terms of which do not expressly provide that such class or series will rank senior or junior to the Preferred Shares as to dividend rights and/or as to rights on liquidation, dissolution or winding up of the Company (in each case without regard to whether dividends accrue cumulatively or non-cumulatively).

4.8 Executive Compensation. Until such time as the Investor ceases to own any debt or equity securities of the Company acquired pursuant to this Agreement or the Warrant, the Company shall take all necessary action to ensure that its Benefit Plans with respect to its Senior Executive Officers comply in all respects with Section 111(b) of the EESA as implemented by any guidance or regulation thereunder that has been issued and is in effect as of the Closing Date, and shall not adopt any new Benefit Plan with respect to its Senior Executive Officers that does not comply therewith. “*Senior Executive Officers*” means the Company's "senior executive officers" as defined in subsection 111(b)(3) of the EESA and regulations issued thereunder, including the rules set forth in 31 C.F.R. Part 30.

4.9 Related Party Transactions. Until such time as the Investor ceases to own any Purchased Securities or Warrant Shares, the Company and the Company Subsidiaries shall not enter into transactions with Affiliates or related persons (within the meaning of Item 404 under the SEC’s Regulation S-K) unless (i) such transactions are on terms no less favorable to the Company and the Company Subsidiaries than could be obtained from an unaffiliated third party, and (ii) have been approved by the audit committee of the Board of Directors or comparable body of independent directors of the Company.

4.10 Bank and Thrift Holding Company Status. If the Company is a Bank Holding Company or a Savings and Loan Holding Company on the Signing Date, then the Company shall maintain its status as a Bank Holding Company or Savings and Loan Holding Company, as the case may be, for as long as the Investor owns any Purchased Securities or Warrant Shares. The Company shall redeem all Purchased Securities and Warrant Shares held by the Investor prior to terminating its status as a Bank Holding Company or Savings and Loan Holding Company, as applicable. “*Bank Holding Company*” means a company registered as such with the Board of Governors of the Federal Reserve System (the “*Federal Reserve*”) pursuant to 12 U.S.C. §1842 and the regulations of the Federal Reserve promulgated thereunder. “*Savings and Loan Holding Company*” means a company registered as such with the Office of Thrift Supervision pursuant to 12 U.S.C. §1467(a) and the regulations of the Office of Thrift Supervision promulgated thereunder.

4.11 Predominantly Financial. For as long as the Investor owns any Purchased Securities or Warrant Shares, the Company, to the extent it is not itself an insured depository institution, agrees to remain predominantly engaged in financial activities. A company is predominantly engaged in financial activities if the annual gross revenues derived by the company and all subsidiaries of the company (excluding revenues derived from subsidiary depository institutions), on a consolidated basis, from engaging in activities that are financial in nature or are incidental to a financial activity under subsection (k) of Section 4 of the Bank Holding Company Act of 1956 (12 U.S.C. 1843(k)) represent at least 85 percent of the consolidated annual gross revenues of the company.

Article V Miscellaneous

5.1 Termination. This Agreement may be terminated at any time prior to the Closing:

(a) by either the Investor or the Company if the Closing shall not have occurred by the 30th calendar day following the Signing Date; *provided, however*, that in the event the Closing has not occurred by such 30th calendar day, the parties will consult in good faith to determine whether to extend the term of this Agreement, it being understood that the parties shall be required to consult only until the fifth day after such 30th calendar day and not be under any obligation to extend the term of this Agreement thereafter; *provided, further*, that the right to terminate this Agreement under this Section 5.1(a) shall not be available to any party whose breach of any representation or warranty or failure to perform any obligation under this Agreement shall have caused or resulted in the failure of the Closing to occur on or prior to such date; or

(b) by either the Investor or the Company in the event that any Governmental Entity shall have issued an order, decree or ruling or taken any other action restraining, enjoining or otherwise prohibiting the transactions contemplated by this Agreement and such order, decree, ruling or other action shall have become final and nonappealable; or

(c) by the mutual written consent of the Investor and the Company.

In the event of termination of this Agreement as provided in this Section 5.1, this Agreement shall forthwith become void and there shall be no liability on the part of either party hereto except that nothing herein shall relieve either party from liability for any breach of this Agreement.

5.2 Survival of Representations and Warranties. All covenants and agreements, other than those which by their terms apply in whole or in part after the Closing, shall terminate as of the Closing. The representations and warranties of the Company made herein or in any certificates delivered in connection with the Closing shall survive the Closing without limitation.

5.3 Amendment. No amendment of any provision of this Agreement will be effective unless made in writing and signed by an officer or a duly authorized representative of each party; *provided* that the Investor may unilaterally amend any provision of this Agreement to the extent required to comply with any changes after the Signing Date in applicable federal statutes. No failure or delay by any party in exercising any right, power or privilege hereunder shall operate as a waiver thereof nor shall any single or partial exercise thereof preclude any other or further exercise of any other right, power or privilege. The rights and remedies herein provided shall be cumulative of any rights or remedies provided by law.

5.4 Waiver of Conditions. The conditions to each party's obligation to consummate the Purchase are for the sole benefit of such party and may be waived by such party in whole or in part to the extent permitted by applicable law. No waiver will be effective unless it is in a writing signed by a duly authorized officer of the waiving party that makes express reference to the provision or provisions subject to such waiver.

5.5 Governing Law: Submission to Jurisdiction, Etc. **This Agreement will be governed by and construed 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. Each of the parties hereto agrees (a) to submit to the exclusive jurisdiction and venue of the United States District Court for the District of Columbia and the United States Court of Federal Claims for any and all civil actions, suits or proceedings arising out of or relating to this Agreement or the Warrant or the transactions contemplated hereby or thereby, and (b) that notice may be served upon (i) the Company at the address and in the manner set forth for notices to the Company in Section 5.6 and (ii) the Investor in accordance with federal law. To the extent permitted by applicable law, each of the parties hereto hereby unconditionally waives trial by jury in any civil legal action or proceeding relating to this Agreement or the Warrant or the transactions contemplated hereby or thereby.

5.6 Notices. Any notice, request, instruction or other document to be given hereunder by any party to the other will be in writing and will be deemed to have been duly given (a) on the date of delivery if delivered personally, or by facsimile, upon confirmation of receipt, or (b) on the second business day following the date of dispatch if delivered by a recognized next day courier service. All notices to the Company shall be delivered as set forth in Schedule A, or pursuant to such other instruction as may be designated in writing by the Company to the Investor. All notices to the Investor shall be delivered as set forth below, or pursuant to such other instructions as may be designated in writing by the Investor to the Company.

If to the Investor:

United States Department of the Treasury
1500 Pennsylvania Avenue, NW, Room 2312
Washington, D.C. 20220
Attention: Assistant General Counsel (Banking and Finance)
Facsimile: (202) 622-1974

5.7 Definitions

(a) When a reference is made in this Agreement to a subsidiary of a person, the term “*subsidiary*” means any corporation, partnership, joint venture, limited liability company or other entity (x) of which such person or a subsidiary of such person is a general partner or (y) of which a majority of the voting securities or other voting interests, or a majority of the securities or other interests of which having by their terms ordinary voting power to elect a majority of the board of directors or persons performing similar functions with respect to such entity, is directly or indirectly owned by such person and/or one or more subsidiaries thereof.

(b) The term “*Affiliate*” means, with respect to any person, any person directly or indirectly controlling, controlled by or under common control with, such other person. For purposes of this definition, “*control*” (including, with correlative meanings, the terms “*controlled by*” and “*under common control with*”) when used with respect to any person, means the possession, directly or indirectly, of the power to cause the direction of management and/or

policies of such person, whether through the ownership of voting securities by contract or otherwise.

(c) The terms “*knowledge of the Company*” or “*Company’s knowledge*” mean the actual knowledge after reasonable and due inquiry of the “*officers*” (as such term is defined in Rule 3b-2 under the Exchange Act, but excluding any Vice President or Secretary) of the Company.

5.8 Assignment. Neither this Agreement nor any right, remedy, obligation nor liability arising hereunder or by reason hereof shall be assignable by any party hereto without the prior written consent of the other party, and any attempt to assign any right, remedy, obligation or liability hereunder without such consent shall be void, except (a) an assignment, in the case of a merger, consolidation, statutory share exchange or similar transaction that requires the approval of the Company’s stockholders (a “*Business Combination*”) where such party is not the surviving entity, or a sale of substantially all of its assets, to the entity which is the survivor of such Business Combination or the purchaser in such sale and (b) as provided in Sections 3.5 and 4.5.

5.9 Severability. If any provision of this Agreement or the Warrant, or the application thereof to any person or circumstance, is determined by a court of competent jurisdiction to be invalid, void or unenforceable, the remaining provisions hereof, or the application of such provision to persons or circumstances other than those as to which it has been held invalid or unenforceable, will remain in full force and effect and shall in no way be affected, impaired or invalidated thereby, so long as the economic or legal substance of the transactions contemplated hereby is not affected in any manner materially adverse to any party. Upon such determination, the parties shall negotiate in good faith in an effort to agree upon a suitable and equitable substitute provision to effect the original intent of the parties.

5.10 No Third Party Beneficiaries. Nothing contained in this Agreement, expressed or implied, is intended to confer upon any person or entity other than the Company and the Investor any benefit, right or remedies, except that the provisions of Section 4.5 shall inure to the benefit of the persons referred to in that Section.

* * *

FORM OF CERTIFICATE OF DESIGNATIONS FOR PREFERRED STOCK

[SEE ATTACHED]

FORM OF [CERTIFICATE OF DESIGNATIONS]

OF

FIXED RATE CUMULATIVE PERPETUAL PREFERRED STOCK, SERIES [●]

OF

[●]

[Insert name of Issuer], a [corporation/bank/banking association] organized and existing under the laws of the *[Insert jurisdiction of organization]* (the “Issuer”), in accordance with the provisions of Section[s] [●] of the *[Insert applicable statute]* thereof, does hereby certify:

The board of directors of the Issuer (the “Board of Directors”) or an applicable committee of the Board of Directors, in accordance with the [[certificate of incorporation/articles of association] and bylaws] of the Issuer and applicable law, adopted the following resolution on [●] creating a series of [●] shares of Preferred Stock of the Issuer designated as “Fixed Rate Cumulative Perpetual Preferred Stock, Series [●]”.

RESOLVED, that pursuant to the provisions of the [[certificate of incorporation/articles of association] and the bylaws] of the Issuer and applicable law, a series of Preferred Stock, par value \$[●] per share, of the Issuer be and hereby is created, and that the designation and number of shares of such series, and the voting and other powers, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Part 1. Designation and Number of Shares. There is hereby created out of the authorized and unissued shares of preferred stock of the Issuer a series of preferred stock designated as the “Fixed Rate Cumulative Perpetual Preferred Stock, Series [●]” (the “Designated Preferred Stock”). The authorized number of shares of Designated Preferred Stock shall be [●].

Part 2. Standard Provisions. The Standard Provisions contained in Schedule A attached hereto are incorporated herein by reference in their entirety and shall be deemed to be a part of this [Certificate of Designations] to the same extent as if such provisions had been set forth in full herein.

Part 3. Definitions. The following terms are used in this [Certificate of Designations] (including the Standard Provisions in Schedule A hereto) as defined below:

(a) “Common Stock” means the common stock, par value \$[●] per share, of the Issuer.

(b) “Dividend Payment Date” means February 15, May 15, August 15 and November 15 of each year.

(c) “Junior Stock” means the Common Stock, *[Insert titles of any existing Junior Stock]* and any other class or series of stock of the Issuer the terms of which expressly provide that it ranks junior to Designated Preferred Stock as to dividend rights and/or as to rights on liquidation, dissolution or winding up of the Issuer.

(d) “Liquidation Amount” means \$[1,000]¹ per share of Designated Preferred Stock.

(e) “Minimum Amount” means \$*[Insert \$ amount equal to 25% of the aggregate value of the Designated Preferred Stock issued on the Original Issue Date]*.

(f) “Parity Stock” means any class or series of stock of the Issuer (other than Designated Preferred Stock) the terms of which do not expressly provide that such class or series will rank senior or junior to Designated Preferred Stock as to dividend rights and/or as to rights on liquidation, dissolution or winding up of the Issuer (in each case without regard to whether dividends accrue cumulatively or non-cumulatively). Without limiting the foregoing, Parity Stock shall include the Issuer’s *[Insert title(s) of existing classes or series of Parity Stock]*.

(g) “Signing Date” means *[Insert date of applicable securities purchase agreement]*.

Part. 4. Certain Voting Matters. *[To be inserted if the Charter provides for voting in proportion to liquidation preferences:* Whether the vote or consent of the holders of a plurality, majority or other portion of the shares of Designated Preferred Stock and any Voting Parity Stock has been cast or given on any matter on which the holders of shares of Designated Preferred Stock are entitled to vote shall be determined by the Issuer by reference to the specified liquidation amount of the shares voted or covered by the consent as if the Issuer were liquidated on the record date for such vote or consent, if any, or, in the absence of a record date, on the date for such vote or consent. For purposes of determining the voting rights of the holders of Designated Preferred Stock under Section 7 of the Standard Provisions forming part of this [Certificate of Designations], each holder will be entitled to one vote for each \$1,000 of liquidation preference to which such holder’s shares are entitled.] *[To be inserted if the Charter does not provide for voting in proportion to liquidation preferences:* Holders of shares of Designated Preferred Stock will be entitled to one vote for each such share on any matter on which holders of Designated Preferred Stock are entitled to vote, including any action by written consent.]

[Remainder of Page Intentionally Left Blank]

¹ If Issuer desires to issue shares with a higher dollar amount liquidation preference, liquidation preference references will be modified accordingly. In such case (in accordance with Section 4.6 of the Securities Purchase Agreement), the issuer will be required to enter into a deposit agreement.

IN WITNESS WHEREOF, ***[Insert name of Issuer]*** has caused this [Certificate of Designations] to be signed by [●], its [●], this [●] day of [●].

[Insert name of Issuer]

By: _____

Name:

Title:

STANDARD PROVISIONS

Section 1. General Matters. Each share of Designated Preferred Stock shall be identical in all respects to every other share of Designated Preferred Stock. The Designated Preferred Stock shall be perpetual, subject to the provisions of Section 5 of these Standard Provisions that form a part of the Certificate of Designations. The Designated Preferred Stock shall rank equally with Parity Stock and shall rank senior to Junior Stock with respect to the payment of dividends and the distribution of assets in the event of any dissolution, liquidation or winding up of the Issuer.

Section 2. Standard Definitions. As used herein with respect to Designated Preferred Stock:

(a) “Applicable Dividend Rate” means (i) during the period from the Original Issue Date to, but excluding, the first day of the first Dividend Period commencing on or after the fifth anniversary of the Original Issue Date, 5% per annum and (ii) from and after the first day of the first Dividend Period commencing on or after the fifth anniversary of the Original Issue Date, 9% per annum.

(b) “Appropriate Federal Banking Agency” means the “appropriate Federal banking agency” with respect to the Issuer as defined in Section 3(q) of the Federal Deposit Insurance Act (12 U.S.C. Section 1813(q)), or any successor provision.

(c) “Business Combination” means a merger, consolidation, statutory share exchange or similar transaction that requires the approval of the Issuer’s stockholders.

(d) “Business Day” means any day except Saturday, Sunday and any day on which banking institutions in the State of New York generally are authorized or required by law or other governmental actions to close.

(e) “Bylaws” means the bylaws of the Issuer, as they may be amended from time to time.

(f) “Certificate of Designations” means the Certificate of Designations or comparable instrument relating to the Designated Preferred Stock, of which these Standard Provisions form a part, as it may be amended from time to time.

(g) “Charter” means the Issuer’s certificate or articles of incorporation, articles of association, or similar organizational document.

(h) “Dividend Period” has the meaning set forth in Section 3(a).

(i) “Dividend Record Date” has the meaning set forth in Section 3(a).

(j) “Liquidation Preference” has the meaning set forth in Section 4(a).

(k) “Original Issue Date” means the date on which shares of Designated Preferred Stock are first issued.

(l) “Preferred Director” has the meaning set forth in Section 7(b).

(m) “Preferred Stock” means any and all series of preferred stock of the Issuer, including the Designated Preferred Stock.

(n) “Qualified Equity Offering” means the sale and issuance for cash by the Issuer to persons other than the Issuer or any of its subsidiaries after the Original Issue Date of shares of perpetual Preferred Stock, Common Stock or any combination of such stock, that, in each case, qualify as and may be included in Tier 1 capital of the Issuer at the time of issuance under the applicable risk-based capital guidelines of the Issuer’s Appropriate Federal Banking Agency (other than any such sales and issuances made pursuant to agreements or arrangements entered into, or pursuant to financing plans which were publicly announced, on or prior to November 17, 2008).

(o) “Standard Provisions” mean these Standard Provisions that form a part of the Certificate of Designations relating to the Designated Preferred Stock.

(p) “Successor Preferred Stock” has the meaning set forth in Section 5(a).

(q) “Voting Parity Stock” means, with regard to any matter as to which the holders of Designated Preferred Stock are entitled to vote as specified in Sections 7(a) and 7(b) of these Standard Provisions that form a part of the Certificate of Designations, any and all series of Parity Stock upon which like voting rights have been conferred and are exercisable with respect to such matter.

Section 3. Dividends.

(a) Rate. Holders of Designated Preferred Stock shall be entitled to receive, on each share of Designated Preferred Stock if, as and when declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of assets legally available therefor, cumulative cash dividends with respect to each Dividend Period (as defined below) at a rate per annum equal to the Applicable Dividend Rate on (i) the Liquidation Amount per share of Designated Preferred Stock and (ii) the amount of accrued and unpaid dividends for any prior Dividend Period on such share of Designated Preferred Stock, if any. Such dividends shall begin to accrue and be cumulative from the Original Issue Date, shall compound on each subsequent Dividend Payment Date (*i.e.*, no dividends shall accrue on other dividends unless and until the first Dividend Payment Date for such other dividends has passed without such other dividends having been paid on such date) and shall be payable quarterly in arrears on each Dividend Payment Date, commencing with the first such Dividend Payment Date to occur at least 20 calendar days after the Original Issue Date. In the event that any Dividend Payment Date would otherwise fall on a day that is not a Business Day, the dividend payment due on that date will be postponed to the next day that is a Business Day and no additional dividends will accrue as a result of that postponement. The period from and including any Dividend Payment Date to, but excluding, the next Dividend Payment Date is a “Dividend Period”, provided that the initial

Dividend Period shall be the period from and including the Original Issue Date to, but excluding, the next Dividend Payment Date.

Dividends that are payable on Designated Preferred Stock in respect of any Dividend Period shall be computed on the basis of a 360-day year consisting of twelve 30-day months. The amount of dividends payable on Designated Preferred Stock on any date prior to the end of a Dividend Period, and for the initial Dividend Period, shall be computed on the basis of a 360-day year consisting of twelve 30-day months, and actual days elapsed over a 30-day month.

Dividends that are payable on Designated Preferred Stock on any Dividend Payment Date will be payable to holders of record of Designated Preferred Stock as they appear on the stock register of the Issuer on the applicable record date, which shall be the 15th calendar day immediately preceding such Dividend Payment Date or such other record date fixed by the Board of Directors or any duly authorized committee of the Board of Directors that is not more than 60 nor less than 10 days prior to such Dividend Payment Date (each, a “Dividend Record Date”). Any such day that is a Dividend Record Date shall be a Dividend Record Date whether or not such day is a Business Day.

Holders of Designated Preferred Stock shall not be entitled to any dividends, whether payable in cash, securities or other property, other than dividends (if any) declared and payable on Designated Preferred Stock as specified in this Section 3 (subject to the other provisions of the Certificate of Designations).

(b) Priority of Dividends. So long as any share of Designated Preferred Stock remains outstanding, no dividend or distribution shall be declared or paid on the Common Stock or any other shares of Junior Stock (other than dividends payable solely in shares of Common Stock) or Parity Stock, subject to the immediately following paragraph in the case of Parity Stock, and no Common Stock, Junior Stock or Parity Stock shall be, directly or indirectly, purchased, redeemed or otherwise acquired for consideration by the Issuer or any of its subsidiaries unless all accrued and unpaid dividends for all past Dividend Periods, including the latest completed Dividend Period (including, if applicable as provided in Section 3(a) above, dividends on such amount), on all outstanding shares of Designated Preferred Stock have been or are contemporaneously declared and paid in full (or have been declared and a sum sufficient for the payment thereof has been set aside for the benefit of the holders of shares of Designated Preferred Stock on the applicable record date). The foregoing limitation shall not apply to (i) redemptions, purchases or other acquisitions of shares of Common Stock or other Junior Stock in connection with the administration of any employee benefit plan in the ordinary course of business and consistent with past practice; (ii) the acquisition by the Issuer or any of its subsidiaries of record ownership in Junior Stock or Parity Stock for the beneficial ownership of any other persons (other than the Issuer or any of its subsidiaries), including as trustees or custodians; and (iii) the exchange or conversion of Junior Stock for or into other Junior Stock or of Parity Stock for or into other Parity Stock (with the same or lesser aggregate liquidation amount) or Junior Stock, in each case, solely to the extent required pursuant to binding contractual agreements entered into prior to the Signing Date or any subsequent agreement for the accelerated exercise, settlement or exchange thereof for Common Stock.

When dividends are not paid (or declared and a sum sufficient for payment thereof set aside for the benefit of the holders thereof on the applicable record date) on any Dividend Payment Date (or, in the case of Parity Stock having dividend payment dates different from the Dividend Payment Dates, on a dividend payment date falling within a Dividend Period related to such Dividend Payment Date) in full upon Designated Preferred Stock and any shares of Parity Stock, all dividends declared on Designated Preferred Stock and all such Parity Stock and payable on such Dividend Payment Date (or, in the case of Parity Stock having dividend payment dates different from the Dividend Payment Dates, on a dividend payment date falling within the Dividend Period related to such Dividend Payment Date) shall be declared *pro rata* so that the respective amounts of such dividends declared shall bear the same ratio to each other as all accrued and unpaid dividends per share on the shares of Designated Preferred Stock (including, if applicable as provided in Section 3(a) above, dividends on such amount) and all Parity Stock payable on such Dividend Payment Date (or, in the case of Parity Stock having dividend payment dates different from the Dividend Payment Dates, on a dividend payment date falling within the Dividend Period related to such Dividend Payment Date) (subject to their having been declared by the Board of Directors or a duly authorized committee of the Board of Directors out of legally available funds and including, in the case of Parity Stock that bears cumulative dividends, all accrued but unpaid dividends) bear to each other. If the Board of Directors or a duly authorized committee of the Board of Directors determines not to pay any dividend or a full dividend on a Dividend Payment Date, the Issuer will provide written notice to the holders of Designated Preferred Stock prior to such Dividend Payment Date.

Subject to the foregoing, and not otherwise, such dividends (payable in cash, securities or other property) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any securities, including Common Stock and other Junior Stock, from time to time out of any funds legally available for such payment, and holders of Designated Preferred Stock shall not be entitled to participate in any such dividends.

Section 4. Liquidation Rights.

(a) Voluntary or Involuntary Liquidation. In the event of any liquidation, dissolution or winding up of the affairs of the Issuer, whether voluntary or involuntary, holders of Designated Preferred Stock shall be entitled to receive for each share of Designated Preferred Stock, out of the assets of the Issuer or proceeds thereof (whether capital or surplus) available for distribution to stockholders of the Issuer, subject to the rights of any creditors of the Issuer, before any distribution of such assets or proceeds is made to or set aside for the holders of Common Stock and any other stock of the Issuer ranking junior to Designated Preferred Stock as to such distribution, payment in full in an amount equal to the sum of (i) the Liquidation Amount per share and (ii) the amount of any accrued and unpaid dividends (including, if applicable as provided in Section 3(a) above, dividends on such amount), whether or not declared, to the date of payment (such amounts collectively, the "Liquidation Preference").

(b) Partial Payment. If in any distribution described in Section 4(a) above the assets of the Issuer or proceeds thereof are not sufficient to pay in full the amounts payable with respect to all outstanding shares of Designated Preferred Stock and the corresponding amounts payable with respect of any other stock of the Issuer ranking equally with Designated Preferred Stock as

to such distribution, holders of Designated Preferred Stock and the holders of such other stock shall share ratably in any such distribution in proportion to the full respective distributions to which they are entitled.

(c) Residual Distributions. If the Liquidation Preference has been paid in full to all holders of Designated Preferred Stock and the corresponding amounts payable with respect of any other stock of the Issuer ranking equally with Designated Preferred Stock as to such distribution has been paid in full, the holders of other stock of the Issuer shall be entitled to receive all remaining assets of the Issuer (or proceeds thereof) according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 4, the merger or consolidation of the Issuer with any other corporation or other entity, including a merger or consolidation in which the holders of Designated Preferred Stock receive cash, securities or other property for their shares, or the sale, lease or exchange (for cash, securities or other property) of all or substantially all of the assets of the Issuer, shall not constitute a liquidation, dissolution or winding up of the Issuer.

Section 5. Redemption.

(a) Optional Redemption. Except as provided below, the Designated Preferred Stock may not be redeemed prior to the first Dividend Payment Date falling on or after the third anniversary of the Original Issue Date. On or after the first Dividend Payment Date falling on or after the third anniversary of the Original Issue Date, the Issuer, at its option, subject to the approval of the Appropriate Federal Banking Agency, may redeem, in whole or in part, at any time and from time to time, out of funds legally available therefor, the shares of Designated Preferred Stock at the time outstanding, upon notice given as provided in Section 5(c) below, at a redemption price equal to the sum of (i) the Liquidation Amount per share and (ii) except as otherwise provided below, any accrued and unpaid dividends (including, if applicable as provided in Section 3(a) above, dividends on such amount) (regardless of whether any dividends are actually declared) to, but excluding, the date fixed for redemption.

Notwithstanding the foregoing, prior to the first Dividend Payment Date falling on or after the third anniversary of the Original Issue Date, the Issuer, at its option, subject to the approval of the Appropriate Federal Banking Agency, may redeem, in whole or in part, at any time and from time to time, the shares of Designated Preferred Stock at the time outstanding, upon notice given as provided in Section 5(c) below, at a redemption price equal to the sum of (i) the Liquidation Amount per share and (ii) except as otherwise provided below, any accrued and unpaid dividends (including, if applicable as provided in Section 3(a) above, dividends on such amount) (regardless of whether any dividends are actually declared) to, but excluding, the date fixed for redemption; *provided* that (x) the Issuer (or any successor by Business Combination) has received aggregate gross proceeds of not less than the Minimum Amount (plus the “Minimum Amount” as defined in the relevant certificate of designations for each other outstanding series of preferred stock of such successor that was originally issued to the United States Department of the Treasury (the “Successor Preferred Stock”) in connection with the Troubled Asset Relief Program Capital Purchase Program) from one or more Qualified Equity Offerings (including Qualified Equity Offerings of such successor), and (y) the aggregate

redemption price of the Designated Preferred Stock (and any Successor Preferred Stock) redeemed pursuant to this paragraph may not exceed the aggregate net cash proceeds received by the Issuer (or any successor by Business Combination) from such Qualified Equity Offerings (including Qualified Equity Offerings of such successor).

The redemption price for any shares of Designated Preferred Stock shall be payable on the redemption date to the holder of such shares against surrender of the certificate(s) evidencing such shares to the Issuer or its agent. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the Dividend Record Date for a Dividend Period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such Dividend Record Date relating to the Dividend Payment Date as provided in Section 3 above.

(b) No Sinking Fund. The Designated Preferred Stock will not be subject to any mandatory redemption, sinking fund or other similar provisions. Holders of Designated Preferred Stock will have no right to require redemption or repurchase of any shares of Designated Preferred Stock.

(c) Notice of Redemption. Notice of every redemption of shares of Designated Preferred Stock shall be given by first class mail, postage prepaid, addressed to the holders of record of the shares to be redeemed at their respective last addresses appearing on the books of the Issuer. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Subsection shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Designated Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Designated Preferred Stock. Notwithstanding the foregoing, if shares of Designated Preferred Stock are issued in book-entry form through The Depository Trust Issuer or any other similar facility, notice of redemption may be given to the holders of Designated Preferred Stock at such time and in any manner permitted by such facility. Each notice of redemption given to a holder shall state: (1) the redemption date; (2) the number of shares of Designated Preferred Stock to be redeemed and, if less than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (3) the redemption price; and (4) the place or places where certificates for such shares are to be surrendered for payment of the redemption price.

(d) Partial Redemption. In case of any redemption of part of the shares of Designated Preferred Stock at the time outstanding, the shares to be redeemed shall be selected either *pro rata* or in such other manner as the Board of Directors or a duly authorized committee thereof may determine to be fair and equitable. Subject to the provisions hereof, the Board of Directors or a duly authorized committee thereof shall have full power and authority to prescribe the terms and conditions upon which shares of Designated Preferred Stock shall be redeemed from time to time. If fewer than all the shares represented by any certificate are redeemed, a new certificate shall be issued representing the unredeemed shares without charge to the holder thereof.

(e) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption

have been deposited by the Issuer, in trust for the *pro rata* benefit of the holders of the shares called for redemption, with a bank or trust company doing business in the Borough of Manhattan, The City of New York, and having a capital and surplus of at least \$500 million and selected by the Board of Directors, so as to be and continue to be available solely therefor, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date dividends shall cease to accrue on all shares so called for redemption, all shares so called for redemption shall no longer be deemed outstanding and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from such bank or trust company, without interest. Any funds unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released to the Issuer, after which time the holders of the shares so called for redemption shall look only to the Issuer for payment of the redemption price of such shares.

(f) Status of Redeemed Shares. Shares of Designated Preferred Stock that are redeemed, repurchased or otherwise acquired by the Issuer shall revert to authorized but unissued shares of Preferred Stock (*provided* that any such cancelled shares of Designated Preferred Stock may be reissued only as shares of any series of Preferred Stock other than Designated Preferred Stock).

Section 6. Conversion. Holders of Designated Preferred Stock shares shall have no right to exchange or convert such shares into any other securities.

Section 7. Voting Rights.

(a) General. The holders of Designated Preferred Stock shall not have any voting rights except as set forth below or as otherwise from time to time required by law.

(b) Preferred Stock Directors. Whenever, at any time or times, dividends payable on the shares of Designated Preferred Stock have not been paid for an aggregate of six quarterly Dividend Periods or more, whether or not consecutive, the authorized number of directors of the Issuer shall automatically be increased by two and the holders of the Designated Preferred Stock shall have the right, with holders of shares of any one or more other classes or series of Voting Parity Stock outstanding at the time, voting together as a class, to elect two directors (hereinafter the "Preferred Directors" and each a "Preferred Director") to fill such newly created directorships at the Issuer's next annual meeting of stockholders (or at a special meeting called for that purpose prior to such next annual meeting) and at each subsequent annual meeting of stockholders until all accrued and unpaid dividends for all past Dividend Periods, including the latest completed Dividend Period (including, if applicable as provided in Section 3(a) above, dividends on such amount), on all outstanding shares of Designated Preferred Stock have been declared and paid in full at which time such right shall terminate with respect to the Designated Preferred Stock, except as herein or by law expressly provided, subject to revesting in the event of each and every subsequent default of the character above mentioned; *provided* that it shall be a qualification for election for any Preferred Director that the election of such Preferred Director shall not cause the Issuer to violate any corporate governance requirements of any securities exchange or other trading facility on which securities of the Issuer may then be listed or traded that listed or traded companies must have a majority of independent directors. Upon any

termination of the right of the holders of shares of Designated Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed at any time, with or without cause, and any vacancy created thereby may be filled, only by the affirmative vote of the holders a majority of the shares of Designated Preferred Stock at the time outstanding voting separately as a class together with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) Class Voting Rights as to Particular Matters. So long as any shares of Designated Preferred Stock are outstanding, in addition to any other vote or consent of stockholders required by law or by the Charter, the vote or consent of the holders of at least 66 2/3% of the shares of Designated Preferred Stock at the time outstanding, voting as a separate class, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be necessary for effecting or validating:

(i) Authorization of Senior Stock. Any amendment or alteration of the Certificate of Designations for the Designated Preferred Stock or the Charter to authorize or create or increase the authorized amount of, or any issuance of, any shares of, or any securities convertible into or exchangeable or exercisable for shares of, any class or series of capital stock of the Issuer ranking senior to Designated Preferred Stock with respect to either or both the payment of dividends and/or the distribution of assets on any liquidation, dissolution or winding up of the Issuer;

(ii) Amendment of Designated Preferred Stock. Any amendment, alteration or repeal of any provision of the Certificate of Designations for the Designated Preferred Stock or the Charter (including, unless no vote on such merger or consolidation is required by Section 7(c)(iii) below, any amendment, alteration or repeal by means of a merger, consolidation or otherwise) so as to adversely affect the rights, preferences, privileges or voting powers of the Designated Preferred Stock; or

(iii) Share Exchanges, Reclassifications, Mergers and Consolidations. Any consummation of a binding share exchange or reclassification involving the Designated Preferred Stock, or of a merger or consolidation of the Issuer with another corporation or other entity, unless in each case (x) the shares of Designated Preferred Stock remain outstanding or, in the case of any such merger or consolidation with respect to which the Issuer is not the surviving or resulting entity, are converted into or exchanged for preference securities of the surviving or resulting entity or its ultimate parent, and (y) such shares remaining outstanding or such preference securities, as the case may be, have such rights, preferences, privileges and voting powers, and limitations and restrictions thereof, taken as a whole, as are not materially less favorable to the holders thereof than the rights, preferences, privileges and voting powers, and limitations and restrictions

thereof, of Designated Preferred Stock immediately prior to such consummation, taken as a whole;

provided, however, that for all purposes of this Section 7(c), any increase in the amount of the authorized Preferred Stock, including any increase in the authorized amount of Designated Preferred Stock necessary to satisfy preemptive or similar rights granted by the Issuer to other persons prior to the Signing Date, or the creation and issuance, or an increase in the authorized or issued amount, whether pursuant to preemptive or similar rights or otherwise, of any other series of Preferred Stock, or any securities convertible into or exchangeable or exercisable for any other series of Preferred Stock, ranking equally with and/or junior to Designated Preferred Stock with respect to the payment of dividends (whether such dividends are cumulative or non-cumulative) and the distribution of assets upon liquidation, dissolution or winding up of the Issuer will not be deemed to adversely affect the rights, preferences, privileges or voting powers, and shall not require the affirmative vote or consent of, the holders of outstanding shares of the Designated Preferred Stock.

(d) Changes after Provision for Redemption. No vote or consent of the holders of Designated Preferred Stock shall be required pursuant to Section 7(c) above if, at or prior to the time when any such vote or consent would otherwise be required pursuant to such Section, all outstanding shares of the Designated Preferred Stock shall have been redeemed, or shall have been called for redemption upon proper notice and sufficient funds shall have been deposited in trust for such redemption, in each case pursuant to Section 5 above.

(e) Procedures for Voting and Consents. The rules and procedures for calling and conducting any meeting of the holders of Designated Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such a meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules of the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Charter, the Bylaws, and applicable law and the rules of any national securities exchange or other trading facility on which Designated Preferred Stock is listed or traded at the time.

Section 8. Record Holders. To the fullest extent permitted by applicable law, the Issuer and the transfer agent for Designated Preferred Stock may deem and treat the record holder of any share of Designated Preferred Stock as the true and lawful owner thereof for all purposes, and neither the Issuer nor such transfer agent shall be affected by any notice to the contrary.

Section 9. Notices. All notices or communications in respect of Designated Preferred Stock shall be sufficiently given if given in writing and delivered in person or by first class mail, postage prepaid, or if given in such other manner as may be permitted in this Certificate of Designations, in the Charter or Bylaws or by applicable law. Notwithstanding the foregoing, if shares of Designated Preferred Stock are issued in book-entry form through The Depository Trust Issuer or any similar facility, such notices may be given to the holders of Designated Preferred Stock in any manner permitted by such facility.

Section 10. No Preemptive Rights. No share of Designated Preferred Stock shall have any rights of preemption whatsoever as to any securities of the Issuer, or any warrants, rights or options issued or granted with respect thereto, regardless of how such securities, or such warrants, rights or options, may be designated, issued or granted.

Section 11. Replacement Certificates. The Issuer shall replace any mutilated certificate at the holder's expense upon surrender of that certificate to the Issuer. The Issuer shall replace certificates that become destroyed, stolen or lost at the holder's expense upon delivery to the Issuer of reasonably satisfactory evidence that the certificate has been destroyed, stolen or lost, together with any indemnity that may be reasonably required by the Issuer.

Section 12. Other Rights. The shares of Designated Preferred Stock shall not have any rights, preferences, privileges or voting powers or relative, participating, optional or other special rights, or qualifications, limitations or restrictions thereof, other than as set forth herein or in the Charter or as provided by applicable law.

**FORM OF CERTIFICATE OF DESIGNATIONS
FOR WARRANT PREFERRED STOCK**

[SEE ATTACHED]

FORM OF [CERTIFICATE OF DESIGNATIONS]

OF

FIXED RATE CUMULATIVE PERPETUAL PREFERRED STOCK, SERIES [●]

OF

[●]

[*Insert name of Issuer*], a [corporation/bank/banking association] organized and existing under the laws of the [*Insert jurisdiction of organization*] (the “Issuer”), in accordance with the provisions of Section[s] [●] of the [*Insert applicable statute*] thereof, does hereby certify:

The board of directors of the Issuer (the “Board of Directors”) or an applicable committee of the Board of Directors, in accordance with the [[certificate of incorporation/articles of association] and bylaws] of the Issuer and applicable law, adopted the following resolution on [●] creating a series of [●] shares of Preferred Stock of the Issuer designated as “Fixed Rate Cumulative Perpetual Preferred Stock, Series [●]”.

RESOLVED, that pursuant to the provisions of the [[certificate of incorporation/articles of association] and the bylaws] of the Issuer and applicable law, a series of Preferred Stock, par value \$[●] per share, of the Issuer be and hereby is created, and that the designation and number of shares of such series, and the voting and other powers, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Part 1. Designation and Number of Shares. There is hereby created out of the authorized and unissued shares of preferred stock of the Issuer a series of preferred stock designated as the “Fixed Rate Cumulative Perpetual Preferred Stock, Series [●]” (the “Designated Preferred Stock”). The authorized number of shares of Designated Preferred Stock shall be [●].

Part 2. Standard Provisions. The Standard Provisions contained in Schedule A attached hereto are incorporated herein by reference in their entirety and shall be deemed to be a part of this [Certificate of Designations] to the same extent as if such provisions had been set forth in full herein.

Part. 3. Definitions. The following terms are used in this [Certificate of Designations] (including the Standard Provisions in Schedule A hereto) as defined below:

(a) “Common Stock” means the common stock, par value \$[●] per share, of the Issuer.

(b) “Dividend Payment Date” means February 15, May 15, August 15 and November 15 of each year.

(c) “Junior Stock” means the Common Stock, ***[Insert titles of any existing Junior Stock]*** and any other class or series of stock of the Issuer the terms of which expressly provide that it ranks junior to Designated Preferred Stock as to dividend rights and/or as to rights on liquidation, dissolution or winding up of the Issuer.

(d) “Liquidation Amount” means \$[1,000]¹ per share of Designated Preferred Stock.

(e) “Minimum Amount” means \$***[Insert \$ amount equal to 25% of the aggregate value of the Designated Preferred Stock issued on the Original Issue Date]***.

(f) “Parity Stock” means any class or series of stock of the Issuer (other than Designated Preferred Stock) the terms of which do not expressly provide that such class or series will rank senior or junior to Designated Preferred Stock as to dividend rights and/or as to rights on liquidation, dissolution or winding up of the Issuer (in each case without regard to whether dividends accrue cumulatively or non-cumulatively). Without limiting the foregoing, Parity Stock shall include the Issuer’s UST Preferred Stock [and] ***[Insert title(s) of any other classes or series of Parity Stock]***.

(g) “Signing Date” means ***[Insert date of applicable securities purchase agreement]***.

(h) “UST Preferred Stock” means the Issuer’s Fixed Rate Cumulative Perpetual Preferred Stock, Series [●].

Part. 4. Certain Voting Matters. ***[To be inserted if the Charter provides for voting in proportion to liquidation preferences:*** Whether the vote or consent of the holders of a plurality, majority or other portion of the shares of Designated Preferred Stock and any Voting Parity Stock has been cast or given on any matter on which the holders of shares of Designated Preferred Stock are entitled to vote shall be determined by the Issuer by reference to the specified liquidation amount of the shares voted or covered by the consent as if the Issuer were liquidated on the record date for such vote or consent, if any, or, in the absence of a record date, on the date for such vote or consent. For purposes of determining the voting rights of the holders of Designated Preferred Stock under Section 7 of the Standard Provisions forming part of this [Certificate of Designations], each holder will be entitled to one vote for each \$1,000 of liquidation preference to which such holder’s shares are entitled.] ***[To be inserted if the Charter does not provide for voting in proportion to liquidation preferences:*** Holders of shares of Designated Preferred Stock will be entitled to one vote for each such share on any matter on which holders of Designated Preferred Stock are entitled to vote, including any action by written consent.]

[Remainder of Page Intentionally Left Blank]

¹ If Issuer desires to issue shares with a higher dollar amount liquidation preference, liquidation preference references will be modified accordingly. In such case (in accordance with Section 4.6 of the Securities Purchase Agreement), the issuer will be required to enter into a deposit agreement.

IN WITNESS WHEREOF, *[Insert name of Issuer]* has caused this [Certificate of Designations] to be signed by [●], its [●], this [●] day of [●].

[Insert name of Issuer]

By: _____

Name:

Title:

STANDARD PROVISIONS

Section 1. General Matters. Each share of Designated Preferred Stock shall be identical in all respects to every other share of Designated Preferred Stock. The Designated Preferred Stock shall be perpetual, subject to the provisions of Section 5 of these Standard Provisions that form a part of the Certificate of Designations. The Designated Preferred Stock shall rank equally with Parity Stock and shall rank senior to Junior Stock with respect to the payment of dividends and the distribution of assets in the event of any dissolution, liquidation or winding up of the Issuer.

Section 2. Standard Definitions. As used herein with respect to Designated Preferred Stock:

(a) “Appropriate Federal Banking Agency” means the “appropriate Federal banking agency” with respect to the Issuer as defined in Section 3(q) of the Federal Deposit Insurance Act (12 U.S.C. Section 1813(q)), or any successor provision.

(b) “Business Combination” means a merger, consolidation, statutory share exchange or similar transaction that requires the approval of the Issuer’s stockholders.

(c) “Business Day” means any day except Saturday, Sunday and any day on which banking institutions in the State of New York generally are authorized or required by law or other governmental actions to close.

(d) “Bylaws” means the bylaws of the Issuer, as they may be amended from time to time.

(e) “Certificate of Designations” means the Certificate of Designations or comparable instrument relating to the Designated Preferred Stock, of which these Standard Provisions form a part, as it may be amended from time to time.

(f) “Charter” means the Issuer’s certificate or articles of incorporation, articles of association, or similar organizational document.

(g) “Dividend Period” has the meaning set forth in Section 3(a).

(h) “Dividend Record Date” has the meaning set forth in Section 3(a).

(i) “Liquidation Preference” has the meaning set forth in Section 4(a).

(j) “Original Issue Date” means the date on which shares of Designated Preferred Stock are first issued.

(k) “Preferred Director” has the meaning set forth in Section 7(b).

(l) “Preferred Stock” means any and all series of preferred stock of the Issuer, including the Designated Preferred Stock.

(m) “Qualified Equity Offering” means the sale and issuance for cash by the Issuer to persons other than the Issuer or any of its subsidiaries after the Original Issue Date of shares of perpetual Preferred Stock, Common Stock or any combination of such stock, that, in each case, qualify as and may be included in Tier 1 capital of the Issuer at the time of issuance under the applicable risk-based capital guidelines of the Issuer’s Appropriate Federal Banking Agency (other than any such sales and issuances made pursuant to agreements or arrangements entered into, or pursuant to financing plans which were publicly announced, on or prior to November 17, 2008).

(n) “Standard Provisions” mean these Standard Provisions that form a part of the Certificate of Designations relating to the Designated Preferred Stock.

(o) “Successor Preferred Stock” has the meaning set forth in Section 5(a).

(p) “Voting Parity Stock” means, with regard to any matter as to which the holders of Designated Preferred Stock are entitled to vote as specified in Sections 7(a) and 7(b) of these Standard Provisions that form a part of the Certificate of Designations, any and all series of Parity Stock upon which like voting rights have been conferred and are exercisable with respect to such matter.

Section 3. Dividends.

(a) Rate. Holders of Designated Preferred Stock shall be entitled to receive, on each share of Designated Preferred Stock if, as and when declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of assets legally available therefor, cumulative cash dividends with respect to each Dividend Period (as defined below) at a per annum rate of 9.0% on (i) the Liquidation Amount per share of Designated Preferred Stock and (ii) the amount of accrued and unpaid dividends for any prior Dividend Period on such share of Designated Preferred Stock, if any. Such dividends shall begin to accrue and be cumulative from the Original Issue Date, shall compound on each subsequent Dividend Payment Date (*i.e.*, no dividends shall accrue on other dividends unless and until the first Dividend Payment Date for such other dividends has passed without such other dividends having been paid on such date) and shall be payable quarterly in arrears on each Dividend Payment Date, commencing with the first such Dividend Payment Date to occur at least 20 calendar days after the Original Issue Date. In the event that any Dividend Payment Date would otherwise fall on a day that is not a Business Day, the dividend payment due on that date will be postponed to the next day that is a Business Day and no additional dividends will accrue as a result of that postponement. The period from and including any Dividend Payment Date to, but excluding, the next Dividend Payment Date is a “Dividend Period”, provided that the initial Dividend Period shall be the period from and including the Original Issue Date to, but excluding, the next Dividend Payment Date.

Dividends that are payable on Designated Preferred Stock in respect of any Dividend Period shall be computed on the basis of a 360-day year consisting of twelve 30-day months. The amount of dividends payable on Designated Preferred Stock on any date prior to the end of a

Dividend Period, and for the initial Dividend Period, shall be computed on the basis of a 360-day year consisting of twelve 30-day months, and actual days elapsed over a 30-day month.

Dividends that are payable on Designated Preferred Stock on any Dividend Payment Date will be payable to holders of record of Designated Preferred Stock as they appear on the stock register of the Issuer on the applicable record date, which shall be the 15th calendar day immediately preceding such Dividend Payment Date or such other record date fixed by the Board of Directors or any duly authorized committee of the Board of Directors that is not more than 60 nor less than 10 days prior to such Dividend Payment Date (each, a “Dividend Record Date”). Any such day that is a Dividend Record Date shall be a Dividend Record Date whether or not such day is a Business Day.

Holders of Designated Preferred Stock shall not be entitled to any dividends, whether payable in cash, securities or other property, other than dividends (if any) declared and payable on Designated Preferred Stock as specified in this Section 3 (subject to the other provisions of the Certificate of Designations).

(b) Priority of Dividends. So long as any share of Designated Preferred Stock remains outstanding, no dividend or distribution shall be declared or paid on the Common Stock or any other shares of Junior Stock (other than dividends payable solely in shares of Common Stock) or Parity Stock, subject to the immediately following paragraph in the case of Parity Stock, and no Common Stock, Junior Stock or Parity Stock shall be, directly or indirectly, purchased, redeemed or otherwise acquired for consideration by the Issuer or any of its subsidiaries unless all accrued and unpaid dividends for all past Dividend Periods, including the latest completed Dividend Period (including, if applicable as provided in Section 3(a) above, dividends on such amount), on all outstanding shares of Designated Preferred Stock have been or are contemporaneously declared and paid in full (or have been declared and a sum sufficient for the payment thereof has been set aside for the benefit of the holders of shares of Designated Preferred Stock on the applicable record date). The foregoing limitation shall not apply to (i) redemptions, purchases or other acquisitions of shares of Common Stock or other Junior Stock in connection with the administration of any employee benefit plan in the ordinary course of business and consistent with past practice; (ii) the acquisition by the Issuer or any of its subsidiaries of record ownership in Junior Stock or Parity Stock for the beneficial ownership of any other persons (other than the Issuer or any of its subsidiaries), including as trustees or custodians; and (iii) the exchange or conversion of Junior Stock for or into other Junior Stock or of Parity Stock for or into other Parity Stock (with the same or lesser aggregate liquidation amount) or Junior Stock, in each case, solely to the extent required pursuant to binding contractual agreements entered into prior to the Signing Date or any subsequent agreement for the accelerated exercise, settlement or exchange thereof for Common Stock.

When dividends are not paid (or declared and a sum sufficient for payment thereof set aside for the benefit of the holders thereof on the applicable record date) on any Dividend Payment Date (or, in the case of Parity Stock having dividend payment dates different from the Dividend Payment Dates, on a dividend payment date falling within a Dividend Period related to such Dividend Payment Date) in full upon Designated Preferred Stock and any shares of Parity Stock, all dividends declared on Designated Preferred Stock and all such Parity Stock and payable on such Dividend Payment Date (or, in the case of Parity Stock having dividend

payment dates different from the Dividend Payment Dates, on a dividend payment date falling within the Dividend Period related to such Dividend Payment Date) shall be declared *pro rata* so that the respective amounts of such dividends declared shall bear the same ratio to each other as all accrued and unpaid dividends per share on the shares of Designated Preferred Stock (including, if applicable as provided in Section 3(a) above, dividends on such amount) and all Parity Stock payable on such Dividend Payment Date (or, in the case of Parity Stock having dividend payment dates different from the Dividend Payment Dates, on a dividend payment date falling within the Dividend Period related to such Dividend Payment Date) (subject to their having been declared by the Board of Directors or a duly authorized committee of the Board of Directors out of legally available funds and including, in the case of Parity Stock that bears cumulative dividends, all accrued but unpaid dividends) bear to each other. If the Board of Directors or a duly authorized committee of the Board of Directors determines not to pay any dividend or a full dividend on a Dividend Payment Date, the Issuer will provide written notice to the holders of Designated Preferred Stock prior to such Dividend Payment Date.

Subject to the foregoing, and not otherwise, such dividends (payable in cash, securities or other property) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any securities, including Common Stock and other Junior Stock, from time to time out of any funds legally available for such payment, and holders of Designated Preferred Stock shall not be entitled to participate in any such dividends.

Section 4. Liquidation Rights.

(a) Voluntary or Involuntary Liquidation. In the event of any liquidation, dissolution or winding up of the affairs of the Issuer, whether voluntary or involuntary, holders of Designated Preferred Stock shall be entitled to receive for each share of Designated Preferred Stock, out of the assets of the Issuer or proceeds thereof (whether capital or surplus) available for distribution to stockholders of the Issuer, subject to the rights of any creditors of the Issuer, before any distribution of such assets or proceeds is made to or set aside for the holders of Common Stock and any other stock of the Issuer ranking junior to Designated Preferred Stock as to such distribution, payment in full in an amount equal to the sum of (i) the Liquidation Amount per share and (ii) the amount of any accrued and unpaid dividends (including, if applicable as provided in Section 3(a) above, dividends on such amount), whether or not declared, to the date of payment (such amounts collectively, the “Liquidation Preference”).

(b) Partial Payment. If in any distribution described in Section 4(a) above the assets of the Issuer or proceeds thereof are not sufficient to pay in full the amounts payable with respect to all outstanding shares of Designated Preferred Stock and the corresponding amounts payable with respect of any other stock of the Issuer ranking equally with Designated Preferred Stock as to such distribution, holders of Designated Preferred Stock and the holders of such other stock shall share ratably in any such distribution in proportion to the full respective distributions to which they are entitled.

(c) Residual Distributions. If the Liquidation Preference has been paid in full to all holders of Designated Preferred Stock and the corresponding amounts payable with respect of any other stock of the Issuer ranking equally with Designated Preferred Stock as to such

distribution has been paid in full, the holders of other stock of the Issuer shall be entitled to receive all remaining assets of the Issuer (or proceeds thereof) according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 4, the merger or consolidation of the Issuer with any other corporation or other entity, including a merger or consolidation in which the holders of Designated Preferred Stock receive cash, securities or other property for their shares, or the sale, lease or exchange (for cash, securities or other property) of all or substantially all of the assets of the Issuer, shall not constitute a liquidation, dissolution or winding up of the Issuer.

Section 5. Redemption.

(a) Optional Redemption. Except as provided below, the Designated Preferred Stock may not be redeemed prior to the later of (i) first Dividend Payment Date falling on or after the third anniversary of the Original Issue Date; and (ii) the date on which all outstanding shares of UST Preferred Stock have been redeemed, repurchased or otherwise acquired by the Issuer. On or after the first Dividend Payment Date falling on or after the third anniversary of the Original Issue Date, the Issuer, at its option, subject to the approval of the Appropriate Federal Banking Agency, may redeem, in whole or in part, at any time and from time to time, out of funds legally available therefor, the shares of Designated Preferred Stock at the time outstanding, upon notice given as provided in Section 5(c) below, at a redemption price equal to the sum of (i) the Liquidation Amount per share and (ii) except as otherwise provided below, any accrued and unpaid dividends (including, if applicable as provided in Section 3(a) above, dividends on such amount) (regardless of whether any dividends are actually declared) to, but excluding, the date fixed for redemption.

Notwithstanding the foregoing, prior to the first Dividend Payment Date falling on or after the third anniversary of the Original Issue Date, the Issuer, at its option, subject to the approval of the Appropriate Federal Banking Agency and subject to the requirement that all outstanding shares of UST Preferred Stock shall previously have been redeemed, repurchased or otherwise acquired by the Issuer, may redeem, in whole or in part, at any time and from time to time, the shares of Designated Preferred Stock at the time outstanding, upon notice given as provided in Section 5(c) below, at a redemption price equal to the sum of (i) the Liquidation Amount per share and (ii) except as otherwise provided below, any accrued and unpaid dividends (including, if applicable as provided in Section 3(a) above, dividends on such amount) (regardless of whether any dividends are actually declared) to, but excluding, the date fixed for redemption; *provided* that (x) the Issuer (or any successor by Business Combination) has received aggregate gross proceeds of not less than the Minimum Amount (plus the “Minimum Amount” as defined in the relevant certificate of designations for each other outstanding series of preferred stock of such successor that was originally issued to the United States Department of the Treasury (the “Successor Preferred Stock”) in connection with the Troubled Asset Relief Program Capital Purchase Program) from one or more Qualified Equity Offerings (including Qualified Equity Offerings of such successor), and (y) the aggregate redemption price of the Designated Preferred Stock (and any Successor Preferred Stock) redeemed pursuant to this paragraph may not exceed the aggregate net cash proceeds received by the Issuer (or any

successor by Business Combination) from such Qualified Equity Offerings (including Qualified Equity Offerings of such successor).

The redemption price for any shares of Designated Preferred Stock shall be payable on the redemption date to the holder of such shares against surrender of the certificate(s) evidencing such shares to the Issuer or its agent. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the Dividend Record Date for a Dividend Period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such Dividend Record Date relating to the Dividend Payment Date as provided in Section 3 above.

(b) No Sinking Fund. The Designated Preferred Stock will not be subject to any mandatory redemption, sinking fund or other similar provisions. Holders of Designated Preferred Stock will have no right to require redemption or repurchase of any shares of Designated Preferred Stock.

(c) Notice of Redemption. Notice of every redemption of shares of Designated Preferred Stock shall be given by first class mail, postage prepaid, addressed to the holders of record of the shares to be redeemed at their respective last addresses appearing on the books of the Issuer. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Subsection shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Designated Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Designated Preferred Stock. Notwithstanding the foregoing, if shares of Designated Preferred Stock are issued in book-entry form through The Depository Trust Issuer or any other similar facility, notice of redemption may be given to the holders of Designated Preferred Stock at such time and in any manner permitted by such facility. Each notice of redemption given to a holder shall state: (1) the redemption date; (2) the number of shares of Designated Preferred Stock to be redeemed and, if less than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (3) the redemption price; and (4) the place or places where certificates for such shares are to be surrendered for payment of the redemption price.

(d) Partial Redemption. In case of any redemption of part of the shares of Designated Preferred Stock at the time outstanding, the shares to be redeemed shall be selected either *pro rata* or in such other manner as the Board of Directors or a duly authorized committee thereof may determine to be fair and equitable. Subject to the provisions hereof, the Board of Directors or a duly authorized committee thereof shall have full power and authority to prescribe the terms and conditions upon which shares of Designated Preferred Stock shall be redeemed from time to time. If fewer than all the shares represented by any certificate are redeemed, a new certificate shall be issued representing the unredeemed shares without charge to the holder thereof.

(e) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been deposited by the Issuer, in trust for the *pro rata* benefit of the holders of the shares called for redemption, with a bank or trust company doing business in the Borough of

Manhattan, The City of New York, and having a capital and surplus of at least \$500 million and selected by the Board of Directors, so as to be and continue to be available solely therefor, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date dividends shall cease to accrue on all shares so called for redemption, all shares so called for redemption shall no longer be deemed outstanding and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from such bank or trust company, without interest. Any funds unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released to the Issuer, after which time the holders of the shares so called for redemption shall look only to the Issuer for payment of the redemption price of such shares.

(f) Status of Redeemed Shares. Shares of Designated Preferred Stock that are redeemed, repurchased or otherwise acquired by the Issuer shall revert to authorized but unissued shares of Preferred Stock (*provided* that any such cancelled shares of Designated Preferred Stock may be reissued only as shares of any series of Preferred Stock other than Designated Preferred Stock).

Section 6. Conversion. Holders of Designated Preferred Stock shares shall have no right to exchange or convert such shares into any other securities.

Section 7. Voting Rights.

(a) General. The holders of Designated Preferred Stock shall not have any voting rights except as set forth below or as otherwise from time to time required by law.

(b) Preferred Stock Directors. Whenever, at any time or times, dividends payable on the shares of Designated Preferred Stock have not been paid for an aggregate of six quarterly Dividend Periods or more, whether or not consecutive, the authorized number of directors of the Issuer shall automatically be increased by two and the holders of the Designated Preferred Stock shall have the right, with holders of shares of any one or more other classes or series of Voting Parity Stock outstanding at the time, voting together as a class, to elect two directors (hereinafter the "Preferred Directors" and each a "Preferred Director") to fill such newly created directorships at the Issuer's next annual meeting of stockholders (or at a special meeting called for that purpose prior to such next annual meeting) and at each subsequent annual meeting of stockholders until all accrued and unpaid dividends for all past Dividend Periods, including the latest completed Dividend Period (including, if applicable as provided in Section 3(a) above, dividends on such amount), on all outstanding shares of Designated Preferred Stock have been declared and paid in full at which time such right shall terminate with respect to the Designated Preferred Stock, except as herein or by law expressly provided, subject to revesting in the event of each and every subsequent default of the character above mentioned; *provided* that it shall be a qualification for election for any Preferred Director that the election of such Preferred Director shall not cause the Issuer to violate any corporate governance requirements of any securities exchange or other trading facility on which securities of the Issuer may then be listed or traded that listed or traded companies must have a majority of independent directors. Upon any termination of the right of the holders of shares of Designated Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be

qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed at any time, with or without cause, and any vacancy created thereby may be filled, only by the affirmative vote of the holders a majority of the shares of Designated Preferred Stock at the time outstanding voting separately as a class together with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) Class Voting Rights as to Particular Matters. So long as any shares of Designated Preferred Stock are outstanding, in addition to any other vote or consent of stockholders required by law or by the Charter, the vote or consent of the holders of at least 66 2/3% of the shares of Designated Preferred Stock at the time outstanding, voting as a separate class, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be necessary for effecting or validating:

(i) Authorization of Senior Stock. Any amendment or alteration of the Certificate of Designations for the Designated Preferred Stock or the Charter to authorize or create or increase the authorized amount of, or any issuance of, any shares of, or any securities convertible into or exchangeable or exercisable for shares of, any class or series of capital stock of the Issuer ranking senior to Designated Preferred Stock with respect to either or both the payment of dividends and/or the distribution of assets on any liquidation, dissolution or winding up of the Issuer;

(ii) Amendment of Designated Preferred Stock. Any amendment, alteration or repeal of any provision of the Certificate of Designations for the Designated Preferred Stock or the Charter (including, unless no vote on such merger or consolidation is required by Section 7(c)(iii) below, any amendment, alteration or repeal by means of a merger, consolidation or otherwise) so as to adversely affect the rights, preferences, privileges or voting powers of the Designated Preferred Stock; or

(iii) Share Exchanges, Reclassifications, Mergers and Consolidations. Any consummation of a binding share exchange or reclassification involving the Designated Preferred Stock, or of a merger or consolidation of the Issuer with another corporation or other entity, unless in each case (x) the shares of Designated Preferred Stock remain outstanding or, in the case of any such merger or consolidation with respect to which the Issuer is not the surviving or resulting entity, are converted into or exchanged for preference securities of the surviving or resulting entity or its ultimate parent, and (y) such shares remaining outstanding or such preference securities, as the case may be, have such rights, preferences, privileges and voting powers, and limitations and restrictions thereof, taken as a whole, as are not materially less favorable to the holders thereof than the rights, preferences, privileges and voting powers, and limitations and restrictions thereof, of Designated Preferred Stock immediately prior to such consummation, taken as a whole;

provided, however, that for all purposes of this Section 7(c), any increase in the amount of the authorized Preferred Stock, including any increase in the authorized amount of Designated Preferred Stock necessary to satisfy preemptive or similar rights granted by the Issuer to other persons prior to the Signing Date, or the creation and issuance, or an increase in the authorized or issued amount, whether pursuant to preemptive or similar rights or otherwise, of any other series of Preferred Stock, or any securities convertible into or exchangeable or exercisable for any other series of Preferred Stock, ranking equally with and/or junior to Designated Preferred Stock with respect to the payment of dividends (whether such dividends are cumulative or non-cumulative) and the distribution of assets upon liquidation, dissolution or winding up of the Issuer will not be deemed to adversely affect the rights, preferences, privileges or voting powers, and shall not require the affirmative vote or consent of, the holders of outstanding shares of the Designated Preferred Stock.

(d) Changes after Provision for Redemption. No vote or consent of the holders of Designated Preferred Stock shall be required pursuant to Section 7(c) above if, at or prior to the time when any such vote or consent would otherwise be required pursuant to such Section, all outstanding shares of the Designated Preferred Stock shall have been redeemed, or shall have been called for redemption upon proper notice and sufficient funds shall have been deposited in trust for such redemption, in each case pursuant to Section 5 above.

(e) Procedures for Voting and Consents. The rules and procedures for calling and conducting any meeting of the holders of Designated Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such a meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules of the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Charter, the Bylaws, and applicable law and the rules of any national securities exchange or other trading facility on which Designated Preferred Stock is listed or traded at the time.

Section 8. Record Holders. To the fullest extent permitted by applicable law, the Issuer and the transfer agent for Designated Preferred Stock may deem and treat the record holder of any share of Designated Preferred Stock as the true and lawful owner thereof for all purposes, and neither the Issuer nor such transfer agent shall be affected by any notice to the contrary.

Section 9. Notices. All notices or communications in respect of Designated Preferred Stock shall be sufficiently given if given in writing and delivered in person or by first class mail, postage prepaid, or if given in such other manner as may be permitted in this Certificate of Designations, in the Charter or Bylaws or by applicable law. Notwithstanding the foregoing, if shares of Designated Preferred Stock are issued in book-entry form through The Depository Trust Issuer or any similar facility, such notices may be given to the holders of Designated Preferred Stock in any manner permitted by such facility.

Section 10. No Preemptive Rights. No share of Designated Preferred Stock shall have any rights of preemption whatsoever as to any securities of the Issuer, or any warrants, rights or options issued or granted with respect thereto, regardless of how such securities, or such warrants, rights or options, may be designated, issued or granted.

Section 11. Replacement Certificates. The Issuer shall replace any mutilated certificate at the holder's expense upon surrender of that certificate to the Issuer. The Issuer shall replace certificates that become destroyed, stolen or lost at the holder's expense upon delivery to the Issuer of reasonably satisfactory evidence that the certificate has been destroyed, stolen or lost, together with any indemnity that may be reasonably required by the Issuer.

Section 12. Other Rights. The shares of Designated Preferred Stock shall not have any rights, preferences, privileges or voting powers or relative, participating, optional or other special rights, or qualifications, limitations or restrictions thereof, other than as set forth herein or in the Charter or as provided by applicable law.

FORM OF WAIVER

In consideration for the benefits I will receive as a result of my employer's participation in the United States Department of the Treasury's TARP Capital Purchase Program, I hereby voluntarily waive any claim against the United States or my employer for any changes to my compensation or benefits that are required to comply with the regulation issued by the Department of the Treasury as published in the Federal Register on October 20, 2008.

I acknowledge that this regulation may require modification of the compensation, bonus, incentive and other benefit plans, arrangements, policies and agreements (including so-called "golden parachute" agreements) that I have with my employer or in which I participate as they relate to the period the United States holds any equity or debt securities of my employer acquired through the TARP Capital Purchase Program.

This waiver includes all claims I may have under the laws of the United States or any state related to the requirements imposed by the aforementioned regulation, including without limitation a claim for any compensation or other payments I would otherwise receive, any challenge to the process by which this regulation was adopted and any tort or constitutional claim about the effect of these regulations on my employment relationship.

FORM OF OPINION

- (a) The Company has been duly incorporated and is validly existing as a corporation in good standing under the laws of the state of its incorporation.
- (b) The Preferred Shares have been duly and validly authorized, and, when issued and delivered pursuant to the Agreement, the Preferred Shares will be duly and validly issued and fully paid and non-assessable, will not be issued in violation of any preemptive rights, and will rank *pari passu* with or senior to all other series or classes of Preferred Stock issued on the Closing Date with respect to the payment of dividends and the distribution of assets in the event of any dissolution, liquidation or winding up of the Company.
- (c) The Warrant has been duly authorized and, when executed and delivered as contemplated by the Agreement, will constitute a valid and legally binding obligation of the Company enforceable against the Company in accordance with its terms, except as the same may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting the enforcement of creditors' rights generally and general equitable principles, regardless of whether such enforceability is considered in a proceeding at law or in equity.
- (d) The shares of Warrant Preferred Stock issuable upon exercise of the Warrant have been duly authorized and reserved for issuance upon exercise of the Warrant and when so issued in accordance with the terms of the Warrant will be validly issued, fully paid and non-assessable, and will rank *pari passu* with or senior to all other series or classes of Preferred Stock, whether or not issued or outstanding, with respect to the payment of dividends and the distribution of assets in the event of any dissolution, liquidation or winding up of the Company.
- (e) The Company has the corporate power and authority to execute and deliver the Agreement and the Warrant and to carry out its obligations thereunder (which includes the issuance of the Preferred Shares, Warrant and Warrant Shares).
- (f) The execution, delivery and performance by the Company of the Agreement and the Warrant and the consummation of the transactions contemplated thereby have been duly authorized by all necessary corporate action on the part of the Company and its stockholders, and no further approval or authorization is required on the part of the Company.
- (g) The Agreement is a valid and binding obligation of the Company enforceable against the Company in accordance with its terms, except as the same may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting the enforcement of creditors' rights generally and general equitable principles, regardless of whether such enforceability is considered in a proceeding at law or in equity; *provided, however*, such counsel need express no opinion with respect to Section 4.5(h) or the severability provisions of the Agreement insofar as Section 4.5(h) is concerned.

ANNEX E

FORM OF WARRANT

[SEE ATTACHED]

FORM OF WARRANT TO PURCHASE PREFERRED STOCK

THE SECURITIES REPRESENTED BY THIS INSTRUMENT HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE SECURITIES LAWS OF ANY STATE AND MAY NOT BE TRANSFERRED, SOLD OR OTHERWISE DISPOSED OF EXCEPT WHILE A REGISTRATION STATEMENT RELATING THERETO IS IN EFFECT UNDER SUCH ACT AND APPLICABLE STATE SECURITIES LAWS OR PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER SUCH ACT OR SUCH LAWS. THIS INSTRUMENT IS ISSUED SUBJECT TO THE RESTRICTIONS ON TRANSFER AND OTHER PROVISIONS OF A SECURITIES PURCHASE AGREEMENT BETWEEN THE ISSUER OF THESE SECURITIES AND THE INVESTOR REFERRED TO THEREIN, A COPY OF WHICH IS ON FILE WITH THE ISSUER. THE SECURITIES REPRESENTED BY THIS INSTRUMENT MAY NOT BE SOLD OR OTHERWISE TRANSFERRED EXCEPT IN COMPLIANCE WITH SAID AGREEMENT. ANY SALE OR OTHER TRANSFER NOT IN COMPLIANCE WITH SAID AGREEMENT WILL BE VOID.

**WARRANT
to purchase**

Shares of Preferred Stock

of _____

Issue Date: _____

1. Definitions. Unless the context otherwise requires, when used herein the following terms shall have the meanings indicated.

“*Board of Directors*” means the board of directors of the Company, including any duly authorized committee thereof.

“*business day*” means any day except Saturday, Sunday and any day on which banking institutions in the State of New York generally are authorized or required by law or other governmental actions to close.

“*Charter*” means, with respect to any Person, its certificate or articles of incorporation, articles of association, or similar organizational document.

“*Company*” means the Person whose name, corporate or other organizational form and jurisdiction of organization is set forth in Item 1 of Schedule A hereto.

“*Exchange Act*” means the Securities Exchange Act of 1934, as amended, or any successor statute, and the rules and regulations promulgated thereunder.

“*Exercise Price*” means the amount set forth in Item 2 of Schedule A hereto.

“*Expiration Time*” has the meaning set forth in Section 3.

“*Issue Date*” means the date set forth in Item 3 of Schedule A hereto.

“*Liquidation Amount*” means the amount set forth in Item 4 of Schedule A hereto.

“*Original Warrantholder*” means the United States Department of the Treasury. Any actions specified to be taken by the Original Warrantholder hereunder may only be taken by such Person and not by any other Warrantholder.

“*Person*” has the meaning given to it in Section 3(a)(9) of the Exchange Act and as used in Sections 13(d)(3) and 14(d)(2) of the Exchange Act.

“*Preferred Stock*” means the series of perpetual preferred stock set forth in Item 5 of Schedule A hereto.

“*Purchase Agreement*” means the Securities Purchase Agreement – Standard Terms incorporated into the Letter Agreement, dated as of the date set forth in Item 6 of Schedule A hereto, as amended from time to time, between the Company and the United States Department of the Treasury (the “*Letter Agreement*”), including all annexes and schedules thereto.

“*Regulatory Approvals*” with respect to the Warrantholder, means, to the extent applicable and required to permit the Warrantholder to exercise this Warrant for shares of Preferred Stock and to own such Preferred Stock without the Warrantholder being in violation of applicable law, rule or regulation, the receipt of any necessary approvals and authorizations of, filings and registrations with, notifications to, or expiration or termination of any applicable waiting period under, the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the rules and regulations thereunder.

“*SEC*” means the U.S. Securities and Exchange Commission.

“*Securities Act*” means the Securities Act of 1933, as amended, or any successor statute, and the rules and regulations promulgated thereunder.

“*Shares*” has the meaning set forth in Section 2.

“*Warrantholder*” has the meaning set forth in Section 2.

“*Warrant*” means this Warrant, issued pursuant to the Purchase Agreement.

2. Number of Shares; Exercise Price. This certifies that, for value received, the United States Department of the Treasury or its permitted assigns (the “*Warrantholder*”) is entitled, upon the terms and subject to the conditions hereinafter set forth, to acquire from the

Company, in whole or in part, after the receipt of all applicable Regulatory Approvals, if any, up to an aggregate of the number of fully paid and nonassessable shares of Preferred Stock set forth in Item 7 of Schedule A hereto (the “*Shares*”), at a purchase price per share of Preferred Stock equal to the Exercise Price.

3. Exercise of Warrant; Term. Subject to Section 2, to the extent permitted by applicable laws and regulations, the right to purchase the Shares represented by this Warrant is exercisable, in whole or in part by the Warrantholder, at any time or from time to time after the execution and delivery of this Warrant by the Company on the date hereof, but in no event later than 5:00 p.m., New York City time on the tenth anniversary of the Issue Date (the “*Expiration Time*”), by (A) the surrender of this Warrant and Notice of Exercise annexed hereto, duly completed and executed on behalf of the Warrantholder, at the principal executive office of the Company located at the address set forth in Item 8 of Schedule A hereto (or such other office or agency of the Company in the United States as it may designate by notice in writing to the Warrantholder at the address of the Warrantholder appearing on the books of the Company), and (B) payment of the Exercise Price for the Shares thereby purchased, by having the Company withhold, from the shares of Preferred Stock that would otherwise be delivered to the Warrantholder upon such exercise, shares of Preferred Stock issuable upon exercise of the Warrant with an aggregate Liquidation Amount equal in value to the aggregate Exercise Price as to which this Warrant is so exercised.

If the Warrantholder does not exercise this Warrant in its entirety, the Warrantholder will be entitled to receive from the Company within a reasonable time, and in any event not exceeding three business days, a new warrant in substantially identical form for the purchase of that number of Shares equal to the difference between the number of Shares subject to this Warrant and the number of Shares as to which this Warrant is so exercised. Notwithstanding anything in this Warrant to the contrary, the Warrantholder hereby acknowledges and agrees that its exercise of this Warrant for Shares is subject to the condition that the Warrantholder will have first received any applicable Regulatory Approvals.

4. Issuance of Shares; Authorization. Certificates for Shares issued upon exercise of this Warrant will be issued in such name or names as the Warrantholder may designate and will be delivered to such named Person or Persons within a reasonable time, not to exceed three business days after the date on which this Warrant has been duly exercised in accordance with the terms of this Warrant. The Company hereby represents and warrants that any Shares issued upon the exercise of this Warrant in accordance with the provisions of Section 3 will be duly and validly authorized and issued, fully paid and nonassessable and free from all taxes, liens and charges (other than liens or charges created by the Warrantholder, income and franchise taxes incurred in connection with the exercise of the Warrant or taxes in respect of any transfer occurring contemporaneously therewith). The Company agrees that the Shares so issued will be deemed to have been issued to the Warrantholder as of the close of business on the date on which this Warrant and payment of the Exercise Price are delivered to the Company in accordance with the terms of this Warrant, notwithstanding that the stock transfer books of the Company may then be closed or certificates representing such Shares may not be actually delivered on such date. The Company will at all times reserve and keep available, out of its authorized but unissued preferred stock, solely for the purpose of providing for the exercise of this Warrant, the aggregate number of shares of Preferred Stock then issuable upon exercise of this Warrant at any

time. The Company will use reasonable best efforts to ensure that the Shares may be issued without violation of any applicable law or regulation or of any requirement of any securities exchange on which the Shares are listed or traded.

5. No Rights as Stockholders; Transfer Books. This Warrant does not entitle the Warrantholder to any voting rights or other rights as a stockholder of the Company prior to the date of exercise hereof. The Company will at no time close its transfer books against transfer of this Warrant in any manner which interferes with the timely exercise of this Warrant.

6. Charges, Taxes and Expenses. Issuance of certificates for Shares to the Warrantholder upon the exercise of this Warrant shall be made without charge to the Warrantholder for any issue or transfer tax or other incidental expense in respect of the issuance of such certificates, all of which taxes and expenses shall be paid by the Company.

7. Transfer/Assignment.

(A) Subject to compliance with clause (B) of this Section 7, this Warrant and all rights hereunder are transferable, in whole or in part, upon the books of the Company by the registered holder hereof in person or by duly authorized attorney, and a new warrant shall be made and delivered by the Company, of the same tenor and date as this Warrant but registered in the name of one or more transferees, upon surrender of this Warrant, duly endorsed, to the office or agency of the Company described in Section 3. All expenses (other than stock transfer taxes) and other charges payable in connection with the preparation, execution and delivery of the new warrants pursuant to this Section 7 shall be paid by the Company.

(B) The transfer of the Warrant and the Shares issued upon exercise of the Warrant are subject to the restrictions set forth in Section 4.4 of the Purchase Agreement. If and for so long as required by the Purchase Agreement, this Warrant shall contain the legends as set forth in Section 4.2(a) of the Purchase Agreement.

8. Exchange and Registry of Warrant. This Warrant is exchangeable, upon the surrender hereof by the Warrantholder to the Company, for a new warrant or warrants of like tenor and representing the right to purchase the same aggregate number of Shares. The Company shall maintain a registry showing the name and address of the Warrantholder as the registered holder of this Warrant. This Warrant may be surrendered for exchange or exercise in accordance with its terms, at the office of the Company, and the Company shall be entitled to rely in all respects, prior to written notice to the contrary, upon such registry.

9. Loss, Theft, Destruction or Mutilation of Warrant. Upon receipt by the Company of evidence reasonably satisfactory to it of the loss, theft, destruction or mutilation of this Warrant, and in the case of any such loss, theft or destruction, upon receipt of a bond, indemnity or security reasonably satisfactory to the Company, or, in the case of any such mutilation, upon surrender and cancellation of this Warrant, the Company shall make and deliver, in lieu of such lost, stolen, destroyed or mutilated Warrant, a new Warrant of like tenor and representing the right to purchase the same aggregate number of Shares as provided for in such lost, stolen, destroyed or mutilated Warrant.

10. Saturdays, Sundays, Holidays, etc. If the last or appointed day for the taking of any action or the expiration of any right required or granted herein shall not be a business day, then such action may be taken or such right may be exercised on the next succeeding day that is a business day.

11. Rule 144 Information. The Company covenants that it will use its reasonable best efforts to timely file all reports and other documents required to be filed by it under the Securities Act and the Exchange Act and the rules and regulations promulgated by the SEC thereunder (or, if the Company is not required to file such reports, it will, upon the request of any Warrantholder, make publicly available such information as necessary to permit sales pursuant to Rule 144 under the Securities Act), and it will use reasonable best efforts to take such further action as any Warrantholder may reasonably request, in each case to the extent required from time to time to enable such holder to, if permitted by the terms of this Warrant and the Purchase Agreement, sell this Warrant without registration under the Securities Act within the limitation of the exemptions provided by (A) Rule 144 under the Securities Act, as such rule may be amended from time to time, or (B) any successor rule or regulation hereafter adopted by the SEC. Upon the written request of any Warrantholder, the Company will deliver to such Warrantholder a written statement that it has complied with such requirements.

12. Adjustments and Other Rights. For so long as the Original Warrantholder holds this Warrant or any portion thereof, if any event occurs that, in the good faith judgment of the Board of Directors of the Company, would require adjustment of the Exercise Price or number of Shares into which this Warrant is exercisable in order to fairly and adequately protect the purchase rights of the Warrants in accordance with the essential intent and principles of the Purchase Agreement and this Warrant, then the Board of Directors shall make such adjustments in the application of such provisions, in accordance with such essential intent and principles, as shall be reasonably necessary, in the good faith opinion of the Board of Directors, to protect such purchase rights as aforesaid.

Whenever the Exercise Price or the number of Shares into which this Warrant is exercisable shall be adjusted as provided in this Section 12, the Company shall forthwith file at the principal office of the Company a statement showing in reasonable detail the facts requiring such adjustment and the Exercise Price that shall be in effect and the number of Shares into which this Warrant shall be exercisable after such adjustment, and the Company shall also cause a copy of such statement to be sent by mail, first class postage prepaid, to each Warrantholder at the address appearing in the Company's records.

13. No Impairment. The Company will not, by amendment of its Charter or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company, but will at all times in good faith assist in the carrying out of all the provisions of this Warrant and in taking of all such action as may be necessary or appropriate in order to protect the rights of the Warrantholder.

14. Governing Law. This Warrant will be governed by and construed 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. Each of the Company and the Warrantholder agrees (a) to submit to the exclusive jurisdiction and venue of the United States District Court for the District of Columbia for any civil action, suit or proceeding arising out of or relating to this Warrant or the transactions contemplated hereby, and (b) that notice may be served upon the Company at the address in Section 17 below and upon the Warrantholder at the address for the Warrantholder set forth in the registry maintained by the Company pursuant to Section 8 hereof. To the extent permitted by applicable law, each of the Company and the Warrantholder hereby unconditionally waives trial by jury in any civil legal action or proceeding relating to the Warrant or the transactions contemplated hereby or thereby.

15. Binding Effect. This Warrant shall be binding upon any successors or assigns of the Company.

16. Amendments. This Warrant may be amended and the observance of any term of this Warrant may be waived only with the written consent of the Company and the Warrantholder.

17. Notices. Any notice, request, instruction or other document to be given hereunder by any party to the other will be in writing and will be deemed to have been duly given (a) on the date of delivery if delivered personally, or by facsimile, upon confirmation of receipt, or (b) on the second business day following the date of dispatch if delivered by a recognized next day courier service. All notices hereunder shall be delivered as set forth in Item 9 of Schedule A hereto, or pursuant to such other instructions as may be designated in writing by the party to receive such notice.

18. Entire Agreement. This Warrant, the forms attached hereto and Schedule A hereto (the terms of which are incorporated by reference herein), and the Letter Agreement (including all documents incorporated therein), contain the entire agreement between the parties with respect to the subject matter hereof and supersede all prior and contemporaneous arrangements or undertakings with respect thereto.

[Remainder of page intentionally left blank]

[Form of Notice of Exercise]

Date: _____

TO: **[Company]**

RE: Election to Purchase Preferred Stock

The undersigned, pursuant to the provisions set forth in the attached Warrant, hereby agrees to subscribe for and purchase the number of shares of the Preferred Stock set forth below covered by such Warrant. The undersigned, in accordance with Section 3 of the Warrant, hereby agrees to pay the aggregate Exercise Price for such shares of Preferred Stock in the manner set forth in Section 3(B) of the Warrant. A new warrant evidencing the remaining shares of Preferred Stock covered by such Warrant, but not yet subscribed for and purchased, if any, should be issued in the name set forth below.

Number of Shares of Preferred Stock _____

Aggregate Exercise Price: _____

Holder: _____

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the Company has caused this Warrant to be duly executed by a duly authorized officer.

Dated: _____

COMPANY: _____

By: _____

Name:

Title:

Attest:

By: _____

Name:

Title:

[Signature Page to Warrant]

SCHEDULE A

Item 1

Name:

Corporate or other organizational form:

Jurisdiction of organization:

Item 2

Exercise Price:¹

Item 3

Issue Date:

Item 4

Liquidation Amount:

Item 5

Series of Perpetual Preferred Stock:

Item 6

Date of Letter Agreement between the Company and the United States Department of the Treasury:

Item 7

Number of shares of Preferred Stock:²

Item 8

Company's address:

Item 9

Notice information:

¹ \$0.01 per share or such greater amount as the Charter may require as the par value of the Preferred Stock.

² The initial number of shares of Preferred Stock for which this Warrant is exercisable shall include the number of shares required to effect the cashless exercise pursuant to Section 3(B) of this Warrant (e.g., such number of shares of Preferred Stock having an aggregate Liquidation Amount equal in value to the aggregate Exercise Price) such that, following exercise of this Warrant and payment of the Exercise Price in accordance with such Section 3(B), the net number of shares of Preferred Stock delivered to the Warranholder (and rounded to the nearest whole share) would have an aggregate Liquidation Amount equal to 5% of the aggregate amount invested by the United States Department of the Treasury on the investment date.

SCHEDULE 2.2(H)
FINANCIAL STATEMENTS

Board of Governors of the Federal Reserve System



RSSD ID: 1207486

Consolidated Financial Statements for Bank Holding Companies—FR Y-9C

Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5(b)).

This report form is to be filed by bank holding companies with total consolidated assets of \$500 million or more. In addition, bank holding companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general instructions for further

information. However, when such bank holding companies own or control, or are owned or controlled by, other bank holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: Each bank holding company's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Consolidated Financial Statements for Bank Holding Companies. The Consolidated Financial Statements for Bank Holding Companies are to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Bank Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting bank holding company (or by the individual performing this equivalent function).

I, the undersigned CFO (or equivalent) of the named bank holding company, attest that the Consolidated Financial Statements for Bank Holding Companies (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Date of Report:

September 30, 2008

Month / Date / Year (BHCK 9999)

Printed Name of Chief Financial Officer (or Equivalent) (BHCK C490)

Signature of Chief Financial Officer (or Equivalent)

Date of Signature

MARQUETTE NATIONAL CORPORATION

Legal Title of Bank Holding Company (TEXT 9010)
 6316 SOUTH WESTERN

(Mailing Address of the Bank Holding Company) Street / P.O. Box (TEXT 9110)
 CHICAGO IL 60636

City (TEXT 9130) State (TEXT 9200) Zip Code (TEXT 9220)

Bank holding companies must maintain in their files a manually signed and attested printout of the data submitted.

Person to whom questions about this report should be directed:

| | |
|--|------------|
| <i>For Federal Reserve Bank Use Only</i> | |
| RSSD ID _____ | |
| C.I. _____ | S.F. _____ |

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

E-mail Address of Contact (TEXT 4086)

Report of Income for Bank Holding Companies
Report all Schedules of the Report of Income on a calendar year-to-date basis.

For Federal Reserve Bank Use Only
 RSSD Number _____
 S.F. _____

RSSD ID:
 1207486

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

| | BHCK | | | |
|--|------|--|-------|------------|
| 1. Interest income | | | | |
| a. Interest and fee income on loans: | | | | |
| (1) In domestic offices: | | | | |
| (a) Loans secured by 1–4 family residential properties | 4435 | | 22437 | 1.a.(1)(a) |
| (b) All other loans secured by real estate | 4436 | | 22189 | 1.a.(1)(b) |
| (c) All other loans | F821 | | 5917 | 1.a.(1)(c) |
| (2) In foreign offices, Edge and Agreement subsidiaries, and IBFs | 4059 | | 0 | 1.a.(2) |
| b. Income from lease financing receivables | 4065 | | 0 | 1.b. |
| c. Interest income on balances due from depository institutions ¹ | 4115 | | 50 | 1.c. |
| d. Interest and dividend income on securities: | | | | |
| (1) U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities) | B488 | | 1460 | 1.d.(1) |
| (2) Mortgage-backed securities | B489 | | 7079 | 1.d.(2) |
| (3) All other securities | 4060 | | -63 | 1.d.(3) |
| e. Interest income from trading assets | 4069 | | 0 | 1.e. |
| f. Interest income on federal funds sold and securities purchased under agreements to resell | 4020 | | 103 | 1.f. |
| g. Other interest income | 4518 | | 143 | 1.g. |
| h. Total interest income (sum of items 1.a through 1.g) | 4107 | | 59315 | 1.h. |
| 2. Interest expense | | | | |
| a. Interest on deposits: | | | | |
| (1) In domestic offices: | | | | |
| (a) Time deposits of \$100,000 or more | A517 | | 5148 | 2.a.(1)(a) |
| (b) Time deposits of less than \$100,000 | A518 | | 10453 | 2.a.(1)(b) |
| (c) Other deposits | 6761 | | 5577 | 2.a.(1)(c) |
| (2) In foreign offices, Edge and Agreement subsidiaries, and IBFs | 4172 | | 0 | 2.a.(2) |
| b. Expense on federal funds purchased and securities sold under agreements to repurchase | 4180 | | 585 | 2.b. |
| c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures) | 4185 | | 2878 | 2.c. |
| d. Interest on subordinated notes and debentures and on mandatory convertible securities | 4397 | | 0 | 2.d. |
| e. Other interest expense | 4398 | | 2395 | 2.e. |
| f. Total interest expense (sum of items 2.a through 2.e) | 4073 | | 27036 | 2.f. |
| 3. Net interest income (item 1.h minus item 2.f) | 4074 | | 32279 | 3. |
| 4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5) | 4230 | | 2467 | 4. |
| 5. Noninterest income: | | | | |
| a. Income from fiduciary activities | 4070 | | 1307 | 5.a. |
| b. Service charges on deposit accounts in domestic offices | 4483 | | 6751 | 5.b. |
| c. Trading revenue ² | A220 | | 0 | 5.c. |
| d. (1) Fees and commissions from securities brokerage | C886 | | 167 | 5.d.(1) |
| (2) Investment banking, advisory, and underwriting fees and commissions | C888 | | 0 | 5.d.(2) |
| (3) Fees and commissions from annuity sales | C887 | | 607 | 5.d.(3) |
| (4) Underwriting income from insurance and reinsurance activities | C386 | | 0 | 5.d.(4) |
| (5) Income from other insurance activities | C387 | | 1 | 5.d.(5) |
| e. Venture capital revenue | B491 | | 0 | 5.e. |
| f. Net servicing fees | B492 | | 9 | 5.f. |
| g. Net securitization income | B493 | | 0 | 5.g. |
| h. Not applicable | | | | |
| i. Net gains (losses) on sales of loans and leases | 8560 | | 805 | 5.i. |
| j. Net gains (losses) on sales of other real estate owned | 8561 | | -67 | 5.j. |
| k. Net gains (losses) on sales of other assets (excluding securities) | B496 | | 5 | 5.k. |
| l. Other noninterest income ³ | B497 | | 2800 | 5.l. |
| m. Total noninterest income (sum of items 5.a through 5.l) | 4079 | | 12385 | 5.m. |

1. Includes interest income on time certificates of deposit not held for trading.
 2. For bank holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.e.
 3. See Schedule HI, memoranda item 6.

Schedule HI—Continued

| | | Dollar Amounts in Thousands | | BHCK | | | | | | |
|-----|---|--|------|------|--|--|-------|---------|------|-----|
| 6. | a. | Realized gains (losses) on held-to-maturity securities | 3521 | | | | 0 | 6.a. | | |
| | b. | Realized gains (losses) on available-for-sale securities..... | 3196 | | | | 3189 | 6.b. | | |
| 7. | Noninterest expense: | | | | | | | | | |
| | a. | Salaries and employee benefits | 4135 | | | | 21256 | 7.a. | | |
| | b. | Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)..... | 4217 | | | | 7602 | 7.b. | | |
| | c. | (1) Goodwill impairment losses..... | C216 | | | | 0 | 7.c.(1) | | |
| | | (2) Amortization expense and impairment losses for other intangible assets..... | C232 | | | | 525 | 7.c.(2) | | |
| | d. | Other noninterest expense ⁴ | 4092 | | | | 12127 | 7.d. | | |
| | e. | Total noninterest expense (sum of items 7.a through 7.d) | 4093 | | | | 41510 | 7.e. | | |
| 8. | Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)..... | | | | | | | 4301 | 3876 | 8. |
| 9. | Applicable income taxes (foreign and domestic)..... | | | | | | | 4302 | -498 | 9. |
| 10. | Minority interest..... | | | | | | | 4484 | 0 | 10. |
| 11. | Income (loss) before extraordinary items and other adjustments (item 8 minus items 9 and 10)..... | | | | | | | 4300 | 4374 | 11. |
| 12. | Extraordinary items, net of applicable taxes and minority interest ⁵ | | | | | | | 4320 | 0 | 12. |
| 13. | Net income (loss) (sum of items 11 and 12)..... | | | | | | | 4340 | 4374 | 13. |

4. See Schedule HI, memoranda item 7.

5. Describe on Schedule HI, memoranda item 8.

MEMORANDA

| | | Dollar Amounts in Thousands | | BHCK | | | | | | |
|----|--|---|------|------|--------|--|-----|--------|-------|------|
| 1. | Net interest income (item 3 above) on a fully taxable equivalent basis | | | | | | | 4519 | 34652 | M.1. |
| 2. | Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis | | | | | | | 4592 | 6249 | M.2. |
| 3. | Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above)..... | | | | | | | 4313 | 3793 | M.3. |
| 4. | Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d.(3), above)..... | | | | | | | 4507 | -63 | M.4. |
| 5. | Number of full-time equivalent employees at end of current period (round to nearest whole number)..... | | BHCK | | Number | | | | | |
| | | | 4150 | | | | 465 | M.5. | | |
| 6. | Other noninterest income (from Schedule HI, item 5.i, above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.i): | | | | | | | BHCK | | |
| | a. | Income and fees from the printing and sale of checks..... | C013 | | | | 158 | M.6.a. | | |
| | b. | Earnings on/increase in value of cash surrender value of life insurance | C014 | | | | 981 | M.6.b. | | |
| | c. | Income and fees from automated teller machines (ATMs)..... | C016 | | | | 304 | M.6.c. | | |
| | d. | Rent and other income from other real estate owned | 4042 | | | | 0 | M.6.d. | | |
| | e. | Safe deposit box rent | C015 | | | | 173 | M.6.e. | | |
| | f. | Net change in the fair values of financial instruments accounted for under a fair value option | F229 | | | | 0 | M.6.f. | | |
| | g. | Bank card and credit card interchange fees..... | F555 | | | | 929 | M.6.g. | | |
| | h. | TEXT 8562 | 8562 | | | | 0 | M.6.h. | | |
| | i. | TEXT 8563 | 8563 | | | | 0 | M.6.i. | | |
| | j. | TEXT 8564 | 8564 | | | | 0 | M.6.j. | | |

Schedule HI—Continued

MEMORANDA (continued)

| | | Dollar Amounts in Thousands | | | | | | |
|---|---|-----------------------------|------|------|------|--|------------|--|
| 7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3% of the sum of Schedule HI, item 7.d): | | | | | BHCK | | | |
| a. | Data processing expenses..... | C017 | | 2336 | | | M.7.a. | |
| b. | Advertising and marketing expenses..... | 0497 | | 1798 | | | M.7.b. | |
| c. | Directors' fees..... | 4136 | | 598 | | | M.7.c. | |
| d. | Printing, stationery, and supplies..... | C018 | | 645 | | | M.7.d. | |
| e. | Postage..... | 8403 | | 508 | | | M.7.e. | |
| f. | Legal fees and expenses..... | 4141 | | 0 | | | M.7.f. | |
| g. | FDIC deposit insurance assessments..... | 4146 | | 0 | | | M.7.g. | |
| h. | Accounting and auditing expenses | F556 | | 0 | | | M.7.h. | |
| i. | Consulting and advisory expenses | F557 | | 1371 | | | M.7.i. | |
| j. | Automated teller machine (ATM) and interchange expenses | F558 | | 597 | | | M.7.j. | |
| k. | Telecommunications expenses | F559 | | 619 | | | M.7.k. | |
| l. | TEXT 8565 LOAN ADMINISTRATION | 8565 | | 589 | | | M.7.l. | |
| m. | TEXT 8566 | 8566 | | 0 | | | M.7.m. | |
| n. | TEXT 8567 | 8567 | | 0 | | | M.7.n. | |
| 8. Extraordinary items and other adjustments (from Schedule HI, item 12) (itemize all extraordinary items and other adjustments): | | | | | | | | |
| a. (1) | TEXT 3571 | 3571 | | 0 | | | M.8.a.(1) | |
| (2) | Applicable income tax effect..... | BHCK | 3572 | 0 | | | M.8.a.(2) | |
| b. (1) | TEXT 3573 | 3573 | | 0 | | | M.8.b.(1) | |
| (2) | Applicable income tax effect..... | BHCK | 3574 | 0 | | | M.8.b.(2) | |
| c. (1) | TEXT 3575 | 3575 | | 0 | | | M.8.c.(1) | |
| (2) | Applicable income tax effect..... | BHCK | 3576 | 0 | | | M.8.c.(2) | |
| 9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.) (To be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year): | | | | | | | | |
| a. | Interest rate exposures..... | 8757 | | 0 | | | M.9.a. | |
| b. | Foreign exchange exposures..... | 8758 | | 0 | | | M.9.b. | |
| c. | Equity security and index exposures..... | 8759 | | 0 | | | M.9.c. | |
| d. | Commodity and other exposures..... | 8760 | | 0 | | | M.9.d. | |
| e. | Credit exposures..... | F186 | | 0 | | | M.9.e. | |
| 10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account: | | | | | | | | |
| a. | Net gains (losses) on credit derivatives held for trading..... | C889 | | 0 | | | M.10.a. | |
| b. | Net gains (losses) on credit derivatives held for purposes other than trading..... | C890 | | 0 | | | M.10.b. | |
| 11. Credit losses on derivatives (see instructions)..... | | A251 | | 0 | | | M.11. | |
| 12. a. | Income from the sale and servicing of mutual funds and annuities (in domestic offices)..... | 8431 | | 774 | | | M.12.a. | |
| b. (1) | Premiums on insurance related to the extension of credit..... | C242 | | 0 | | | M.12.b.(1) | |
| (2) | All other insurance premiums..... | C243 | | 0 | | | M.12.b.(2) | |
| c. | Benefits, losses, and expenses from insurance-related activities..... | B983 | | 0 | | | M.12.c. | |
| 13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no) | | BHCK | A530 | 0 | | | M.13. | |

Schedule HI—Continued

MEMORANDA (continued)

| Dollar Amounts in Thousands | | BHCK | | | |
|---|--|--------------|--|---|------------|
| <i>Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.</i> | | | | | |
| 14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option: | | | | | |
| a. Net gains (losses) on assets | | F551 | | 0 | M.14.a. |
| (1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk | | F552 | | 0 | M.14.a.(1) |
| b. Net gains (losses) on liabilities | | F553 | | 0 | M.14.b. |
| (1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk | | F554 | | 0 | M.14.b.(1) |
| 15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method | | C409 | | 0 | M.15. |
| <i>Memorandum item 16 is to be completed by bank holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.</i> | | | | | |
| | | Year-to-date | | | |
| | | BHCK | | | |
| 16. Noncash income from negative amortization on closed-end loans secured by 1–4 family residential properties (included in Schedule HI, item 1.a.(1)(a)) | | F228 | | 0 | M.16. |

Schedule HI-A—Changes in Equity Capital

| Dollar Amounts in Thousands | | BHCK | | | |
|---|--|------|--|--------|------|
| 1. Equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income) | | 3217 | | 132036 | 1. |
| 2. Restatements due to corrections of material accounting errors and changes in accounting principles ¹ | | B507 | | 0 | 2. |
| 3. Balance end of previous calendar year as restated (sum of items 1 and 2) | | B508 | | 132036 | 3. |
| | | bhct | | | |
| 4. Net income (loss) (must equal Schedule HI, item 13) | | 4340 | | 4374 | 4. |
| 5. Sale of perpetual preferred stock (excluding treasury stock transactions): | | BHCK | | | |
| a. Sale of perpetual preferred stock, gross | | 3577 | | 0 | 5.a. |
| b. Conversion or retirement of perpetual preferred stock | | 3578 | | 0 | 5.b. |
| 6. Sale of common stock: | | | | | |
| a. Sale of common stock, gross | | 3579 | | 634 | 6.a. |
| b. Conversion or retirement of common stock | | 3580 | | -1786 | 6.b. |
| 7. Sale of treasury stock | | 4782 | | 0 | 7. |
| 8. LESS: Purchase of treasury stock | | 4783 | | 0 | 8. |
| 9. Changes incident to business combinations, net | | 4356 | | 0 | 9. |
| 10. LESS: Cash dividends declared on preferred stock | | 4598 | | 0 | 10. |
| 11. LESS: Cash dividends declared on common stock | | 4460 | | 4690 | 11. |
| 12. Other comprehensive income ² | | B511 | | -21315 | 12. |
| 13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company | | 4591 | | 0 | 13. |
| 14. Other adjustments to equity capital (not included above) | | 3581 | | 0 | 14. |
| 15. Total equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 28 on Schedule HC, Balance Sheet) | | bhct | | | |
| | | 3210 | | 109253 | 15. |

1. Include the cumulative-effect adjustment resulting from the initial adoption of FAS 159, Fair Value Option, and describe separately in the Notes to the Income Statement—Other, item 1.
2. Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other postretirement plan related changes other than net periodic benefit cost.

Schedule HI-B—Charge-Offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses

| Dollar Amounts in Thousands | (Column A) Charge-offs ¹ | | | (Column B) Recoveries | | | |
|---|--|--|------|--------------------------|--|-----|------------|
| | BHCK | | | BHCK | | | |
| I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated) | | | | | | | |
| 1. Loans secured by real estate: | | | | | | | |
| a. Construction, land development, and other land loans in domestic offices: | | | | | | | |
| (1) 1–4 family residential construction loans | C891 | | 0 | C892 | | 0 | 1.a.(1) |
| (2) Other construction loans and all land development and other land loans | C893 | | 177 | C894 | | 0 | 1.a.(2) |
| b. Secured by farmland in domestic offices..... | 3584 | | 0 | 3585 | | 0 | 1.b. |
| c. Secured by 1–4 family residential properties in domestic offices: | | | | | | | |
| (1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit | 5411 | | 29 | 5412 | | 0 | 1.c.(1) |
| (2) Closed-end loans secured by 1–4 family residential properties in domestic offices: | | | | | | | |
| (a) Secured by first liens | C234 | | 299 | C217 | | 0 | 1.c.(2)(a) |
| (b) Secured by junior liens | C235 | | 22 | C218 | | 50 | 1.c.(2)(b) |
| d. Secured by multifamily (5 or more) residential properties in domestic offices..... | 3588 | | 0 | 3589 | | 0 | 1.d. |
| e. Secured by nonfarm nonresidential properties in domestic offices: | | | | | | | |
| (1) Loans secured by owner-occupied nonfarm nonresidential properties | C895 | | 300 | C896 | | 0 | 1.e.(1) |
| (2) Loans secured by other nonfarm nonresidential properties | C897 | | 0 | C898 | | 0 | 1.e.(2) |
| f. In foreign offices..... | B512 | | 0 | B513 | | 0 | 1.f. |
| 2. Loans to depository institutions and acceptances of other banks: | | | | | | | |
| a. To U.S. banks and other U.S. depository institutions | 4653 | | 0 | 4663 | | 0 | 2.a. |
| b. To foreign banks..... | 4654 | | 0 | 4664 | | 0 | 2.b. |
| 3. Loans to finance agricultural production and other loans to farmers | 4655 | | 0 | 4665 | | 0 | 3. |
| 4. Commercial and industrial loans: | | | | | | | |
| a. To U.S. addressees (domicile) | 4645 | | 878 | 4617 | | 44 | 4.a. |
| b. To non-U.S. addressees (domicile)..... | 4646 | | 0 | 4618 | | 0 | 4.b. |
| 5. Loans to individuals for household, family, and other personal expenditures: | | | | | | | |
| a. Credit cards..... | B514 | | 0 | B515 | | 0 | 5.a. |
| b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)..... | B516 | | 210 | B517 | | 157 | 5.b. |
| 6. Loans to foreign governments and official institutions | 4643 | | 0 | 4627 | | 0 | 6. |
| 7. All other loans | 4644 | | 134 | 4628 | | 2 | 7. |
| 8. Lease financing receivables: | | | | | | | |
| a. Leases to individuals for household, family, and other personal expenditures..... | F185 | | 0 | F187 | | 0 | 8.a. |
| b. All other leases..... | C880 | | 0 | F188 | | 0 | 8.b. |
| 9. Total (sum of items 1 through 8)..... | 4635 | | 2049 | 4605 | | 253 | 9. |

1. Include write-downs arising from transfers to a held-for-sale account.

Schedule HI-B—Continued

MEMORANDA

| Dollar Amounts in Thousands | (Column A) Charge-offs ¹ | | | | (Column B) Recoveries | | | | |
|--|--|--|--|---|--------------------------|--|--|---|------|
| | Calendar year-to-date | | | | | | | | |
| | BHCK | | | | BHCK | | | | |
| 1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above | 5409 | | | 0 | 5410 | | | 0 | M.1. |
| 2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above). | 4652 | | | 0 | 4662 | | | 0 | M.2. |

Memorandum item 3 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

| Dollar Amounts in Thousands | Calendar year-to-date | | | | |
|--|-----------------------|--|--|---|------|
| | BHCK | | | | |
| | C388 | | | 0 | |
| 3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses) | | | | 0 | M.3. |

| Dollar Amounts in Thousands | Calendar year-to-date | | | | |
|--|-----------------------|--|--|------|----|
| | BHCK | | | | |
| II. Changes in allowance for loan and lease losses | | | | | |
| 1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income)..... | B522 | | | 7931 | 1. |
| | bhct | | | | |
| 2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)..... | 4605 | | | 253 | 2. |
| 3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4)..... | BHCK | | | | |
| | C079 | | | 1836 | 3. |
| 4. Less: Write-downs arising from transfers of loans to a held-for-sale account | 5523 | | | 213 | 4. |
| | bhct | | | | |
| 5. Provision for loan and lease losses (must equal Schedule HI, item 4)..... | 4230 | | | 2467 | 5. |
| | BHCK | | | | |
| 6. Adjustments (see instructions for this schedule)..... | C233 | | | 0 | 6. |
| | bhct | | | | |
| 7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c) | 3123 | | | 8602 | 7. |

1. Include write-downs arising from transfers to a held-for-sale account.

Schedule HI-B—Continued

MEMORANDA

| | Dollar Amounts in Thousands | | | |
|--|-----------------------------|--|---|------|
| | BHCK | | | |
| 1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7..... | C435 | | 0 | M.1. |
| <i>Memoranda items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i> | | | | |
| 2. Separate valuation allowance for uncollectible retail credit card fees and finance charges... | C389 | | 0 | M.2. |
| 3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)..... | C390 | | 0 | M.3. |
| Memorandum item 4 is to be completed by all bank holding companies. | | | | |
| 4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)..... | C781 | | 0 | M.4. |

Notes to the Income Statement—Predecessor Financial Items

For bank holding companies involved in a business combination(s) during the quarter, provide on the lines below income statement information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting bank holding company's total consolidated assets as of the previous quarter-end, whichever is less. Information should be reported year-to-date of acquisition.

| | Dollar Amount in Thousands | | | |
|--|----------------------------|--|--|------|
| | BHBC | | | |
| 1. Total interest income | 4107 | | | 1. |
| a. Interest income on loans and leases..... | 4094 | | | 1.a. |
| b. Interest income on investment securities | 4218 | | | 1.b. |
| 2. Total interest expense | 4073 | | | 2. |
| a. Interest expense on deposits | 4421 | | | 2.a. |
| 3. Net interest income | 4074 | | | 3. |
| 4. Provision for loan and lease losses..... | 4230 | | | 4. |
| 5. Total noninterest income | 4079 | | | 5. |
| a. Income from fiduciary activities | 4070 | | | 5.a. |
| b. Trading revenue | A220 | | | 5.b. |
| c. Investment banking, advisory, brokerage, and underwriting fees and commissions..... | B490 | | | 5.c. |
| d. Venture capital revenue..... | B491 | | | 5.d. |
| e. Net securitization income | B493 | | | 5.e. |
| f. Insurance commissions and fees | B494 | | | 5.f. |
| 6. Realized gains (losses) on held-to-maturity and available-for-sale securities | 4091 | | | 6. |
| 7. Total noninterest expense | 4093 | | | 7. |
| a. Salaries and employee benefits | 4135 | | | 7.a. |
| b. Goodwill impairment losses..... | C216 | | | 7.b. |
| 8. Income (loss) before taxes, extraordinary items, and other adjustments..... | 4301 | | | 8. |
| 9. Applicable income taxes | 4302 | | | 9. |
| 10. Minority interest..... | 4484 | | | 10. |
| 11. Extraordinary items, net of applicable income taxes and minority interest | 4320 | | | 11. |
| 12. Net income (loss)..... | 4340 | | | 12. |
| 13. Cash dividends declared..... | 4475 | | | 13. |
| 14. Net charge-offs..... | 6061 | | | 14. |
| 15. Net interest income (item 3 above) on a fully taxable equivalent basis | 4519 | | | 15. |

Notes to the Income Statement—Other

Enter in the lines provided below any additional information on specific line items on the income statement or to its schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). *Exclude* any transactions that have been separately disclosed under the reporting requirements specified in memoranda items 6 through 8 to Schedule HI, the Consolidated Income Statement.

Also include any transactions which previously would have appeared as footnotes to Schedules HI through HI-B.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A bank holding company has received \$1.35 million of back interest on loans and leases that are currently in nonaccrual status. The holding company's interest income for the quarter shows that increase which has been disclosed in the report to the stockholders and to the SEC. Enter on the line item below the following information:

| TEXT | BHCK | | | |
|--|------|--|---|-----|
| 0000 Sch. HI, item 1.a(1), Recognition of interest payments on nonaccrual loans to XYZ country | | | | |
| | 0000 | | 1 | 350 |

Notes to the Income Statement—Other

| TEXT | Dollar Amount in Thousands | BHCK | | | |
|---|----------------------------|------|--|--|---|
| 1. Cumulative-effect adjustment resulting from the initial adoption of FAS 159, Fair Value Option | | | | | |
| | | F465 | | | 0 |
| 2. 5352 | | | | | |
| | | 5352 | | | |
| 3. 5353 | | | | | |
| | | 5353 | | | |
| 4. 5354 | | | | | |
| | | 5354 | | | |
| 5. 5355 | | | | | |
| | | 5355 | | | |
| 6. B042 | | | | | |
| | | B042 | | | |
| 7. B043 | | | | | |
| | | B043 | | | |
| 8. B044 | | | | | |
| | | B044 | | | |
| 9. B045 | | | | | |
| | | B045 | | | |
| 10. B046 | | | | | |
| | | B046 | | | |

Notes to the Income Statement—Other, Continued

| | TEXT | Dollar Amount in Thousands | BHCK | | | |
|-----|------|----------------------------|------|--|--|-----|
| 11. | B047 | | | | | |
| | | | B047 | | | 11. |
| 12. | B048 | | | | | |
| | | | B048 | | | 12. |
| 13. | B049 | | | | | |
| | | | B049 | | | 13. |
| 14. | B050 | | | | | |
| | | | B050 | | | 14. |
| 15. | B051 | | | | | |
| | | | B051 | | | 15. |
| 16. | B052 | | | | | |
| | | | B052 | | | 16. |
| 17. | B053 | | | | | |
| | | | B053 | | | 17. |
| 18. | B054 | | | | | |
| | | | B054 | | | 18. |
| 19. | B055 | | | | | |
| | | | B055 | | | 19. |
| 20. | B056 | | | | | |
| | | | B056 | | | 20. |

| | |
|-----------------------------------|-------|
| For Federal Reserve Bank Use Only | |
| C.I. | _____ |

MARQUETTE NATIONAL CORPORATION

Name of Bank Holding Company

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business 20080930

Schedule HC—Consolidated Balance Sheet

| | | Dollar Amounts in Thousands | | BHCK | | | |
|---------------|--|-----------------------------|------|------|---------|---------|---------|
| ASSETS | | | | | | | |
| 1. | Cash and balances due from depository institutions: | | | | | | |
| | a. Noninterest-bearing balances and currency and coin ¹ | 0081 | | | | 30024 | 1.a. |
| | b. Interest-bearing balances: ² | | | | | | |
| | (1) In U.S. offices..... | 0395 | | | | 1445 | 1.b.(1) |
| | (2) In foreign offices, Edge and Agreement subsidiaries, and IBFs | 0397 | | | | 0 | 1.b.(2) |
| 2. | Securities: | | | | | | |
| | a. Held-to-maturity securities (from Schedule HC-B, column A) | 1754 | | | | 0 | 2.a. |
| | b. Available-for-sale securities (from Schedule HC-B, column D)..... | 1773 | | | | 298319 | 2.b. |
| 3. | Federal funds sold and securities purchased under agreements to resell: | | | | | | |
| | a. Federal funds sold in domestic offices | BHDM | B987 | | | 43452 | 3.a. |
| | b. Securities purchased under agreements to resell ³ | BHCK | B989 | | | 0 | 3.b. |
| 4. | Loans and lease financing receivables: | | | | | | |
| | a. Loans and leases held for sale..... | 5369 | | | | 4202 | 4.a. |
| | b. Loans and leases, net of unearned income | B528 | | | 1121876 | | 4.b. |
| | c. LESS: Allowance for loan and lease losses | 3123 | | | 8602 | | 4.c. |
| | d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)..... | B529 | | | | 1113274 | 4.d. |
| 5. | Trading assets (from Schedule HC-D)..... | 3545 | | | | 0 | 5. |
| 6. | Premises and fixed assets (including capitalized leases)..... | 2145 | | | | 48723 | 6. |
| 7. | Other real estate owned (from Schedule HC-M)..... | 2150 | | | | 1448 | 7. |
| 8. | Investments in unconsolidated subsidiaries and associated companies | 2130 | | | | 1702 | 8. |
| 9. | Not applicable | | | | | | |
| 10. | Intangible assets: | | | | | | |
| | a. Goodwill..... | 3163 | | | | 35348 | 10.a. |
| | b. Other intangible assets (from Schedule HC-M)..... | 0426 | | | | 3646 | 10.b. |
| 11. | Other assets (from Schedule HC-F)..... | 2160 | | | | 62362 | 11. |
| 12. | Total assets (sum of items 1 through 11) | 2170 | | | | 1643945 | 12. |

1. Includes cash items in process of collection and unposted debits.
 2. Includes time certificates of deposit not held for trading.
 3. Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule HC—Continued

| Dollar Amounts in Thousands | | BHDM | | | |
|--|------|------|--|---------|----------|
| LIABILITIES | | | | | |
| 13. Deposits: | | | | | |
| a. In domestic offices (from Schedule HC-E): | | | | | |
| (1) Noninterest-bearing ¹ | 6631 | | | 164523 | 13.a.(1) |
| (2) Interest-bearing..... | 6636 | | | 1152956 | 13.a.(2) |
| b. In foreign offices, Edge and Agreement subsidiaries, and IBFs: | | | | | |
| (1) Noninterest-bearing..... | BHFN | | | 0 | 13.b.(1) |
| (2) Interest-bearing..... | 6636 | | | 0 | 13.b.(2) |
| 14. Federal funds purchased and securities sold under agreements to repurchase: | | | | | |
| a. Federal funds purchased in domestic offices ² | BHDM | B993 | | 0 | 14.a. |
| b. Securities sold under agreements to repurchase ³ | BHCK | B995 | | 31600 | 14.b. |
| 15. Trading liabilities (from Schedule HC-D)..... | | 3548 | | 0 | 15. |
| 16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)..... | | 3190 | | 111321 | 16. |
| 17. Not applicable | | | | | |
| 18. Not applicable | | | | | |
| 19. a. Subordinated notes and debentures ⁴ | | 4062 | | 0 | 19.a. |
| b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities..... | | C699 | | 56702 | 19.b. |
| 20. Other liabilities (from Schedule HC-G)..... | | 2750 | | 17590 | 20. |
| 21. Total liabilities (sum of items 13 through 20)..... | | 2948 | | 1534692 | 21. |
| 22. Minority interest in consolidated subsidiaries and similar items..... | | 3000 | | 0 | 22. |
| EQUITY CAPITAL | | | | | |
| 23. Perpetual preferred stock and related surplus..... | | 3283 | | 0 | 23. |
| 24. Common stock (par value)..... | | 3230 | | 4994 | 24. |
| 25. Surplus (exclude all surplus related to preferred stock)..... | | 3240 | | 13161 | 25. |
| 26. a. Retained earnings..... | | 3247 | | 99613 | 26.a. |
| b. Accumulated other comprehensive income ⁵ | | B530 | | -8515 | 26.b. |
| 27. Other equity capital components ⁶ | | A130 | | 0 | 27. |
| 28. Total equity capital (sum of items 23 through 27)..... | | 3210 | | 109253 | 28. |
| 29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)..... | | 3300 | | 1643945 | 29. |

MEMORANDA (to be completed annually by bank holding companies for the December 31 report date)

| | | | |
|---|--|------|--|
| | | BHCK | |
| 1. Has the bank holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for yes, enter "0" for no)..... | | C884 | |
| M.1. | | | |
| 2. If response to Memoranda item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner. ⁷ | | | |

a. _____
 (1) Name of External Auditing Firm (TEXT C703)

 (2) City (TEXT C708)

 (3) State Abbrev. (TEXT C714)

 (4) Zip Code (TEXT C715)

b. _____
 (1) Name of Engagement Partner (TEXT C704)

 (2) E-mail Address (TEXT C705)

1. Includes total demand deposits and noninterest-bearing time and savings deposits.
 2. Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."
 3. Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.
 4. Includes limited-life preferred stock and related surplus.
 5. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.
 6. Includes treasury stock and unearned Employee Stock Ownership Plan shares.
 7. The Federal Reserve regards information submitted in response to Memorandum item 2.b. as confidential.

Schedule HC-B—Securities

| Dollar Amounts in Thousands | Held-to-Maturity | | | | Available-for-Sale | | | | |
|---|------------------------------|---|--------------------------|---|------------------------------|-------|--------------------------|-------|---------|
| | (Column A) Amortized Cost | | (Column B) Fair Value | | (Column C) Amortized Cost | | (Column D) Fair Value | | |
| | BHCK | | BHCK | | BHCK | | BHCK | | |
| 1. U.S. Treasury securities..... | 0211 | 0 | 0213 | 0 | 1286 | 0 | 1287 | 0 | 1. |
| 2. U.S. government agency obligations (exclude mortgage-backed securities): | | | | | | | | | |
| a. Issued by U.S. government agencies ¹ | 1289 | 0 | 1290 | 0 | 1291 | 0 | 1293 | 0 | 2.a. |
| b. Issued by U.S. government- sponsored agencies ² | 1294 | 0 | 1295 | 0 | 1297 | 26631 | 1298 | 27766 | 2.b. |
| 3. Securities issued by states and political subdivisions in the U.S..... | 8496 | 0 | 8497 | 0 | 8498 | 29887 | 8499 | 29432 | 3. |
| 4. Mortgage-backed securities (MBS) | | | | | | | | | |
| a. Pass-through securities: | | | | | | | | | |
| (1) Guaranteed by GNMA..... | 1698 | 0 | 1699 | 0 | 1701 | 240 | 1702 | 239 | 4.a.(1) |
| (2) Issued by FNMA and FHLMC..... | 1703 | 0 | 1705 | 0 | 1706 | 60160 | 1707 | 60308 | 4.a.(2) |
| (3) Other pass-through securities..... | 1709 | 0 | 1710 | 0 | 1711 | 0 | 1713 | 0 | 4.a.(3) |
| b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS): | | | | | | | | | |
| (1) Issued or guaranteed by FNMA, FHLMC, or GNMA..... | 1714 | 0 | 1715 | 0 | 1716 | 82063 | 1717 | 82348 | 4.b.(1) |
| (2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA..... | 1718 | 0 | 1719 | 0 | 1731 | 0 | 1732 | 0 | 4.b.(2) |
| (3) All other mortgage-backed securities..... | 1733 | 0 | 1734 | 0 | 1735 | 24543 | 1736 | 22734 | 4.b.(3) |
| 5. Asset-backed securities (ABS)..... | C026 | 0 | C988 | 0 | C989 | 0 | C027 | 0 | 5. |
| 6. Other debt securities: | | | | | | | | | |
| a. Other domestic debt securities..... | 1737 | 0 | 1738 | 0 | 1739 | 51941 | 1741 | 31418 | 6.a. |
| b. Foreign debt securities..... | 1742 | 0 | 1743 | 0 | 1744 | 0 | 1746 | 0 | 6.b. |

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.
 2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

Schedule HC-B—Continued

RSSD ID: 1207486

FR Y-9C
Page 13

| Dollar Amounts in Thousands | Held-to-Maturity | | | | Available-for-Sale | | | | |
|--|------------------------------|---|--------------------------|---|------------------------------|--------|---------------------------------------|--------|----|
| | (Column A) Amortized Cost | | (Column B) Fair Value | | (Column C) Amortized Cost | | (Column D) Fair Value ¹ | | |
| | BHCK | | BHCK | | BHCK | | BHCK | | |
| 7. Investments in mutual funds and other equity securities with readily determinable fair values..... | | | | | A510 | 36868 | A511 | 44074 | 7. |
| 8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)..... | bhct | | | | | | bhct | | 8. |
| | 1754 | 0 | 1771 | 0 | 1772 | 312333 | 1773 | 298319 | |

MEMORANDA

| Dollar Amounts in Thousands | BHCK | | | | |
|--|------|--|--|--------|--------|
| 1. Pledged securities ¹ | 0416 | | | 56697 | M.1. |
| 2. Remaining maturity or next repricing date of debt securities ^{2,3} (Schedule HC-B, items 1 through 6.b in columns A and D above): | | | | | |
| a. 1 year and less..... | 0383 | | | 25886 | M.2.a. |
| b. Over 1 year to 5 years..... | 0384 | | | 45737 | M.2.b. |
| c. Over 5 years..... | 0387 | | | 180851 | M.2.c. |
| 3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)..... | 1778 | | | 0 | M.3. |
| 4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6): | | | | | |
| a. Amortized cost..... | 8782 | | | 0 | M.4.a. |
| b. Fair value..... | 8783 | | | 0 | M.4.b. |

| Dollar Amounts in Thousands | Held-to-Maturity | | | | Available-for-Sale | | | | |
|---|------------------------------|---|--------------------------|---|------------------------------|---|---------------------------------------|---|--------|
| | (Column A) Amortized Cost | | (Column B) Fair Value | | (Column C) Amortized Cost | | (Column D) Fair Value ¹ | | |
| | BHCK | | BHCK | | BHCK | | BHCK | | |
| Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices. | | | | | | | | | |
| 5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5): | | | | | | | | | |
| a. Credit card receivables..... | B838 | 0 | B839 | 0 | B840 | 0 | B841 | 0 | M.5.a. |
| b. Home equity lines..... | B842 | 0 | B843 | 0 | B844 | 0 | B845 | 0 | M.5.b. |
| c. Automobile loans..... | B846 | 0 | B847 | 0 | B848 | 0 | B849 | 0 | M.5.c. |
| d. Other consumer loans..... | B850 | 0 | B851 | 0 | B852 | 0 | B853 | 0 | M.5.d. |
| e. Commercial and industrial loans..... | B854 | 0 | B855 | 0 | B856 | 0 | B857 | 0 | M.5.e. |
| f. Other..... | B858 | 0 | B859 | 0 | B860 | 0 | B861 | 0 | M.5.f. |

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
 2. Exclude investments in mutual funds and other equity securities with readily determinable fair values.
 3. Report fixed rate debt securities by remaining maturity and floating debt securities by next repricing date.

Schedule HC-C—Loans and Lease Financing Receivables

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

| Dollar Amounts in Thousands | (Column A) Consolidated | | | (Column B) In Domestic Offices | | | |
|---|----------------------------|--|---------|-----------------------------------|--|---------|------------|
| | BHCK | | | BHDM | | | |
| 1. Loans secured by real estate..... | 1410 | | 966737 | | | | 1. |
| a. Construction, land development, and other land loans: | | | | BHCK | | | |
| (1) 1-4 family residential construction loans..... | | | | F158 | | 25642 | 1.a.(1) |
| (2) Other construction loans and all land development and other land loans..... | | | | F159 | | 94104 | 1.a.(2) |
| b. Secured by farmland..... | | | | BHDM | | | |
| c. Secured by 1-4 family residential properties: | | | | 1420 | | 0 | 1.b. |
| (1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit..... | | | | | | | |
| (2) Closed-end loans secured by 1-4 family residential properties: | | | | | | | |
| (a) Secured by first liens..... | | | | 1797 | | 120399 | 1.c.(1) |
| (b) Secured by junior liens..... | | | | 5367 | | 323250 | 1.c.(2)(a) |
| d. Secured by multifamily (5 or more) residential properties..... | | | | 5368 | | 34443 | 1.c.(2)(b) |
| e. Secured by nonfarm nonresidential properties: | | | | | | | |
| (1) Loans secured by owner-occupied nonfarm nonresidential properties..... | | | | 1460 | | 137740 | 1.d. |
| (2) Loans secured by other nonfarm nonresidential properties..... | | | | BHCK | | | |
| 2. Loans to depository institutions and acceptances of other banks..... | | | | F160 | | 93056 | 1.e.(1) |
| a. To U.S. banks and other U.S. depository institutions..... | | | | F161 | | 138103 | 1.e.(2) |
| b. To foreign banks..... | | | | BHDM | | | |
| 3. Loans to finance agricultural production and other loans to farmers..... | | | | 1288 | | 0 | 2. |
| 4. Commercial and industrial loans..... | 1292 | | 0 | | | | 2.a. |
| a. To U.S. addressees (domicile)..... | 1296 | | 0 | | | | 2.b. |
| b. To non-U.S. addressees (domicile)..... | | | | | | | |
| 5. Not applicable..... | | | | 1590 | | 0 | 3. |
| 6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)..... | | | | 1766 | | 30037 | 4. |
| a. Credit cards..... | | | | | | | 4.a. |
| b. Other revolving credit plans..... | | | | | | | 4.b. |
| c. Other consumer loans (includes single payment, installment, and all student loans)..... | | | | | | | |
| 7. Loans to foreign governments and official institutions (including foreign central banks)..... | | | | | | | |
| 8. Not applicable..... | | | | | | | |
| 9. a. Loans for purchasing and carrying securities (secured and unsecured)..... | | | | | | | |
| b. All other loans..... | B538 | | 0 | | | | 6. |
| 10. Lease financing receivables (net of unearned income)..... | B539 | | 732 | | | | 6.a. |
| a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)..... | | | | | | | 6.b. |
| b. All other leases..... | 2011 | | 710 | | | | 6.c. |
| 11. LESS: Any unearned income on loans reflected in items 1-9 above..... | | | | | | | |
| 12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)..... | 2081 | | 0 | 2081 | | 0 | 7. |
| | | | | | | | |
| | 1545 | | 10944 | 1545 | | 10944 | 9.a. |
| | 1564 | | 116918 | 1564 | | 116918 | 9.b. |
| | | | | 2165 | | 0 | 10. |
| | F162 | | 0 | | | | 10.a. |
| | F163 | | 0 | | | | 10.b. |
| | | | | | | | |
| | 2123 | | 0 | 2123 | | 0 | 11. |
| | | | | | | | |
| | 2122 | | 1126078 | 2122 | | 1126078 | 12. |

Schedule HC-C—Continued

MEMORANDA

Dollar Amounts in Thousands

| | BHDM | | | |
|---|------|--|------|--------|
| 1. Loans and leases restructured and in compliance with modified terms (included in Schedule HC-C, above and not reported as past due or nonaccrual in Schedule HC-N, memorandum item 1): | | | | |
| a. Loans secured by 1–4 family residential properties in domestic offices | F576 | | 0 | M.1.a. |
| b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures) | BHCK | | | |
| | 1616 | | 9 | M.1.b. |
| 2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, column A, above | BHCK | | | |
| | 2746 | | 0 | M.2. |
| 3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A) | | | | |
| | B837 | | 0 | M.3. |
| <i>Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)</i> | | | | |
| 4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A) | C391 | | 0 | M.4. |
| Memorandum item 5 is to be completed by all bank holding companies. | | | | |
| 5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale): | | | | |
| a. Outstanding balance | C779 | | 0 | M.5.a. |
| b. Carrying amount included in Schedule HC-C, items 1 through 9 | C780 | | 0 | M.5.b. |
| 6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices: | | | | |
| a. Total carrying amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)) | F230 | | 0 | M.6.a. |
| <i>Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of December 31, 2007, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i> | | | | |
| b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties | F231 | | 0 | M.6.b. |
| c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the carrying amount reported in Memorandum item 6.a above | F232 | | 0 | M.6.c. |
| 7.–8. Not applicable. | | | | |
| 9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b)) | BHDM | | | |
| | F577 | | 1249 | M.9. |

Schedule HC-C—Continued

MEMORANDA (continued)

Memorandum items 10 and 11 are to be completed by bank holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.

| Dollar Amounts in Thousands | (Column A) | | | | (Column B) | | | | | | | | | | |
|--|--------------|--|--|---|------------------|--|--|---------|------------|------------|---------------|------------------|-------------------|------------|-------------------|
| | Consolidated | | | | Domestic Offices | | | | | | | | | | |
| | BHCK | | | | BHDM | | | | | | | | | | |
| 10. Loans measured at fair value: | | | | | | | | | | | | | | | |
| a. Loans secured by real estate | F608 | | | 0 | | | | M.10.a. | | | | | | | |
| (1) Construction, land development, and other land loans | | | | | F578 | | | 0 | M.10.a.(1) | | | | | | |
| (2) Secured by farmland (including farm residential and other improvements) | | | | | F579 | | | | 0 | M.10.a.(2) | | | | | |
| (3) Secured by 1–4 family residential properties: | | | | | | | | | | | | | | | |
| (a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit | | | | | F580 | | | | | 0 | M.10.a.(3)(a) | | | | |
| (b) Closed-end loans secured by 1–4 family residential properties: | | | | | | | | | | | | | | | |
| (i) Secured by first liens | | | | | F581 | | | | | | 0 | M.10.a.(3)(b)(i) | | | |
| (ii) Secured by junior liens | | | | | F582 | | | | | | | 0 | M.10.a.(3)(b)(ii) | | |
| (4) Secured by multifamily (5 or more) residential properties | | | | | F583 | | | | | | | 0 | M.10.a.(4) | | |
| (5) Secured by nonfarm nonresidential properties | | | | | F584 | | | | | | | 0 | M.10.a.(5) | | |
| b. Commercial and industrial loans | F585 | | | 0 | F585 | | | | | | | 0 | M.10.b. | | |
| c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper): | | | | | | | | | | | | | | | |
| (1) Credit cards | F586 | | | 0 | F586 | | | | | | | | 0 | M.10.c.(1) | |
| (2) Other revolving credit plans | F587 | | | 0 | F587 | | | | | | | | 0 | M.10.c.(2) | |
| (3) Other consumer loans (includes single payment, installment, and all student loans) | F588 | | | 0 | F588 | | | | | | | | 0 | M.10.c.(3) | |
| d. Other loans | F589 | | | 0 | F589 | | | | | | | | 0 | M.10.d. | |
| 11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10): | | | | | | | | | | | | | | | |
| a. Loans secured by real estate | F609 | | | 0 | | | | | | | | | | M.11.a. | |
| (1) Construction, land development, and other land loans | | | | | F590 | | | | | | | | | 0 | M.11.a.(1) |
| (2) Secured by farmland (including farm residential and other improvements) | | | | | F591 | | | | | | | | | 0 | M.11.a.(2) |
| (3) Secured by 1–4 family residential properties: | | | | | | | | | | | | | | | |
| (a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit | | | | | F592 | | | | | | | | | 0 | M.11.a.(3)(a) |
| (b) Closed-end loans secured by 1–4 family residential properties: | | | | | | | | | | | | | | | |
| (i) Secured by first liens | | | | | F593 | | | | | | | | | 0 | M.11.a.(3)(b)(i) |
| (ii) Secured by junior liens | | | | | F594 | | | | | | | | | 0 | M.11.a.(3)(b)(ii) |
| (4) Secured by multifamily (5 or more) residential properties | | | | | F595 | | | | | | | | | 0 | M.11.a.(4) |
| (5) Secured by nonfarm nonresidential properties | | | | | F596 | | | | | | | | | 0 | M.11.a.(5) |
| b. Commercial and industrial loans | F597 | | | 0 | F597 | | | | | | | | | 0 | M.11.b. |
| c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper): | | | | | | | | | | | | | | | |
| (1) Credit cards | F598 | | | 0 | F598 | | | | | | | | | 0 | M.11.c.(1) |
| (2) Other revolving credit plans | F599 | | | 0 | F599 | | | | | | | | | 0 | M.11.c.(2) |
| (3) Other consumer loans (includes single payment, installment, and all student loans) | F600 | | | 0 | F600 | | | | | | | | | 0 | M.11.c.(3) |
| d. Other loans | F601 | | | 0 | F601 | | | | | | | | | 0 | M.11.d. |

Schedule HC-D—Trading Assets and Liabilities

Schedule HC-D is to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more in any of the four preceding quarters.

| Dollar Amounts in Thousands | (Column A) Consolidated | | | (Column B) Domestic Offices | | | |
|--|----------------------------|--|---|--------------------------------|--|---|----------------|
| | BHCM | | | BHCK | | | |
| ASSETS | | | | | | | |
| 1. U.S. Treasury securities | 3531 | | 0 | 3531 | | 0 | 1. |
| 2. U.S. government agency obligations (exclude mortgage-backed securities)..... | 3532 | | 0 | 3532 | | 0 | 2. |
| 3. Securities issued by states and political subdivisions in the U.S. | 3533 | | 0 | 3533 | | 0 | 3. |
| 4. Mortgage-backed securities (MBS): | | | | | | | |
| a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA..... | 3534 | | 0 | 3534 | | 0 | 4.a. |
| b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)..... | 3535 | | 0 | 3535 | | 0 | 4.b. |
| c. All other mortgage-backed securities..... | 3536 | | 0 | 3536 | | 0 | 4.c. |
| 5. Other debt securities | 3537 | | 0 | 3537 | | 0 | 5. |
| 6. Loans: | BHCK | | | | | | |
| a. Loans secured by real estate | F610 | | 0 | | | | 6.a. |
| (1) Construction, land development, and other land loans | | | | BHDM | | | |
| (2) Secured by farmland (including farm residential and other improvements) | | | | F604 | | 0 | 6.a.(1) |
| (3) Secured by 1–4 family residential properties: | | | | | | | |
| (a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit | | | | F605 | | 0 | 6.a.(2) |
| (b) Closed-end loans secured by 1–4 family residential properties: | | | | | | | |
| (i) Secured by first liens | | | | F606 | | 0 | 6.a.(3)(a) |
| (ii) Secured by junior liens | | | | F607 | | 0 | 6.a.(3)(b)(i) |
| (4) Secured by multifamily (5 or more) residential properties | | | | F611 | | 0 | 6.a.(3)(b)(ii) |
| (5) Secured by nonfarm nonresidential properties | | | | F612 | | 0 | 6.a.(4) |
| b. Commercial and industrial loans | F613 | | 0 | F613 | | 0 | 6.a.(5) |
| c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper): | F614 | | 0 | F614 | | 0 | 6.b. |
| (1) Credit cards | F615 | | 0 | F615 | | 0 | 6.c.(1) |
| (2) Other revolving credit plans | F616 | | 0 | F616 | | 0 | 6.c.(2) |
| (3) Other consumer loans (includes single payment, installment, and all student loans) | F617 | | 0 | F617 | | 0 | 6.c.(3) |
| d. Other loans | F618 | | 0 | F618 | | 0 | 6.d. |
| 7.–8. Not applicable | | | | | | | |
| 9. Other trading assets..... | BHCM | | | BHCK | | | |
| 10. Not applicable | 3541 | | 0 | 3541 | | 0 | 9. |
| 11. Derivatives with a positive fair value | 3543 | | 0 | 3543 | | 0 | 11. |
| 12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5)..... | bhct | | | BHDM | | | |
| | 3545 | | 0 | 3545 | | 0 | 12. |
| LIABILITIES | | | | | | | |
| 13. a. Liability for short positions | BHCK | | | BHCK | | | |
| b. All other trading liabilities | 3546 | | 0 | 3546 | | 0 | 13.a. |
| 14. Derivatives with a negative fair value..... | F624 | | 0 | F624 | | 0 | 13.b. |
| 15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15)..... | 3547 | | 0 | 3547 | | 0 | 14. |
| | bhct | | | | | | |
| | 3548 | | 0 | 3548 | | 0 | 15. |

Schedule HC-D—Continued

MEMORANDA

| | (Column A) Consolidated | | | (Column B) Domestic Of ces | | | |
|--|----------------------------|--|---|-------------------------------|--|---|------------------|
| | BHCK | | | BHDM | | | |
| Dollar Amounts in Thousands | | | | | | | |
| 1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.) | | | | | | | |
| a. Loans secured by real estate | F790 | | 0 | | | | M.1.a. |
| (1) Construction, land development, and other land loans..... | | | | F625 | | 0 | M.1.a.(1) |
| (2) Secured by farmland (including farm residential and other improvements)..... | | | | F626 | | 0 | M.1.a.(2) |
| (3) Secured by 1–4 family residential properties: | | | | | | | |
| (a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit..... | | | | F627 | | 0 | M.1.a.(3)(a) |
| (b) Closed-end loans secured by 1–4 family residential properties: | | | | | | | |
| (i) Secured by first liens..... | | | | F628 | | 0 | M.1.a.(3)(b)(i) |
| (ii) Secured by junior liens..... | | | | F629 | | 0 | M.1.a.(3)(b)(ii) |
| (4) Secured by multifamily (5 or more) residential properties..... | | | | F630 | | 0 | M.1.a.(4) |
| (5) Secured by nonfarm nonresidential properties..... | | | | F631 | | 0 | M.1.a.(5) |
| b. Commercial and industrial loans | F632 | | 0 | F632 | | 0 | M.1.b. |
| c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper): | | | | | | | |
| (1) Credit cards..... | F633 | | 0 | F633 | | 0 | M.1.c.(1) |
| (2) Other revolving credit plans..... | F634 | | 0 | F634 | | 0 | M.1.c.(2) |
| (3) Other consumer loans (includes single payment, installment, and all student loans)..... | F635 | | 0 | F635 | | 0 | M.1.c.(3) |
| d. Other loans | F636 | | 0 | F636 | | 0 | M.1.d. |
| 2. Not applicable | | | | | | | |
| 3. Loans measured at fair value that are past due 90 days or more: | | | | | | | |
| a. Fair value | F639 | | 0 | F639 | | 0 | M.3.a. |
| b. Unpaid principal balance | F640 | | 0 | F640 | | 0 | M.3.b. |

| | Dollar Amounts in Thousands | | | |
|---|-----------------------------|--|---|--------|
| | BHCK | | | |
| Memoranda items 4 through 10 are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters. | | | | |
| 4. Asset-backed securities: | | | | |
| a. Residential mortgage-backed securities | F641 | | 0 | M.4.a. |
| b. Commercial mortgage-backed securities | F642 | | 0 | M.4.b. |
| c. Credit card receivables | F643 | | 0 | M.4.c. |
| d. Home equity lines | F644 | | 0 | M.4.d. |
| e. Automobile loans | F645 | | 0 | M.4.e. |
| f. Other consumer loans | F646 | | 0 | M.4.f. |
| g. Commercial and industrial loans | F647 | | 0 | M.4.g. |
| h. Other | F648 | | 0 | M.4.h. |

Schedule HC-D—Continued

MEMORANDA (continued)

| | | Dollar Amounts in Thousands | | | BHCK | | | | | |
|--|--|-----------------------------|------|------|------|--|---|--------|--|---------|
| 5. Collateralized debt obligations: | | | | | | | | | | |
| a. | Synthetic | F649 | | | 0 | | | M.5.a. | | |
| b. | Other | F650 | | | 0 | | | M.5.b. | | |
| 6. Retained beneficial interests in securitizations (first-loss or equity tranches) | | | | | | | | | | |
| | | F651 | | | 0 | | | M.6. | | |
| 7. Equity securities: | | | | | | | | | | |
| a. | Readily determinable fair values | F652 | | | 0 | | | M.7.a. | | |
| b. | Other | F653 | | | 0 | | | M.7.b. | | |
| 8. Loans pending securitization | | | | | | | | | | |
| | | F654 | | | 0 | | | M.8. | | |
| 9. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9 that are greater than \$25,000 and exceed 25% of the item) | | | | | | | | | | |
| a. | <table border="1"><tr><td>BHTX</td></tr><tr><td>F655</td></tr></table> | BHTX | F655 | F655 | | | 0 | | | M.9.a. |
| BHTX | | | | | | | | | | |
| F655 | | | | | | | | | | |
| b. | <table border="1"><tr><td>BHTX</td></tr><tr><td>F656</td></tr></table> | BHTX | F656 | F656 | | | 0 | | | M.9.b. |
| BHTX | | | | | | | | | | |
| F656 | | | | | | | | | | |
| c. | <table border="1"><tr><td>BHTX</td></tr><tr><td>F657</td></tr></table> | BHTX | F657 | F657 | | | 0 | | | M.9.c. |
| BHTX | | | | | | | | | | |
| F657 | | | | | | | | | | |
| 10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13 that are greater than \$25,000 and exceed 25% of the item) | | | | | | | | | | |
| a. | <table border="1"><tr><td>BHTX</td></tr><tr><td>F658</td></tr></table> | BHTX | F658 | F658 | | | 0 | | | M.10.a. |
| BHTX | | | | | | | | | | |
| F658 | | | | | | | | | | |
| b. | <table border="1"><tr><td>BHTX</td></tr><tr><td>F659</td></tr></table> | BHTX | F659 | F659 | | | 0 | | | M.10.b. |
| BHTX | | | | | | | | | | |
| F659 | | | | | | | | | | |
| c. | <table border="1"><tr><td>BHTX</td></tr><tr><td>F660</td></tr></table> | BHTX | F660 | F660 | | | 0 | | | M.10.c. |
| BHTX | | | | | | | | | | |
| F660 | | | | | | | | | | |

Schedule HC-E—Deposit Liabilities¹

| | | Dollar Amounts in Thousands | | | BHCB | | | |
|---|--|-----------------------------|--|--|--------|--|--|------|
| 1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company: | | | | | | | | |
| a. | Demand deposits | 2210 | | | 13286 | | | 1.a. |
| b. | NOW, ATS, and other transaction accounts | 3187 | | | 865 | | | 1.b. |
| c. | Money market deposit accounts and other savings accounts | 2389 | | | 751348 | | | 1.c. |
| d. | Time deposits of less than \$100,000 | 6648 | | | 364438 | | | 1.d. |
| e. | Time deposits of \$100,000 or more | 2604 | | | 187542 | | | 1.e. |
| 2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company: | | | | | | | | |
| | | BHOD | | | | | | |
| a. | Noninterest-bearing balances | 3189 | | | 0 | | | 2.a. |
| b. | NOW, ATS, and other transaction accounts | 3187 | | | 0 | | | 2.b. |
| c. | Money market deposit accounts and other savings accounts | 2389 | | | 0 | | | 2.c. |
| d. | Time deposits of less than \$100,000 | 6648 | | | 0 | | | 2.d. |
| e. | Time deposits of \$100,000 or more | 2604 | | | 0 | | | 2.e. |

MEMORANDA

| | | BHDM | | | | |
|----|---|------|--|--|--------|------|
| 1. | Brokered deposits less than \$100,000 with a remaining maturity of one year or less | A243 | | | 297 | M.1. |
| 2. | Brokered deposits less than \$100,000 with a remaining maturity of more than one year | A164 | | | 0 | M.2. |
| 3. | Time deposits of \$100,000 or more with a remaining maturity of one year or less | A242 | | | 146660 | M.3. |
| | | BHFN | | | | |
| 4. | Foreign office time deposits with a remaining maturity of one year or less | A245 | | | 0 | M.4. |

1. The sum of items 1.a through 1.e and items 2.a through 2.e. must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).

Schedule HC-F—Other Assets

| | Dollar Amounts in Thousands | | | |
|---|-----------------------------|--|-------|------|
| | BHCK | | | |
| 1. Accrued interest receivable ¹ | B556 | | 7974 | 1. |
| 2. Net deferred tax assets ² | 2148 | | 6986 | 2. |
| 3. Interest-only strips receivable (not in the form of a security) ³ on: | | | | |
| a. Mortgage loans..... | A519 | | 0 | 3.a. |
| b. Other financial assets..... | A520 | | 0 | 3.b. |
| 4. Equity securities that DO NOT have readily determinable fair values ⁴ | 1752 | | 12069 | 4. |
| 5. Life insurance assets..... | C009 | | 30841 | 5. |
| 6. Other..... | 2168 | | 4492 | 6. |
| | bhct | | | |
| 7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)..... | 2160 | | 62362 | 7. |

1. Include accrued interest receivable on loans, leases, debt securities and other interest-bearing assets.
2. See discussion of deferred income taxes in Glossary entry on "income taxes."
3. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.
4. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule HC-G—Other Liabilities

| | Dollar Amounts in Thousands | | | |
|--|-----------------------------|--|-------|----|
| | BHCK | | | |
| 1. Not applicable | | | | |
| 2. Net deferred tax liabilities ¹ | 3049 | | 0 | 2. |
| 3. Allowance for credit losses on off-balance sheet credit exposures..... | B557 | | 0 | 3. |
| 4. Other..... | B984 | | 17590 | 4. |
| | bhct | | | |
| 5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)..... | 2750 | | 17590 | 5. |

1. See discussion of deferred income taxes in Glossary entry on "income taxes."

Schedule HC-H—Interest Sensitivity¹

| | Dollar Amounts in Thousands | | | |
|--|-----------------------------|--|--------|----|
| | BHCK | | | |
| 1. Earning assets that are repriceable within one year or mature within one year..... | 3197 | | 365107 | 1. |
| 2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a(2) and 13.b(2) on Schedule HC, Balance Sheet..... | 3296 | | 421159 | 2. |
| 3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet..... | 3298 | | 0 | 3. |
| 4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock)..... | 3408 | | 0 | 4. |
| 5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year..... | 3409 | | 0 | 5. |

1. Bank holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such bank holding companies may omit the smallest of their offices in foreign countries when arrayed by total assets provided that the assets of the excluded offices do not exceed 50 percent of the total assets of the bank holding company's assets in foreign countries and 10 percent of the bank holding company's total consolidated assets as of the report date.

Schedule HC-I—Insurance-Related Underwriting Activities (Including Reinsurance)

I. Property and Casualty Underwriting

Schedule HC-I must be completed by all top-tier bank holding companies.
(See instructions for additional information.)

| Dollar Amounts in Thousands | | BHCK | | | |
|--|------|------|--|---|----|
| ASSETS | | | | | |
| 1. Reinsurance recoverables | B988 | | | 0 | 1. |
| 2. Total assets | C244 | | | 0 | 2. |
| LIABILITIES | | | | | |
| 3. Claims and claims adjustment expense reserves | B990 | | | 0 | 3. |
| 4. Unearned premiums | B991 | | | 0 | 4. |
| 5. Total equity | C245 | | | 0 | 5. |
| 6. Net income | C246 | | | 0 | 6. |

II. Life and Health Underwriting

| | | BHCK | | | |
|---|------|------|--|---|----|
| ASSETS | | | | | |
| 1. Reinsurance recoverables | C247 | | | 0 | 1. |
| 2. Separate account assets | B992 | | | 0 | 2. |
| 3. Total assets | C248 | | | 0 | 3. |
| LIABILITIES | | | | | |
| 4. Policyholder benefits and contractholder funds | B994 | | | 0 | 4. |
| 5. Separate account liabilities | B996 | | | 0 | 5. |
| 6. Total equity | C249 | | | 0 | 6. |
| 7. Net income | C250 | | | 0 | 7. |

Schedule HC-K—Quarterly Averages

| Dollar Amounts in Thousands | | BHCK | | | |
|---|------|------|--|---------|------|
| ASSETS | | | | | |
| 1. Securities | 3515 | | | 334352 | 1. |
| 2. Federal funds sold and securities purchased under agreements to resell | 3365 | | | 1747 | 2. |
| 3. Loans and leases | 3516 | | | 1159753 | 3. |
| BHDM | | | | | |
| a. Loans secured by 1-4 family residential properties in domestic offices | 3465 | | | 499726 | 3.a. |
| b. All other loans secured by real estate in domestic offices | 3466 | | | 494842 | 3.b. |
| c. All other loans in domestic offices | F724 | | | 165185 | 3.c. |
| BHCK | | | | | |
| 4. a. Trading assets | 3401 | | | 0 | 4.a. |
| b. Other earning assets | B985 | | | 5705 | 4.b. |
| 5. Total consolidated assets | 3368 | | | 1660104 | 5. |
| LIABILITIES | | | | | |
| 6. Interest-bearing deposits (domestic) | 3517 | | | 1284096 | 6. |
| 7. Interest-bearing deposits (foreign) | 3404 | | | 0 | 7. |
| 8. Federal funds purchased and securities sold under agreements to repurchase | 3353 | | | 41624 | 8. |
| 9. All other borrowed money | 2635 | | | 112379 | 9. |
| 10. Not applicable | | | | | |
| EQUITY CAPITAL | | | | | |
| 11. Equity capital (excludes limited-life preferred stock) | 3519 | | | 118951 | 11. |

For Federal Reserve Bank Use Only
C.I.

(Report only transactions with nonrelated institutions)

Schedule HC-L—Derivatives and Off-Balance-Sheet Items

Dollar Amounts in Thousands

| | | BHCK | | | | | |
|-----|--|------|--|---|--------|------------|---------|
| 1. | Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding): | | | | | | |
| a. | Revolving, open-end loans secured by 1-4 family residential properties, e.g., home equity lines | 3814 | | | 99327 | 1.a. | |
| b. | Credit card lines | 3815 | | | 0 | 1.b. | |
| c. | (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1))..... | 3816 | | | 105881 | 1.c.(1) | |
| | (a) 1-4 family residential construction loan commitments | F164 | | | 18218 | 1.c.(1)(a) | |
| | (b) Commercial real estate, other construction loan, and land development loan commitments | F165 | | | 87663 | 1.c.(1)(b) | |
| | (2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate | 6550 | | | 0 | 1.c.(2) | |
| d. | Securities underwriting | 3817 | | | 0 | 1.d. | |
| e. | Other unused commitments | 3818 | | | 49540 | 1.e. | |
| 2. | Financial standby letters of credit and foreign office guarantees | 6566 | | | 3973 | 2. | |
| a. | Amount of financial standby letters of credit conveyed to others | 3820 | | | 0 | 2.a. | |
| 3. | Performance standby letters of credit and foreign office guarantees | 6570 | | | 22069 | 3. | |
| a. | Amount of performance standby letters of credit conveyed to others | 3822 | | | 0 | 3.a. | |
| 4. | Commercial and similar letters of credit | 3411 | | | 0 | 4. | |
| 5. | Not applicable | | | | | | |
| 6. | Securities lent..... | 3433 | | | 0 | 6. | |
| 7. | Credit derivatives: | | | | | | |
| a. | Notional amounts: | | | | | | |
| | (1) Credit default swaps | C968 | | 0 | C969 | | 7.a.(1) |
| | (2) Total return swaps | C970 | | 0 | C971 | | 7.a.(2) |
| | (3) Credit options | C972 | | 0 | C973 | | 7.a.(3) |
| | (4) Other credit derivatives | C974 | | 0 | C975 | | 7.a.(4) |
| b. | Gross fair values: | | | | | | |
| | (1) Gross positive fair value | C219 | | 0 | C221 | | 7.b.(1) |
| | (2) Gross negative fair value | C220 | | 0 | C222 | | 7.b.(2) |
| 8. | Spot foreign exchange contracts..... | 8765 | | | 0 | 8. | |
| 9. | All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance sheet items that individually exceed 10% of Schedule HC, item 28, "Total equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 28) | 3430 | | | 0 | 9. | |
| a. | Securities borrowed..... | 3432 | | | 0 | 9.a. | |
| b. | Commitments to purchase when-issued securities | 3434 | | | 0 | 9.b. | |
| c. | Commitments to sell when-issued securities | 3435 | | | 0 | 9.c. | |
| d. | TEXT 6561 | 6561 | | | 0 | 9.d. | |
| e. | TEXT 6562 | 6562 | | | 0 | 9.e. | |
| f. | TEXT 6568 | 6568 | | | 0 | 9.f. | |
| g. | TEXT 6586 | 6586 | | | 0 | 9.g. | |
| 10. | Not applicable | | | | | | |

Schedule HC-L—Continued

| Dollar Amounts in Thousands | | (Column A) Interest Rate Contracts | (Column B) Foreign Exchange Contracts | (Column C) Equity Derivative Contracts | (Column D) Commodity and Other Contracts |
|---|-------|--|---|--|--|
| Derivatives Position Indicators | | | | | |
| 11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13): | | | | | |
| a. Futures contracts..... | | BHCK 8693 | BHCK 8694 | BHCK 8695 | BHCK 8696 |
| | 0 | 0 | 0 | 0 | 0 |
| b. Forward contracts..... | | BHCK 8697 | BHCK 8698 | BHCK 8699 | BHCK 8700 |
| | 0 | 0 | 0 | 0 | 0 |
| c. Exchange-traded option contracts: | | | | | |
| (1) Written options | | BHCK 8701 | BHCK 8702 | BHCK 8703 | BHCK 8704 |
| | 0 | 0 | 0 | 0 | 0 |
| (2) Purchased options | | BHCK 8705 | BHCK 8706 | BHCK 8707 | BHCK 8708 |
| | 0 | 0 | 0 | 0 | 0 |
| d. Over-the-counter option contracts: | | | | | |
| (1) Written options | | BHCK 8709 | BHCK 8710 | BHCK 8711 | BHCK 8712 |
| | 0 | 0 | 0 | 0 | 0 |
| (2) Purchased options | | BHCK 8713 | BHCK 8714 | BHCK 8715 | BHCK 8716 |
| | 0 | 0 | 0 | 0 | 0 |
| e. Swaps..... | | BHCK 3450 | BHCK 3826 | BHCK 8719 | BHCK 8720 |
| | 30000 | 0 | 0 | 0 | 0 |
| 12. Total gross notional amount of derivative contracts held for trading | | BHCK A126 | BHCK A127 | BHCK 8723 | BHCK 8724 |
| | 0 | 0 | 0 | 0 | 0 |
| 13. Total gross notional amount of derivative contracts held for purposes other than trading | | BHCK 8725 | BHCK 8726 | BHCK 8727 | BHCK 8728 |
| | 30000 | 0 | 0 | 0 | 0 |
| 14. Gross fair values of derivative contracts: | | | | | |
| a. Contracts held for trading: | | | | | |
| (1) Gross positive fair value..... | | BHCK 8733 | BHCK 8734 | BHCK 8735 | BHCK 8736 |
| | 0 | 0 | 0 | 0 | 0 |
| (2) Gross negative fair value | | BHCK 8737 | BHCK 8738 | BHCK 8739 | BHCK 8740 |
| | 0 | 0 | 0 | 0 | 0 |
| b. Contracts held for purposes other than trading: | | | | | |
| (1) Gross positive fair value..... | | BHCK 8741 | BHCK 8742 | BHCK 8743 | BHCK 8744 |
| | 99 | 0 | 0 | 0 | 0 |
| (2) Gross negative fair value | | BHCK 8745 | BHCK 8746 | BHCK 8747 | BHCK 8748 |
| | 0 | 0 | 0 | 0 | 0 |

Schedule HC-M—Memoranda

| | | Dollar Amounts in Thousands | | BHCK | | | |
|-----|---|--|--------|--|--|--------|---|
| 1. | Total number of bank holding company common shares outstanding..... | NUMBER (UNROUNDED) | | | | | |
| | | 3459 | 249608 | | | | |
| 2. | Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries..... | 6555 | | | | 54471 | |
| 3. | Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries..... | 6556 | | | | 40000 | |
| 4. | Other assets acquired in satisfaction of debts previously contracted..... | 6557 | | | | 0 | |
| 5. | Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC..... | A288 | | | | 0 | |
| 6. | Investments in real estate (to be reported only by bank holding companies authorized by the Federal Reserve to have real estate investments)..... | 3656 | | | | 0 | |
| 7. | Not applicable | | | | | | |
| 8. | Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for yes; enter "0" for no)..... | BHCK | | | | C251 | 0 |
| 9. | Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for yes; enter "0" for no)..... | BHCK | | | | 6689 | 0 |
| 10. | Not applicable | | | | | | |
| 11. | Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? Bank holding companies must not leave blank or enter "N/A." The bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this questions is no, complete the FR Y-10..... | BHCK | | | | 6416 | 1 |
| | | TEXT | | | | | |
| | | 6428 | | | | | |
| | | Name of bank holding company official verifying FR Y-10 reporting (Please type or print) | | Area Code and Phone Number (TEXT 9009) | | | |
| 12. | Intangible assets other than goodwill: | BHCK | | | | | |
| a. | Mortgage servicing assets..... | 3164 | | | | 1103 | |
| | (1) Estimated fair value of mortgage servicing assets..... | 6438 | | | | 1103 | |
| b. | Purchased credit card relationships and nonmortgage servicing assets..... | B026 | | | | 0 | |
| c. | All other identifiable intangible assets..... | 5507 | | | | 2543 | |
| | | bhct | | | | | |
| d. | Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)..... | 0426 | | | | 3646 | |
| 13. | Other real estate owned: | BHCK | | | | | |
| a. | Real estate acquired in satisfaction of debts previously contracted..... | 2744 | | | | 1448 | |
| b. | Other real estate owned..... | 2745 | | | | 0 | |
| | | bhct | | | | | |
| c. | Total (sum of items 13.a and 13.b) (must equal Schedule HC, item 7)..... | 2150 | | | | 1448 | |
| 14. | Other borrowed money: | BHCK | | | | | |
| a. | Commercial paper..... | 2309 | | | | 0 | |
| b. | Other borrowed money with a remaining maturity of one year or less..... | 2332 | | | | 71321 | |
| c. | Other borrowed money with a remaining maturity of more than one year..... | 2333 | | | | 40000 | |
| | | bhct | | | | | |
| d. | Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)..... | 3190 | | | | 111321 | |
| 15. | Does the holding company sell private label or third party mutual funds and annuities? (Enter "1" for yes; enter "0" for no)..... | BHCK | | | | B569 | 1 |
| 16. | Assets under management in proprietary mutual funds and annuities..... | BHCK | | | | B570 | 0 |

The following two questions (items 17 and 18) will be used to determine if the reporting bank holding company must complete the Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). See the line item instructions for further details.

17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4 (c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)(4)(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? (Enter "1" for yes; enter "0" for no).....

| | |
|------|---|
| BHCK | |
| C161 | 1 |

17.

If the answer to item 17 is no, your organization does not need to complete the FR Y-12. Skip item 18 and proceed to items 19.a and 19.b below. If the answer to item 17 is yes, proceed to item 18.

18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10 percent of the bank holding company's consolidated Tier 1 capital as of the report date? (Enter "1" for yes; enter "0" for no).....

| | |
|------|---|
| BHCK | |
| C159 | 1 |

18.

If the answer to both item 17 and item 18 is yes, your organization must complete the FR Y-12. Skip items 19.a and 19.b and proceed to item 20 below.

If the answer to either item 17 or item 18 is no, your organization does not need to complete the FR Y-12. Proceed to items 19.a. and 19.b. below.

Items 19.a. and 19.b. are to be completed by all bank holding companies that are not required to file the FR Y-12.

19. a. Has the bank holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? (Enter "1" for yes; enter "0" for no).....

| | |
|------|--|
| BHCK | |
| C700 | |

19.a.

b. Does the bank holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for yes; enter "0" for no).....

| | |
|------|--|
| C701 | |
|------|--|

19.b.

Memoranda items 20 and 21 are to be completed only by bank holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.

| | Dollar Amounts in Thousands | BHCK | | | |
|---|-----------------------------|------|--|---|----------|
| 20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act: | | | | | |
| a. Net assets | | C252 | | 0 | 20.a. |
| b. Balances due from related institutions: | | | | | |
| (1) Due from the bank holding company (parent company only), gross..... | | 4832 | | 0 | 20.b.(1) |
| (2) Due from subsidiary banks of the bank holding company, gross..... | | 4833 | | 0 | 20.b.(2) |
| (3) Due from nonbank subsidiaries of the bank holding company, gross..... | | 4834 | | 0 | 20.b.(3) |
| c. Balances due to related institutions: | | | | | |
| (1) Due to bank holding company (parent company only), gross..... | | 5041 | | 0 | 20.c.(1) |
| (2) Due to subsidiary banks of the bank holding company, gross..... | | 5043 | | 0 | 20.c.(2) |
| (3) Due to nonbank subsidiaries of the bank holding company, gross..... | | 5045 | | 0 | 20.c.(3) |
| d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors..... | | 5047 | | 0 | 20.d. |
| 21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act..... | | C253 | | 0 | 21. |

Schedule HC-M—Continued

Memoranda item 22 is to be completed by bank holding companies with total assets of \$30 billion or more.

22. Address (URL) for the reporting bank holding company's web page that displays risk disclosures, including those about credit and market risk. (Example: www.examplebhc.com/riskdisclosures)

TEXT
C497

http:// _____

22.

Memoranda item 23 is to be completed by all bank holding companies.

Dollar Amounts in Thousands

23. Secured liabilities:

- a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a).....
- b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d)

| BHCK | | | |
|------|--|--------|---|
| | | | |
| F064 | | | 0 |
| F065 | | 111321 | |

23.a.

23.b.

RSSD ID:
1207486

Schedule HC-N—Past Due and Nonaccrual Loans, Leases, and Other Assets

| Dollar Amounts in Thousands | (Column A) Past due 30 through 89 days and still accruing | | | (Column B) Past due 90 days or more and still accruing | | | (Column C) Nonaccrual | | |
|---|--|------|--|---|-----|--|--------------------------|------|------------|
| | BHCK | | | BHCK | | | BHCK | | |
| 1. Loans secured by real estate: | | | | | | | | | |
| a. Construction, land development, and other land loans in domestic offices: | | | | | | | | | |
| (1) 1-4 family residential construction loans ... | F172 | 0 | | F174 | 163 | | F176 | 1810 | 1.a.(1) |
| (2) Other construction loans and all land development and other land loans | F173 | 0 | | F175 | 0 | | F177 | 1413 | 1.a.(2) |
| b. Secured by farmland in domestic offices..... | 3493 | 0 | | 3494 | 0 | | 3495 | 0 | 1.b. |
| c. Secured by 1-4 family residential properties in domestic offices: | | | | | | | | | |
| (1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit | 5398 | 311 | | 5399 | 70 | | 5400 | 276 | 1.c.(1) |
| (2) Closed-end loans secured by 1-4 family residential properties: | | | | | | | | | |
| (a) Secured by first liens | C236 | 1537 | | C237 | 809 | | C229 | 1244 | 1.c.(2)(a) |
| (b) Secured by junior liens | C238 | 123 | | C239 | 0 | | C230 | 375 | 1.c.(2)(b) |
| d. Secured by multifamily (5 or more) residential properties in domestic offices..... | 3499 | 2589 | | 3500 | 0 | | 3501 | 144 | 1.d. |
| e. Secured by nonfarm nonresidential properties in domestic offices: | | | | | | | | | |
| (1) Loans secured by owner-occupied nonfarm nonresidential properties | F178 | 916 | | F180 | 39 | | F182 | 1301 | 1.e.(1) |
| (2) Loans secured by other nonfarm nonresidential properties | F179 | 394 | | F181 | 0 | | F183 | 0 | 1.e.(2) |
| f. In foreign offices..... | B572 | 0 | | B573 | 0 | | B574 | 0 | 1.f. |

Schedule HC-N—Continued

| | (Column A) Past due 30 through 89 days and still accruing | | | | (Column B) Past due 90 days or more and still accruing | | | | (Column C) Nonaccrual | | | |
|---|--|--|------|--|---|--|------|--|--------------------------|--|------|------|
| | BHCK | | | | BHCK | | | | BHCK | | | |
| Dollar Amounts in Thousands | | | | | | | | | | | | |
| 2. Loans to depository institutions and acceptances of other banks: | | | | | | | | | | | | |
| a. U.S. banks and other U.S. depository institutions | 5377 | | 0 | | 5378 | | 0 | | 5379 | | 0 | 2.a. |
| b. Foreign banks..... | 5380 | | 0 | | 5381 | | 0 | | 5382 | | 0 | 2.b. |
| 3. Loans to finance agricultural production and other loans to farmers..... | 1594 | | 0 | | 1597 | | 0 | | 1583 | | 0 | 3. |
| 4. Commercial and industrial loans..... | 1606 | | 193 | | 1607 | | 51 | | 1608 | | 40 | 4. |
| 5. Loans to individuals for household, family, and other personal expenditures: | | | | | | | | | | | | |
| a. Credit cards..... | B575 | | 0 | | B576 | | 0 | | B577 | | 0 | 5.a. |
| b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)..... | B578 | | 5 | | B579 | | 3 | | B580 | | 0 | 5.b. |
| 6. Loans to foreign governments and official institutions | 5389 | | 0 | | 5390 | | 0 | | 5391 | | 0 | 6. |
| 7. All other loans | 5459 | | 865 | | 5460 | | 144 | | 5461 | | 0 | 7. |
| 8. Lease financing receivables: | | | | | | | | | | | | |
| a. Leases to individuals for household, family, and other personal expenditures..... | F166 | | 0 | | F167 | | 0 | | F168 | | 0 | 8.a. |
| b. All other leases..... | F169 | | 0 | | F170 | | 0 | | F171 | | 0 | 8.b. |
| 9. Debt securities and other assets (exclude other real estate owned and other repossessed assets) | 3505 | | 0 | | 3506 | | 0 | | 3507 | | 1771 | 9. |
| 10. TOTAL (sum of items 1 through 9)..... | 5524 | | 6933 | | 5525 | | 1279 | | 5526 | | 8374 | 10. |

Schedule HC-N—Continued

Amounts reported in Schedule HC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 11 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

| Dollar Amounts in Thousands | (Column A) Past due 30 through 89 days and still accruing | | | | (Column B) Past due 90 days or more and still accruing | | | | (Column C) Nonaccrual | | | | |
|--|--|--|--|---|---|--|--|---|--------------------------|--|--|---|-------|
| | BHCK | | | | BHCK | | | | BHCK | | | | |
| 11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government | 5612 | | | 0 | 5613 | | | 0 | 5614 | | | 0 | 11. |
| a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above.. | 5615 | | | 0 | 5616 | | | 0 | 5617 | | | 0 | 11.a. |
| b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above | C866 | | | 0 | C867 | | | 0 | C868 | | | 0 | 11.b. |

MEMORANDA

| Dollar Amounts in Thousands | (Column A) Past due 30 through 89 days and still accruing | | | | (Column B) Past due 90 days or more and still accruing | | | | (Column C) Nonaccrual | | | | |
|--|--|--|--|---|---|--|--|---|--------------------------|--|--|----|--------|
| | BHCK | | | | BHCK | | | | BHCK | | | | |
| 1. Restructured loans and leases included in items 1 through 8 above (and not reported in Schedule HC-C, memoranda item 1) | | | | | | | | | | | | | |
| a. Loans secured by 1-4 family residential properties in domestic offices | F661 | | | 0 | F662 | | | 0 | F663 | | | 0 | M.1.a. |
| b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures) ... | 1658 | | | 0 | 1659 | | | 0 | 1661 | | | 54 | M.1.b. |

Schedule HC-N—Continued

MEMORANDA (continued)

| Dollar Amounts in Thousands | (Column A) Past due 30 through 89 days and still accruing | | | | (Column B) Past due 90 days or more and still accruing | | | | (Column C) Nonaccrual | | | | |
|---|--|--|--|---|---|--|--|---|--------------------------|--|--|---|-----------|
| | BHCK | | | | BHCK | | | | BHCK | | | | |
| 2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above..... | 6558 | | | 0 | 6559 | | | 0 | 6560 | | | 0 | M.2. |
| 3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees | 3508 | | | 0 | 1912 | | | 0 | 1913 | | | 0 | M.3. |
| 4. Not applicable | | | | | | | | | | | | | |
| 5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above) | | | | | | | | | | | | | |
| a. Loans and leases held for sale..... | C240 | | | 0 | C241 | | | 0 | C226 | | | 0 | M.5.a. |
| b. Loans measured at fair value: | | | | | | | | | | | | | |
| (1) Fair value | F664 | | | 0 | F665 | | | 0 | F666 | | | 0 | M.5.b.(1) |
| (2) Unpaid principal balance | F667 | | | 0 | F668 | | | 0 | F669 | | | 0 | M.5.b.(2) |

Item 6 is to be reported only by bank holding companies with total consolidated assets of \$1 billion or more, or with \$2 billion or more in par/notional amounts of off-balance sheet derivative contracts (as reported in Schedule HC-L, items 11.a through 11.e).

| Dollar Amounts in Thousands | BHCK | | | | BHCK | | | | |
|--|------|--|--|---|------|--|--|---|------|
| | | | | | | | | | |
| 6. Interest rate, foreign exchange rate, and commodity and equity contracts: Fair value of amounts carried as assets..... | 3529 | | | 0 | 3530 | | | 0 | M.6. |

| Dollar Amounts in Thousands | BHCK | | | | |
|---|------|--|--|------|------|
| | | | | | |
| 7. Additions to nonaccrual assets during the quarter..... | C410 | | | 1307 | M.7. |
| 8. Nonaccrual assets sold during the quarter..... | C411 | | | 0 | M.8. |

Schedule HC-P—1-4 Family Residential Mortgage Banking Activities in Domestic Offices

Schedule HC-P is to be completed by (1) all bank holding companies with \$1 billion or more in total assets¹ and (2) bank holding companies with less than \$1 billion in total assets at which either 1-4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale in domestic offices exceed \$10 million for two consecutive quarters.

| Dollar Amounts in Thousands | | BHCK | | | |
|---|------|------|-------|--|---------|
| 1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: ² | | | | | |
| a. Closed-end first liens..... | F066 | | 30322 | | 1.a. |
| b. Closed-end junior liens..... | F067 | | 0 | | 1.b. |
| c. Open-end loans extended under lines of credit: | | | | | |
| (1) Total commitment under the lines of credit | F670 | | 0 | | 1.c.(1) |
| (2) Principal amount funded under the lines of credit | F671 | | 0 | | 1.c.(2) |
| 2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale: ² | | | | | |
| BHCK | | | | | |
| a. Closed-end first liens..... | F068 | | 0 | | 2.a. |
| b. Closed-end junior liens..... | F069 | | 0 | | 2.b. |
| c. Open-end loans extended under lines of credit: | | | | | |
| (1) Total commitment under the lines of credit | F672 | | 0 | | 2.c.(1) |
| (2) Principal amount funded under the lines of credit | F673 | | 0 | | 2.c.(2) |
| 3. 1-4 family residential mortgages sold during the quarter: | | | | | |
| BHCK | | | | | |
| a. Closed-end first liens..... | F070 | | 30879 | | 3.a. |
| b. Closed-end junior liens..... | F071 | | 0 | | 3.b. |
| c. Open-end loans extended under lines of credit: | | | | | |
| (1) Total commitment under the lines of credit | F674 | | 0 | | 3.c.(1) |
| (2) Principal amount funded under the lines of credit | F675 | | 0 | | 3.c.(2) |
| 4. 1-4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a): | | | | | |
| BHCK | | | | | |
| a. Closed-end first liens..... | F072 | | 4202 | | 4.a. |
| b. Closed-end junior liens..... | F073 | | 0 | | 4.b. |
| c. Open-end loans extended under lines of credit: | | | | | |
| (1) Total commitment under the lines of credit | F676 | | 0 | | 4.c.(1) |
| (2) Principal amount funded under the lines of credit | F677 | | 0 | | 4.c.(2) |
| 5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i): | | | | | |
| BHCK | | | | | |
| a. Closed-end 1-4 family residential mortgage loans | F184 | | -408 | | 5.a. |
| BHDM | | | | | |
| b. Open-end 1-4 family residential mortgage loans extended under lines of credit | F560 | | 0 | | 5.b. |
| 6. Repurchases and indemnifications of 1-4 family residential mortgage loans <i>during the quarter</i> : | | | | | |
| a. Closed-end first liens | F678 | | 0 | | 6.a. |
| b. Closed-end junior liens..... | F679 | | 0 | | 6.b. |
| c. Open-end loans extended under lines of credit: | | | | | |
| (1) Total commitment under the lines of credit | F680 | | 0 | | 6.c.(1) |
| (2) Principal amount funded under the lines of credit | F681 | | 0 | | 6.c.(2) |

1. The \$1 billion asset size test is generally based on the total assets reported as of **June 30, 2007**.
2. Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

Schedule HC-Q—Financial Assets and Liabilities Measured at Fair Value

Schedule HC-Q is to be completed by bank holding companies that have adopted FASB Statement No. 157, "Fair Value Measurements," and (1) have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option or (2) are required to complete Schedule HC-D—Trading Assets and Liabilities.

| | | Fair Value Measurements for Assets and Liabilities under a Fair Value Option and Trading Assets and Liabilities (Included in Schedule HC) | | | | | | | | | | | | | | | | | | |
|---|------|---|---|--|---|--|---|--|------|--|--|--|------|--|---|--|------|--|---|------|
| | | (Column A) Total Fair Value Reported on Schedule HC | | | (Column B) LESS: Amounts Netted in the Determination of Total Fair Value | | | (Column C) Level 1 Fair Value Measurements | | | (Column D) Level 2 Fair Value Measurements | | | (Column E) Level 3 Fair Value Measurements | | | | | | |
| Dollar Amounts in Thousands | | BHCK | | | BHCK | | | BHCK | | | BHCK | | | BHCK | | | | | | |
| ASSETS | | | | | | | | | | | | | | | | | | | | |
| 1. Loans and leases..... | F243 | | 0 | | F682 | | 0 | | F690 | | 0 | | F244 | | 0 | | F245 | | 0 | 1. |
| 2. Trading assets..... | F246 | | 0 | | F683 | | 0 | | F691 | | 0 | | F247 | | 0 | | F248 | | 0 | 2. |
| a. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 2, above)..... | F240 | | 0 | | F684 | | 0 | | F692 | | 0 | | F241 | | 0 | | F242 | | 0 | 2.a. |
| 3. All other financial assets and servicing assets..... | F249 | | 0 | | F685 | | 0 | | F693 | | 0 | | F250 | | 0 | | F251 | | 0 | 3. |
| LIABILITIES | | | | | | | | | | | | | | | | | | | | |
| 4. Deposits..... | F252 | | 0 | | F686 | | 0 | | F694 | | 0 | | F253 | | 0 | | F254 | | 0 | 4. |
| 5. Trading liabilities..... | F255 | | 0 | | F687 | | 0 | | F695 | | 0 | | F256 | | 0 | | F257 | | 0 | 5. |
| 6. All other financial liabilities and servicing liabilities..... | F258 | | 0 | | F688 | | 0 | | F696 | | 0 | | F259 | | 0 | | F260 | | 0 | 6. |
| 7. Loan commitments (not accounted for as derivatives)..... | F261 | | 0 | | F689 | | 0 | | F697 | | 0 | | F262 | | 0 | | F263 | | 0 | 7. |

For Federal Reserve Bank Use Only
C.I.

RSSD ID:
1207486

Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands

| | BHCK | | | |
|---|------|--|------------|------|
| Tier 1 capital | | | | |
| 1. Total equity capital (from Schedule HC, item 28)..... | 3210 | | 109253 | 1. |
| 2. LESS: Net unrealized gains (losses) on available-for-sale securities ¹ (if a gain, report as a positive value; if a loss, report as a negative value)..... | BHCK | | | |
| | 8434 | | -8575 | 2. |
| 3. LESS: Net unrealized loss on available-for-sale equity securities ¹ (report loss as a positive value)..... | A221 | | 0 | 3. |
| 4. LESS: Accumulated net gains (losses) on cash flow hedges ¹ (if a gain, report as a positive value; if a loss, report as a negative value)..... | 4336 | | 61 | 4. |
| 5. LESS: Nonqualifying perpetual preferred stock..... | B588 | | 0 | 5. |
| 6. a. Qualifying minority interests in consolidated subsidiaries and similar items..... | B589 | | 0 | 6.a. |
| b. Qualifying trust preferred securities ² | C502 | | 36418 | 6.b. |
| 7. a. LESS: Disallowed goodwill and other disallowed intangible assets..... | B590 | | 37892 | 7.a. |
| b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value)..... | F264 | | 0 | 7.b. |
| 8. Subtotal (sum of items 1, 6.a. and 6.b, less items 2, 3, 4, 5, 7.a, and 7.b)..... | C227 | | 116293 | 8. |
| 9. a. LESS: Disallowed servicing assets and purchased credit card relationships..... | B591 | | 110 | 9.a. |
| b. LESS: Disallowed deferred tax assets..... | 5610 | | 0 | 9.b. |
| 10. Other additions to (deductions from) Tier 1 capital..... | B592 | | -1889 | 10. |
| 11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)..... | 8274 | | 114294 | 11. |
| Tier 2 capital | | | | |
| 12. Qualifying subordinated debt and redeemable preferred stock..... | 5306 | | 0 | 12. |
| 13. Cumulative perpetual preferred stock includible in Tier 2 capital..... | B593 | | 0 | 13. |
| 14. Allowance for loan and lease losses includible in Tier 2 capital..... | 5310 | | 8602 | 14. |
| 15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital..... | 2221 | | 3243 | 15. |
| 16. Other Tier 2 capital components..... | B594 | | 18582 | 16. |
| 17. Tier 2 capital (sum of items 12 through 16)..... | 5311 | | 30427 | 17. |
| 18. Allowable Tier 2 capital (lesser of item 11 or 17)..... | 8275 | | 30427 | 18. |
| 19. Tier 3 capital allocated for market risk..... | 1395 | | 0 | 19. |
| 20. LESS: Deductions for total risk-based capital..... | B595 | | 0 | 20. |
| 21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)..... | 3792 | | 144721 | 21. |
| Total assets for leverage ratio | | | | |
| 22. Average total assets (from Schedule HC-K, item 5)..... | 3368 | | 1660104 | 22. |
| 23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)..... | B590 | | 37892 | 23. |
| 24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)..... | B591 | | 110 | 24. |
| 25. LESS: Disallowed deferred tax assets (from item 9.b above)..... | 5610 | | 0 | 25. |
| 26. LESS: Other deductions from assets for leverage capital purposes..... | BHCK | | | |
| | B596 | | 21254 | 26. |
| 27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)..... | A224 | | 1600848 | 27. |
| 28.-30. Not applicable | | | | |
| Capital ratios | | | | |
| 31. Tier 1 leverage ratio (item 11 divided by item 27)..... | BHCK | | Percentage | |
| | 7204 | | 7.14 | 31. |
| 32. Tier 1 risk-based capital ratio (item 11 divided by item 62)..... | 7206 | | 9.65 | 32. |
| 33. Total risk-based capital ratio (item 21 divided by item 62)..... | 7205 | | 12.22 | 33. |

1. Report amount included in Schedule HC, item 26.b, "Accumulated other comprehensive income."

2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, and trust preferred securities issued by consolidated special purpose entities, that qualify as Tier 1 capital.

Schedule HC-R—Continued

Bank holding companies are not required to risk-weight each on-balance sheet asset and the credit equivalent amount of each off-balance sheet item that qualifies for a risk weight of less than 100 percent (50 percent for derivatives) at its lower risk weight. When completing items 34 through 54 of Schedule HC-R, each bank holding company should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank holding company can choose from among its assets and off-balance sheet items that have a risk weight of less than 100 percent which ones to risk-weight at an appropriate lower risk weight, or it can simply risk-weight some or all of these items at a 100 percent risk weight (50 percent for derivatives).

| | | C000 | | | | | |
|---|-----------|---------------------------------|---|------------------------------------|------------|------------|------------|
| | | (Column A) | (Column B) | (Column C) | (Column D) | (Column E) | (Column F) |
| | | Totals (from Schedule HC) | Items Not Subject to Risk-Weighting | Allocation by Risk Weight Category | | | |
| | | | | 0% | 20% | 50% | 100% |
| Dollar Amounts in Thousands | | | | | | | |
| Balance Sheet Asset Categories | | | BHCE | BHC0 | BHC2 | BHC5 | BHC9 |
| 34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2))..... | BHCK 0010 | 31469 | 0 | 18668 | 12801 | | 0 |
| | bhcx 1754 | | | | | | |
| 35. Held-to-maturity securities | | 0 | 0 | 0 | 0 | 0 | 0 |
| | bhcx 1773 | | | | | | |
| 36. Available-for-sale securities | | 298319 | -17257 | 41987 | 191738 | 38387 | 43464 |
| 37. Federal funds sold and securities purchased under agreements to resell..... | BHCK C225 | 43452 | | 0 | 43452 | | 0 |
| | bhct 5389 | | | | | | |
| 38. Loans and leases held for sale | | 4202 | 0 | 0 | 0 | 4202 | 0 |
| | bhct B528 | | | | | | |
| 39. Loans and leases, net of unearned income | | 1121876 | 0 | 0 | 0 | 352637 | 769239 |
| | bhcx 3123 | | | | | | |
| 40. LESS: Allowance for loan and lease losses | | 8602 | 8602 | | | | |
| | bhcx 3545 | | | | | | |
| 41. Trading assets | | 0 | 0 | 0 | 0 | 0 | 0 |
| | BHCK B639 | | | | | | |
| 42. All other assets ¹ | | 153229 | 39704 | 2640 | 7754 | 0 | 103131 |
| | bhct 2170 | | | | | | |
| 43. Total assets (sum of items 34 through 42) | | 1643945 | 13845 | 63295 | 255745 | 395226 | 915834 |

1. Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, customers' liability on acceptances outstanding, intangible assets, and other assets.

Schedule HC-R—Continued

| | (Column A) Face Value or Notional Amount | Credit Conversion Factor | (Column B) Credit Equivalent Amount ¹ | (Column C) (Column D) (Column E) (Column F) | | | |
|---|---|--------------------------------|---|---|------|------|-------|
| | | | | Allocation by Risk Weight Category | | | |
| | | | | 0% | 20% | 50% | 100% |
| Dollar Amounts in Thousands | | | | | | | |
| | BHCK B546 | | BHCE | BHC0 | BHC2 | BHC5 | BHC9 |
| 44. Financial standby letters of credit..... | 3973 | 1.00 or 12.5 ² | 3973 | 0 | 0 | 0 | 3973 |
| 45. Performance standby letters of credit..... | bhct 6570 22069 | .50 | 11035 | 0 | 0 | 0 | 11035 |
| 46. Commercial and similar letters of credit..... | bhct 3411 0 | .20 | 0 | 0 | 0 | 0 | 0 |
| 47. Risk participations in bankers acceptances acquired by the reporting institution..... | BHCK 3429 0 | 1.00 | 0 | 0 | 0 | | 0 |
| | bhct 3433 0 | | | | | | |
| 48. Securities lent..... | | 1.00 | 0 | 0 | 0 | 0 | 0 |
| 49. Retained recourse on small business obligations sold with recourse..... | bhct A250 0 | 1.00 | 0 | 0 | 0 | 0 | 0 |
| 50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement..... | BHCK B541 0 | 12.5 ³ | 0 | | | | 0 |
| 51. All other financial assets sold with recourse..... | BHCK B675 0 | 1.00 | 0 | 0 | 0 | 0 | 0 |
| 52. All other off-balance sheet liabilities..... | BHCK B681 0 | 1.00 | 0 | 0 | 0 | 0 | 0 |
| 53. Unused commitments with an original maturity exceeding one year..... | BHCK 6572 10243 | .50 | 5122 | 0 | 0 | 0 | 5122 |
| 54. Derivative contracts..... | | | BHCE 150 | 150 | 0 | 0 | |

1. Column A multiplied by credit conversion factor.
 2. For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an institution specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.
 3. Or institution-specific factor.

Schedule HC-R—Continued

| | Allocation by Risk Weight Category | | | |
|---|------------------------------------|---------------------|---------------------|----------------------|
| | (Column C) | (Column D) | (Column E) | (Column F) |
| | 0% | 20% | 50% | 100% |
| Dollar Amounts in Thousands | | | | |
| Totals | | | | |
| 55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)..... | BHCK B696 63445 | BHCK B697 255745 | BHCK B698 395226 | BHCK B699 935964 |
| 56. Risk weight factor..... | * 0% | * 20% | * 50% | * 100% |
| 57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)..... | BHCK B700 0 | BHCK B701 51149 | BHCK B702 197613 | BHCK B703 935964 |
| 58. Market risk equivalent assets..... | | | | BHCK 1651 0 |
| 59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)..... | | | | BHCK B704 1184726 |
| 60. LESS: Excess allowance for loan and lease losses..... | | | | BHCK A222 0 |
| 61. LESS: Allocated transfer risk reserve..... | | | | BHCK 3128 0 |
| 62. Total risk-weighted assets (item 59 minus items 60 and 61)..... | | | | BHCK A223 1184726 |

Schedule HC-R—Continued

MEMORANDA

| | | | | |
|-----------------------------|--|------|--|---|
| Dollar Amounts in Thousands | | BHCK | | |
| | | 8764 | | 0 |

1. Current credit exposure across all derivative contracts covered by the risk-based capital standards M.1.

2. Notional principal amounts of derivative contracts:¹

| | | With a remaining maturity of | | | | | |
|---|------|--------------------------------|------|---|------|-------------------------------|------|
| | | (Column A) One year or less | | (Column B) Over one year through five years | | (Column C) Over five years | |
| | BHCK | | BHCK | | BHCK | | BHCK |
| a. Interest rate contracts..... | 3809 | 0 | 8766 | 30000 | 8767 | 0 | 0 |
| b. Foreign exchange contracts..... | 3812 | 0 | 8769 | 0 | 8770 | 0 | 0 |
| c. Gold contracts..... | 8771 | 0 | 8772 | 0 | 8773 | 0 | 0 |
| d. Other precious metals contracts..... | 8774 | 0 | 8775 | 0 | 8776 | 0 | 0 |
| e. Other commodity contracts..... | 8777 | 0 | 8778 | 0 | 8779 | 0 | 0 |
| f. Equity derivative contracts..... | A000 | 0 | A001 | 0 | A002 | 0 | 0 |
| g. Credit derivative contracts: | | | | | | | |
| (1) Investment grade..... | C980 | 0 | C981 | 0 | C982 | 0 | 0 |
| (2) Subinvestment grade..... | C983 | 0 | C984 | 0 | C985 | 0 | 0 |

M.2.a.
M.2.b.
M.2.c.
M.2.d.
M.2.e.
M.2.f.
M.2.g.(1)
M.2.g.(2)

3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:

| | | | |
|---|------|---|---|
| | BHCK | | |
| a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)..... | 5479 | 0 | 0 |
| b. Cumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)..... | 5990 | 0 | 0 |
| c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 22)..... | C498 | 0 | 0 |
| d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 22)..... | A507 | 0 | 0 |

M.3.a.
M.3.b.
M.3.c.
M.3.d.

4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 27).....

| | | | |
|--|------|---|---|
| | | | |
| | 2771 | 0 | 0 |

M.4.

5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 27):

| | | | |
|--|------|---|---|
| a. In the form of perpetual preferred stock..... | 5483 | 0 | 0 |
| b. In the form of common stock..... | 5484 | 0 | 0 |
| 6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)..... | F031 | 0 | 0 |

M.5.a.
M.5.b.
M.6.

1. Exclude foreign exchange contracts with an original maturity of 14 days or less and all futures contracts.

For Federal Reserve Bank Use Only
C.I.

RSSD ID:
1207486

Schedule HC-S—Servicing, Securitization, and Asset Sale Activities

| | | | | | | | C000 |
|---|--|---------------------------------------|---|-----------------------------|--|---|---|
| | (Column A) 1-4 Family Residential Loans | (Column B) Home Equity Lines | (Column C) Credit Card Receivables | (Column D) Auto Loans | (Column E) Other Consumer Loans | (Column F) Commercial and Industrial Loans | (Column G) All Other Loans, All Leases, and All Other Assets |
| Dollar Amounts in Thousands | | | | | | | |
| Securitization Activities | | | | | | | |
| 1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements..... | BHCK B705 | BHCK B706 | BHCK B707 | BHCK B708 | BHCK B709 | BHCK B710 | BHCK B711 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of: | | | | | | | |
| a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F)..... | BHCK B712 | BHCK B713 | BHCK B714 | BHCK B715 | BHCK B716 | BHCK B717 | BHCK B718 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b. Subordinated securities and other residual interests..... | BHCK C393 | BHCK C394 | BHCK C395 | BHCK C396 | BHCK C397 | BHCK C398 | BHCK C399 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c. Standby letters of credit and other enhancements..... | BHCK C400 | BHCK C401 | BHCK C402 | BHCK C403 | BHCK C404 | BHCK C405 | BHCK C406 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1..... | BHCK B726 | BHCK B727 | BHCK B728 | BHCK B729 | BHCK B730 | BHCK B731 | BHCK B732 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 4. Past due loan amounts included in item 1: | | | | | | | |
| a. 30-89 days past due..... | BHCK B733 | BHCK B734 | BHCK B735 | BHCK B736 | BHCK B737 | BHCK B738 | BHCK B739 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b. 90 days or more past due..... | BHCK B740 | BHCK B741 | BHCK B742 | BHCK B743 | BHCK B744 | BHCK B745 | BHCK B746 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date): | | | | | | | |
| a. Charge-offs..... | BHCK B747 | BHCK B748 | BHCK B749 | BHCK B750 | BHCK B751 | BHCK B752 | BHCK B753 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b. Recoveries..... | BHCK B754 | BHCK B755 | BHCK B756 | BHCK B757 | BHCK B758 | BHCK B759 | BHCK B760 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

Schedule HC-S—Continued

MEMORANDA

| | | Dollar Amounts in Thousands | | | |
|---|--|-----------------------------|--------|---|-----------|
| | | BHCK | | | |
| 1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994: | | | | | |
| a. | Outstanding principal balance | A249 | | 0 | M.1.a. |
| b. | Amount of retained recourse on these obligations as of the report date..... | A250 | | 0 | M.1.b. |
| 2. Outstanding principal balance of assets serviced for others (includes participations serviced for others): | | | | | |
| a. | 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements | B804 | | 0 | M.2.a. |
| b. | 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements | B805 | 179818 | | M.2.b. |
| c. | Other financial assets ¹ | A591 | | 0 | M.2.c. |
| d. | 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans) | F699 | 608 | | M.2.d. |
| 3. Asset-backed commercial paper conduits: | | | | | |
| a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements: | | | | | |
| (1) | Conduits sponsored by the bank, a bank affiliate, or the bank holding company | B806 | | 0 | M.3.a.(1) |
| (2) | Conduits sponsored by other unrelated institutions | B807 | | 0 | M.3.a.(2) |
| b. Unused commitments to provide liquidity to conduit structures: | | | | | |
| (1) | Conduits sponsored by the bank, a bank affiliate, or the bank holding company | B808 | | 0 | M.3.b.(1) |
| (2) | Conduits sponsored by other unrelated institutions | B809 | | 0 | M.3.b.(2) |
| 4. | Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) ² | C407 | | 0 | M.4. |

1. Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.

2. Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Notes to the Balance Sheet—Predecessor Financial Items

For bank holding companies involved in a business combination(s) during the quarter, provide on the lines below quarterly average information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting bank holding company's total consolidated assets as of the previous quarter-end, whichever is less.

| | Dollar Amount in Thousands | BHBC | | | |
|---|----------------------------|------|--|--|--|
| 1. Average loans and leases (net of unearned income)..... | | 3516 | | | |
| 2. Average earning assets | | 3402 | | | |
| 3. Average total consolidated assets | | 3368 | | | |
| 4. Average equity capital..... | | 3519 | | | |

Notes to the Balance Sheet—Other

Enter in the lines provided below any additional information on specific line items on the balance sheet or its supporting schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). Also include any transactions which previously would have appeared as footnotes to Schedules HC through HC-S.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A bank holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$750 thousand and that amount has increased the bank holding company's long-term unsecured debt by a material amount. The bank holding company has disclosed that change to its stockholders and to the SEC. Enter on the line item below the following information:

| TEXT | Dollar Amount in Thousands | BHCK | | | |
|--|----------------------------|------|--|--|-----|
| 0000 Sch. HC, item 16, New loan to holding company's ESOP guaranteed by bank holding company | | | | | |
| | | 0000 | | | 750 |

Notes to the Balance Sheet—Other

| TEXT | Dollar Amount in Thousands | BHCK | | | |
|---------|----------------------------|------|--|--|--|
| 1. 5356 | | | | | |
| | | 5356 | | | |
| 2. 5357 | | | | | |
| | | 5357 | | | |
| 3. 5358 | | | | | |
| | | 5358 | | | |
| 4. 5359 | | | | | |
| | | 5359 | | | |
| 5. 5360 | | | | | |
| | | 5360 | | | |
| 6. B027 | | | | | |
| | | B027 | | | |

Notes to the Balance Sheet—Other, Continued

| | TEXT | Dollar Amount in Thousands | BHCK | | | | |
|-----|------|----------------------------|------|--|--|--|-----|
| 7. | B028 | | | | | | |
| | | | B028 | | | | 7. |
| 8. | B029 | | | | | | |
| | | | B029 | | | | 8. |
| 9. | B030 | | | | | | |
| | | | B030 | | | | 9. |
| 10. | B031 | | | | | | |
| | | | B031 | | | | 10. |
| 11. | B032 | | | | | | |
| | | | B032 | | | | 11. |
| 12. | B033 | | | | | | |
| | | | B033 | | | | 12. |
| 13. | B034 | | | | | | |
| | | | B034 | | | | 13. |
| 14. | B035 | | | | | | |
| | | | B035 | | | | 14. |
| 15. | B036 | | | | | | |
| | | | B036 | | | | 15. |
| 16. | B037 | | | | | | |
| | | | B037 | | | | 16. |
| 17. | B038 | | | | | | |
| | | | B038 | | | | 17. |
| 18. | B039 | | | | | | |
| | | | B039 | | | | 18. |
| 19. | B040 | | | | | | |
| | | | B040 | | | | 19. |
| 20. | B041 | | | | | | |
| | | | B041 | | | | 20. |

Federal Financial Institutions Examination Council



1

**Consolidated Reports of Condition and Income for A Bank With
Domestic Offices Only - FFIEC 041**

| | |
|------------------------------|-----------------------|
| Institution Name | MARQUETTE BANK |
| City | CHICAGO |
| State | IL |
| Zip Code | 60636 |
| Call Report Quarter End Date | 12/31/2007 |
| Report Type | 041 |
| RSSD-ID | 716833 |
| FDIC Certificate Number | 16250 |
| OCC Charter Number | 0 |
| ABA Routing Number | 71004284 |
| Last updated on | 2/27/2008 |

Bank Demographic Information

Dollar amounts in thousands

| | | | |
|---------------------------------|----------|----------------|----|
| 1. Reporting date..... | RCON9999 | 20071231 | 1. |
| 2. FDIC certificate number..... | RSSD9050 | 16250 | 2. |
| 3. Legal title of bank..... | RSSD9017 | Marquette Bank | 3. |
| 4. City..... | RSSD9130 | Chicago | 4. |
| 5. State abbreviation..... | RSSD9200 | IL | 5. |
| 6. Zip code..... | RSSD9220 | 60636 | 6. |

Contact Information

Dollar amounts in thousands

| | | | |
|---|----------|------|--------|
| 1. Contact Information for the Reports of Condition and Income | | | 1. |
| a. Chief Financial Officer (or Equivalent) Signing the Reports | | | 1.a. |
| 1. Name..... | TEXTC490 | CONF | 1.a.1. |
| 2. Title..... | TEXTC491 | CONF | 1.a.2. |
| 3. E-mail Address..... | TEXTC492 | CONF | 1.a.3. |
| 4. Telephone..... | TEXTC493 | CONF | 1.a.4. |
| 5. FAX..... | TEXTC494 | CONF | 1.a.5. |
| b. Other Person to Whom Questions about the Reports Should be Directed | | | 1.b. |
| 1. Name..... | TEXTC495 | CONF | 1.b.1. |
| 2. Title..... | TEXTC496 | CONF | 1.b.2. |
| 3. E-mail Address..... | TEXT4086 | CONF | 1.b.3. |
| 4. Telephone..... | TEXT8902 | CONF | 1.b.4. |
| 5. FAX..... | TEXT9116 | CONF | 1.b.5. |
| 2. Person to whom questions about Schedule RC-T - Fiduciary and Related Services should be directed | | | 2. |
| a. Name and Title..... | TEXTB962 | CONF | 2.a. |
| b. E-mail Address..... | TEXTB926 | CONF | 2.b. |
| c. Telephone..... | TEXTB963 | CONF | 2.c. |
| d. FAX..... | TEXTB964 | CONF | 2.d. |
| 3. Emergency Contact Information | | | 3. |
| a. Primary Contact | | | 3.a. |
| 1. Name..... | TEXTC366 | CONF | 3.a.1. |
| 2. Title..... | TEXTC367 | CONF | 3.a.2. |
| 3. E-mail Address..... | TEXTC368 | CONF | 3.a.3. |
| 4. Telephone..... | TEXTC369 | CONF | 3.a.4. |
| 5. FAX..... | TEXTC370 | CONF | 3.a.5. |
| b. Secondary Contact | | | 3.b. |
| 1. Name..... | TEXTC371 | CONF | 3.b.1. |
| 2. Title..... | TEXTC372 | CONF | 3.b.2. |
| 3. E-mail Address..... | TEXTC373 | CONF | 3.b.3. |
| 4. Telephone..... | TEXTC374 | CONF | 3.b.4. |
| 5. FAX..... | TEXTC375 | CONF | 3.b.5. |
| 4. USA PATRIOT Act Section 314(a) Anti-Money Laundering Contact Information | | | 4. |
| a. Primary Contact | | | 4.a. |
| 1. Name..... | TEXTC437 | CONF | 4.a.1. |
| 2. Title..... | TEXTC438 | CONF | 4.a.2. |
| 3. E-mail Address..... | TEXTC439 | CONF | 4.a.3. |
| 4. Telephone..... | TEXTC440 | CONF | 4.a.4. |
| 5. FAX..... | TEXTC441 | CONF | 4.a.5. |

Dollar amounts in thousands

| | | | |
|------------------------|----------|------|--------|
| b. Secondary Contact | | | |
| 1. Name..... | TEXTC442 | CONF | 4.b.1. |
| 2. Title..... | TEXTC443 | CONF | 4.b.2. |
| 3. E-mail Address..... | TEXTC444 | CONF | 4.b.3. |
| 4. Telephone..... | TEXTC445 | CONF | 4.b.4. |
| 5. FAX..... | TEXTC446 | CONF | 4.b.5. |
| c. Third Contact | | | |
| 1. Name..... | TEXTC870 | CONF | 4.c.1. |
| 2. Title..... | TEXTC871 | CONF | 4.c.2. |
| 3. E-mail Address..... | TEXTC872 | CONF | 4.c.3. |
| 4. Telephone..... | TEXTC873 | CONF | 4.c.4. |
| 5. FAX..... | TEXTC874 | CONF | 4.c.5. |
| d. Fourth Contact | | | |
| 1. Name..... | TEXTC875 | CONF | 4.d.1. |
| 2. Title..... | TEXTC876 | CONF | 4.d.2. |
| 3. E-mail Address..... | TEXTC877 | CONF | 4.d.3. |
| 4. Telephone..... | TEXTC878 | CONF | 4.d.4. |
| 5. FAX..... | TEXTC879 | CONF | 4.d.5. |

Optional Narrative Statement Concerning the Amounts Reported in the Reports of Condition and Income

Dollar amounts in thousands

| | | | |
|-----------------------------------|----------|----|----|
| 1. Comments?..... | RCON6979 | No | 1. |
| 2. Bank Management Statement..... | TEXT6980 | | 2. |

Schedule RI - Income Statement

Dollar amounts in thousands

| | | | |
|---|----------|--------|----------|
| 1. Interest income: | | | |
| a. Interest and fee income on loans: | | | |
| 1. Loans secured by real estate..... | RIAD4011 | 58,410 | 1.a.1. |
| 2. Commercial and industrial loans..... | RIAD4012 | 3,599 | 1.a.2. |
| 3. Loans to individuals for household, family, and other personal expenditures: | | | |
| a. Credit cards..... | RIADB485 | 0 | 1.a.3.a. |
| b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)..... | RIADB486 | 267 | 1.a.3.b. |
| 4. Loans to foreign governments and official institutions..... | RIAD4056 | 0 | 1.a.4. |
| 5. All other loans..... | RIAD4058 | 4,662 | 1.a.5. |
| 6. Total interest and fee income on loans..... | RIAD4010 | 66,938 | 1.a.6. |
| b. Income from lease financing receivables..... | RIAD4065 | 0 | 1.b. |
| c. Interest income on balances due from depository institutions..... | RIAD4115 | 46 | 1.c. |
| d. Interest and dividend income on securities: | | | |
| 1. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)..... | RIADB488 | 4,331 | 1.d.1. |
| 2. Mortgage-backed securities..... | RIADB489 | 10,623 | 1.d.2. |
| 3. All other securities (includes securities issued by states and political subdivisions in the U.S.)..... | RIAD4060 | 4,553 | 1.d.3. |
| e. Interest income from trading assets..... | RIAD4069 | 0 | 1.e. |
| f. Interest income on federal funds sold and securities purchased under agreements to resell..... | RIAD4020 | 1,380 | 1.f. |

Dollar amounts in thousands

| | | | |
|--|----------|--------|----------|
| g. Other interest income..... | RIAD4518 | 272 | 1.g. |
| h. Total interest income..... | RIAD4107 | 88,143 | 1.h. |
| 2. Interest expense: | | | 2. |
| a. Interest on deposits: | | | 2.a. |
| 1. Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)..... | RIAD4508 | 35 | 2.a.1. |
| 2. Nontransaction accounts: | | | 2.a.2. |
| a. Savings deposits (includes MMDAs)..... | RIAD0093 | 12,913 | 2.a.2.a. |
| b. Time deposits of \$100,000 or more..... | RIADA517 | 8,858 | 2.a.2.b. |
| c. Time deposits of less than \$100,000..... | RIADA518 | 17,983 | 2.a.2.c. |
| b. Expense of federal funds purchased and securities sold under agreements to repurchase..... | RIAD4180 | 1,478 | 2.b. |
| c. Interest on trading liabilities and other borrowed money..... | RIAD4185 | 1,704 | 2.c. |
| d. Interest on subordinated notes and debentures..... | RIAD4200 | 0 | 2.d. |
| e. Total interest expense | RIAD4073 | 42,971 | 2.e. |
| 3. Net interest income..... | RIAD4074 | 45,172 | 3. |
| 4. Provision for loan and lease losses..... | RIAD4230 | 1,032 | 4. |
| 5. Noninterest income: | | | 5. |
| a. Income from fiduciary activities | RIAD4070 | 1,924 | 5.a. |
| b. Service charges on deposit accounts..... | RIAD4080 | 9,483 | 5.b. |
| c. Trading revenue..... | RIADA220 | 0 | 5.c. |
| d. Not available | | | 5.d. |
| 1. Fees and commissions from securities brokerage..... | RIADC886 | 659 | 5.d.1. |
| 2. Investment banking, advisory, and underwriting fees and commissions..... | RIADC888 | 0 | 5.d.2. |
| 3. Fees and commissions from annuity sales..... | RIADC887 | 402 | 5.d.3. |
| 4. Underwriting income from insurance and reinsurance activities..... | RIADC386 | 0 | 5.d.4. |
| 5. Income from other insurance activities..... | RIADC387 | 3 | 5.d.5. |
| e. Venture capital revenue..... | RIADB491 | 0 | 5.e. |
| f. Net servicing fees..... | RIADB492 | 38 | 5.f. |
| g. Net securitization income..... | RIADB493 | 0 | 5.g. |
| h. Not applicable | | | 5.h. |
| i. Net gains (losses) on sales of loans and leases..... | RIAD5416 | 2,492 | 5.i. |
| j. Net gains (losses) on sales of other real estate owned..... | RIAD5415 | 0 | 5.j. |
| k. Net gains (losses) on sales of other assets (excluding securities)..... | RIADB496 | -39 | 5.k. |
| l. Other noninterest income..... | RIADB497 | 3,365 | 5.l. |
| m. Total noninterest income..... | RIAD4079 | 18,327 | 5.m. |
| 6. Not available | | | 6. |
| a. Realized gains (losses) on held-to-maturity securities..... | RIAD3521 | 0 | 6.a. |
| b. Realized gains (losses) on available-for-sale securities..... | RIAD3196 | 34 | 6.b. |
| 7. Noninterest expense: | | | 7. |
| a. Salaries and employee benefits..... | RIAD4135 | 25,351 | 7.a. |
| b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)..... | RIAD4217 | 9,069 | 7.b. |
| c. Not available | | | 7.c. |
| 1. Goodwill impairment losses..... | RIADC216 | 0 | 7.c.1. |
| 2. Amortization expense and impairment losses for other intangible assets..... | RIADC232 | 966 | 7.c.2. |
| d. Other noninterest expense..... | RIAD4092 | 12,921 | 7.d. |
| e. Total noninterest expense..... | RIAD4093 | 48,307 | 7.e. |
| 8. Income (loss) before income taxes and extraordinary items and other adjustments..... | RIAD4301 | 14,194 | 8. |
| 9. Applicable income taxes (on item 8)..... | RIAD4302 | 3,132 | 9. |
| 10. Income (loss) before extraordinary items and other adjustments..... | RIAD4300 | 11,062 | 10. |

Dollar amounts in thousands

| | | | |
|---|----------|--------|--------|
| 11. Extraordinary items and other adjustments, net of income taxes..... | RIAD4320 | 0 | 11. |
| 12. Net income (loss)..... | RIAD4340 | 11,062 | 12. |
| 1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes..... | RIAD4513 | 690 | M.1. |
| 2. Income from the sale and servicing of mutual funds and annuities (included in Schedule RI, item 8)..... | RIAD8431 | 1,061 | M.2. |
| 3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b)..... | RIAD4313 | 4,555 | M.3. |
| 4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3))..... | RIAD4507 | 1,108 | M.4. |
| 5. Number of full-time equivalent employees at end of current period..... | RIAD4150 | 469 | M.5. |
| 6. Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5))..... | RIAD4024 | 0 | M.6. |
| 7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition..... | RIAD9106 | 0 | M.7. |
| 8. Trading revenue (from cash instruments and derivative instruments): | | | M.8. |
| a. Interest rate exposures..... | RIAD8757 | NR | M.8.a. |
| b. Foreign exchange exposures..... | RIAD8758 | NR | M.8.b. |
| c. Equity security and index exposures..... | RIAD8759 | NR | M.8.c. |
| d. Commodity and other exposures..... | RIAD8760 | NR | M.8.d. |
| e. Credit exposures..... | RIADF186 | NR | M.8.e. |
| 9. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account: | | | M.9. |
| a. Net gains (losses) on credit derivatives held for trading..... | RIADC889 | 0 | M.9.a. |
| b. Net gains (losses) on credit derivatives held for purposes other than trading..... | RIADC890 | 0 | M.9.b. |
| 10. Credit losses on derivatives..... | RIADA251 | 0 | M.10. |
| 11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?..... | RIADA530 | No | M.11. |
| 12. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule RI, item 1.a.(1))..... | RIADF228 | NR | M.12. |

Schedule RI-A - Changes in Equity Capital

Dollar amounts in thousands

| | | | |
|---|----------|---------|-----|
| 1. Total equity capital most recently reported for the December 31, 2006, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)..... | RIAD3217 | 144,651 | 1. |
| 2. Restatements due to corrections of material accounting errors and changes in accounting principles..... | RIADB507 | 0 | 2. |
| 3. Balance end of previous calendar year as restated..... | RIADB508 | 144,651 | 3. |
| 4. Net income (loss)..... | RIAD4340 | 11,062 | 4. |
| 5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions)..... | RIADB509 | 0 | 5. |
| 6. Treasury stock transactions, net..... | RIADB510 | 0 | 6. |
| 7. Changes incident to business combinations, net..... | RIAD4356 | 0 | 7. |
| 8. Cash dividends declared on preferred stock..... | RIAD4470 | 0 | 8. |
| 9. Cash dividends declared on common stock..... | RIAD4460 | 10,000 | 9. |
| 10. Other comprehensive income..... | RIADB511 | -110 | 10. |
| 11. Other transactions with parent holding company (not included in items 5, 6, 8, or 9 above)..... | RIAD4415 | 0 | 11. |
| 12. Total equity capital end of current period..... | RIAD3210 | 145,603 | 12. |

Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases

| Dollar amounts in thousands | | (Column A) Charge-offs Calendar year-to-date | (Column B) Recoveries Calendar year-to-date | | |
|---|----------|---|--|--------|----------|
| 1. Loans secured by real estate: | | | | 1. | |
| a. Construction, land development, and other land loans..... | RIAD3582 | 375 | RIAD3583 | 0 | 1.a. |
| b. Secured by farmland..... | RIAD3584 | 0 | RIAD3585 | 0 | 1.b. |
| c. Secured by 1-4 family residential properties: | | | | 1.c. | |
| 1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit..... | RIAD5411 | 7 | RIAD5412 | 0 | 1.c.1. |
| 2. Closed-end loans secured by 1-4 family residential properties: | | | | 1.c.2. | |
| a. Secured by first liens..... | RIADC234 | 50 | RIADC217 | 0 | 1.c.2.a. |
| b. Secured by junior liens..... | RIADC235 | 0 | RIADC218 | 1 | 1.c.2.b. |
| d. Secured by multifamily (5 or more) residential properties..... | RIAD3588 | 340 | RIAD3589 | 0 | 1.d. |
| e. Secured by nonfarm nonresidential properties..... | RIAD3590 | 0 | RIAD3591 | 0 | 1.e. |
| 2. Loans to depository institutions and acceptances of other banks..... | RIAD4481 | 0 | RIAD4482 | 0 | 2. |
| 3. Not applicable | | | | | 3. |
| 4. Commercial and industrial loans..... | RIAD4638 | 0 | RIAD4608 | 21 | 4. |
| 5. Loans to individuals for household, family, and other personal expenditures: | | | | | 5. |
| a. Credit cards..... | RIADB514 | 0 | RIADB515 | 0 | 5.a. |
| b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)..... | RIADB516 | 289 | RIADB517 | 159 | 5.b. |
| 6. Loans to foreign governments and official institutions..... | RIAD4643 | 0 | RIAD4627 | 0 | 6. |
| 7. All other loans..... | RIAD4644 | 30 | RIAD4628 | 12 | 7. |
| 8. Lease financing receivables..... | RIAD4266 | 0 | RIAD4267 | 0 | 8. |
| 9. Total..... | RIAD4635 | 1,091 | RIAD4605 | 193 | 9. |
| 1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 4 and 7, above..... | RIAD5409 | 0 | RIAD5410 | 0 | M.1. |
| 2. Not available | | | | | M.2. |
| a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above)..... | RIAD4652 | 0 | RIAD4662 | 0 | M.2.a. |
| b. Loans to and acceptances of foreign banks (included in Schedule RI-B, part I, item 2, above)..... | RIAD4654 | 0 | RIAD4664 | 0 | M.2.b. |
| c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 4, above)..... | RIAD4646 | 0 | RIAD4618 | 0 | M.2.c. |
| d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RI-B, part I, item 8, above)..... | RIADF185 | 0 | RIADF187 | 0 | M.2.d. |
| 3. Loans to finance agricultural production and other loans to farmers (included in Schedule RI-B, part I, item 7, above)..... | RIAD4655 | 0 | RIAD4665 | 0 | M.3. |

Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases

Dollar amounts in thousands

| | | | |
|---|----------|----|------|
| 4. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)..... | RIADC388 | NR | M.4. |
|---|----------|----|------|

Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases

Dollar amounts in thousands

| | (Column A) Charge-offs Calendar year-to-date | (Column A) Recoveries Calendar year-to-date | | | |
|---|---|--|----------|---|--------|
| 5. Construction, land development, and other land loans | | | M.5. | | |
| a. 1-4 family residential construction loans..... | RIADC891 | 375 | RIADC892 | 0 | M.5.a. |

| Dollar amounts in thousands | | (Column A) Charge-offs Calendar year-to-date | | (Column A) Recoveries Calendar year-to-date | |
|--|----------|---|----------|--|--------|
| b. Other construction loans and all land development and other land loans..... | RIADC893 | 0 | RIADC894 | 0 | M.5.b. |
| 6. Loans secured by nonfarm nonresidential properties: | | | | | M.6. |
| a. Loans secured by owner-occupied nonfarm nonresidential properties..... | RIADC895 | 0 | RIADC896 | 0 | M.6.a. |
| b. Loans secured by other nonfarm nonresidential properties..... | RIADC897 | 0 | RIADC898 | 0 | M.6.b. |

Schedule RI-B Part II - Changes in Allowance for Loan and Lease Losses

Dollar amounts in thousands

| | | | |
|---|----------|-------|------|
| 1. Balance most recently reported for the December 31, 2006, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)..... | RIADB522 | 7,797 | 1. |
| 2. Recoveries | RIAD4605 | 193 | 2. |
| 3. Charge-offs..... | RIADC079 | 1,091 | 3. |
| 4. Write-downs arising from transfers of loans to a held-for-sale account..... | RIAD5523 | 0 | 4. |
| 5. Provision for loan and lease losses..... | RIAD4230 | 1,032 | 5. |
| 6. Adjustments..... | RIADC233 | 0 | 6. |
| 7. Balance end of current period..... | RIAD3123 | 7,931 | 7. |
| 1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above | RIADC435 | 0 | M.1. |
| 2. Separate valuation allowance for uncollectible retail credit card fees and finance charges. | RIADC389 | NR | M.2. |
| 3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges..... | RIADC390 | NR | M.3. |
| 4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule RI-B, part II, item 7, above)..... | RIADC781 | 0 | M.4. |

Schedule RI-E - Explanations

Dollar amounts in thousands

| | | | |
|--|----------|-----------------|--------|
| 1. Other noninterest income (from Schedule RI, item 5.I) | | | 1. |
| a. Income and fees from the printing and sale of checks..... | RIADC013 | 0 | 1.a. |
| b. Earnings on/increase in value of cash surrender value of life insurance..... | RIADC014 | 0 | 1.b. |
| c. Income and fees from automated teller machines (ATMs)..... | RIADC016 | 0 | 1.c. |
| d. Rent and other income from other real estate owned..... | RIAD4042 | 0 | 1.d. |
| e. Safe deposit box rent..... | RIADC015 | 0 | 1.e. |
| f. Disclose component and the dollar amount of that component: | | | 1.f. |
| 1. Describe component..... | TEXT4461 | Debit card fees | 1.f.1. |
| 2. Amount of component..... | RIAD4461 | 1,128 | 1.f.2. |
| g. Disclose component and the dollar amount of that component: | | | 1.g. |
| 1. Describe component..... | TEXT4462 | | 1.g.1. |
| 2. Amount of component..... | RIAD4462 | 0 | 1.g.2. |
| h. Disclose component and the dollar amount of that component: | | | 1.h. |
| 1. Describe component..... | TEXT4463 | | 1.h.1. |
| 2. Amount of component..... | RIAD4463 | 0 | 1.h.2. |
| i. Net change in the fair values of financial instruments accounted for under a fair value option..... | RIADF229 | 0 | 1.i. |
| 2. Other noninterest expense (from Schedule RI, item 7.d) | | | 2. |
| a. Data processing expenses..... | RIADC017 | 2,967 | 2.a. |
| b. Advertising and marketing expenses..... | RIAD0497 | 1,306 | 2.b. |
| c. Directors' fees..... | RIAD4136 | 0 | 2.c. |
| d. Printing, stationery, and supplies..... | RIADC018 | 0 | 2.d. |

Dollar amounts in thousands

| | | | |
|---|----------|----|--------|
| e. Postage..... | RIAD8403 | 0 | 2.e. |
| f. Legal fees and expenses..... | RIAD4141 | 0 | 2.f. |
| g. FDIC deposit insurance assessments..... | RIAD4146 | 0 | 2.g. |
| h. Disclose component and the dollar amount of that component: | | | 2.h. |
| 1. Describe component..... | TEXT4464 | | 2.h.1. |
| 2. Amount of component..... | RIAD4464 | 0 | 2.h.2. |
| i. Disclose component and the dollar amount of that component: | | | 2.i. |
| 1. Describe component..... | TEXT4467 | | 2.i.1. |
| 2. Amount of component..... | RIAD4467 | 0 | 2.i.2. |
| j. Disclose component and the dollar amount of that component: | | | 2.j. |
| 1. Describe component..... | TEXT4468 | | 2.j.1. |
| 2. Amount of component..... | RIAD4468 | 0 | 2.j.2. |
| 3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11): | | | 3. |
| a. Disclose component, the gross dollar amount of that component, and its related income tax: | | | 3.a. |
| 1. Describe component..... | TEXT4469 | | 3.a.1. |
| 2. Amount of component..... | RIAD4469 | 0 | 3.a.2. |
| 3. Applicable income tax effect..... | RIAD4486 | 0 | 3.a.3. |
| b. Disclose component, the gross dollar amount of that component, and its related income tax: | | | 3.b. |
| 1. Describe component..... | TEXT4487 | | 3.b.1. |
| 2. Amount of component..... | RIAD4487 | 0 | 3.b.2. |
| 3. Applicable income tax effect..... | RIAD4488 | 0 | 3.b.3. |
| c. Disclose component, the gross dollar amount of that component, and its related income tax: | | | 3.c. |
| 1. Describe component..... | TEXT4489 | | 3.c.1. |
| 2. Amount of component..... | RIAD4489 | 0 | 3.c.2. |
| 3. Applicable income tax effect..... | RIAD4491 | 0 | 3.c.3. |
| 4. Restatements due to corrections of material accounting errors and changes in accounting principles (from Schedule RI-A, item 2): | | | 4. |
| a. Cumulative-effect adjustment resulting from the initial adoption of FAS 159, Fair Value Option..... | RIADF465 | 0 | 4.a. |
| b. Disclose component and the dollar amount of that component: | | | 4.b. |
| 1. Describe component..... | TEXTB527 | | 4.b.1. |
| 2. Amount of component..... | RIADB527 | 0 | 4.b.2. |
| 5. Other transactions with parent holding company (from Schedule RI-A, item 11): | | | 5. |
| a. Disclose component and the dollar amount of that component: | | | 5.a. |
| 1. Describe component..... | TEXT4498 | | 5.a.1. |
| 2. Amount of component..... | RIAD4498 | 0 | 5.a.2. |
| b. Disclose component and the dollar amount of that component: | | | 5.b. |
| 1. Describe component..... | TEXT4499 | | 5.b.1. |
| 2. Amount of component..... | RIAD4499 | 0 | 5.b.2. |
| 6. Adjustments to allowance for loan and lease losses (from Schedule RI-B, part II, item 6): | | | 6. |
| a. Disclose component and the dollar amount of that component: | | | 6.a. |
| 1. Describe component..... | TEXT4521 | | 6.a.1. |
| 2. Amount of component..... | RIAD4521 | 0 | 6.a.2. |
| b. Disclose component and the dollar amount of that component: | | | 6.b. |
| 1. Describe component..... | TEXT4522 | | 6.b.1. |
| 2. Amount of component..... | RIAD4522 | 0 | 6.b.2. |
| 7. Other explanations: | | | 7. |
| a. Comments?..... | RIAD4769 | No | 7.a. |

Dollar amounts in thousands

| | | | |
|----------------------------|----------|--|------|
| b. Other explanations..... | TEXT4769 | | 7.b. |
|----------------------------|----------|--|------|

Schedule RC - Balance Sheet

Dollar amounts in thousands

| | | | |
|--|----------|------------------|---------|
| 1. Cash and balances due from depository institutions (from Schedule RC-A): | | | 1. |
| a. Noninterest-bearing balances and currency and coin..... | RCON0081 | 32,374 | 1.a. |
| b. Interest-bearing balances..... | RCON0071 | 353 | 1.b. |
| 2. Securities: | | | 2. |
| a. Held-to-maturity securities (from Schedule RC-B, column A)..... | RCON1754 | 0 | 2.a. |
| b. Available-for-sale securities (from Schedule RC-B, column D)..... | RCON1773 | 360,937 | 2.b. |
| 3. Federal funds sold and securities purchased under agreements to resell: | | | 3. |
| a. Federal funds sold..... | RCONB987 | 0 | 3.a. |
| b. Securities purchased under agreements to resell..... | RCONB989 | 0 | 3.b. |
| 4. Loans and lease financing receivables (from Schedule RC-C): | | | 4. |
| a. Loans and leases held for sale..... | RCON5369 | 8,022 | 4.a. |
| b. Loans and leases, net of unearned income..... | RCONB528 | 1,046,190 | 4.b. |
| c. Allowance for loan and lease losses..... | RCON3123 | 7,931 | 4.c. |
| d. Loans and leases, net of unearned income and allowance..... | RCONB529 | 1,038,259 | 4.d. |
| 5. Trading assets (from Schedule RC-D)..... | RCON3545 | 0 | 5. |
| 6. Premises and fixed assets (including capitalized leases)..... | RCON2145 | 49,433 | 6. |
| 7. Other real estate owned (from Schedule RC-M)..... | RCON2150 | 1,466 | 7. |
| 8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)..... | RCON2130 | 0 | 8. |
| 9. Not applicable | | | 9. |
| 10. Intangible assets: | | | 10. |
| a. Goodwill..... | RCON3163 | 35,348 | 10.a. |
| b. Other intangible assets (from Schedule RC-M)..... | RCON0426 | 3,794 | 10.b. |
| 11. Other assets (from Schedule RC-F)..... | RCON2160 | 55,189 | 11. |
| 12. Total assets..... | RCON2170 | 1,585,175 | 12. |
| 13. Deposits: | | | 13. |
| a. In domestic offices..... | RCON2200 | 1,275,634 | 13.a. |
| 1. Noninterest-bearing..... | RCON6631 | 162,734 | 13.a.1. |
| 2. Interest-bearing..... | RCON6636 | 1,112,900 | 13.a.2. |
| b. Not applicable | | | 13.b. |
| 14. Federal funds purchased and securities sold under agreements to repurchase: | | | 14. |
| a. Federal funds purchased..... | RCONB993 | 24,465 | 14.a. |
| b. Securities sold under agreements to repurchase..... | RCONB995 | 26,829 | 14.b. |
| 15. Trading liabilities (from Schedule RC-D)..... | RCON3548 | 0 | 15. |
| 16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)..... | RCON3190 | 96,970 | 16. |
| 17. Not applicable | | | 17. |
| 18. Not applicable | | | 18. |
| 19. Subordinated notes and debentures..... | RCON3200 | 0 | 19. |
| 20. Other liabilities (from Schedule RC-G)..... | RCON2930 | 15,674 | 20. |
| 21. Total liabilities..... | RCON2948 | 1,439,572 | 21. |
| 22. Minority interest in consolidated subsidiaries..... | RCON3000 | 0 | 22. |
| 23. Perpetual preferred stock and related surplus..... | RCON3838 | 0 | 23. |
| 24. Common stock..... | RCON3230 | 3,600 | 24. |
| 25. Surplus (exclude all surplus related to preferred stock)..... | RCON3839 | 84,382 | 25. |
| 26. Not available | | | 26. |

Dollar amounts in thousands

| | | | |
|---|----------|------------------|-------|
| a. Retained earnings..... | RCON3632 | 58,180 | 26.a. |
| b. Accumulated other comprehensive income..... | RCONB530 | -559 | 26.b. |
| 27. Other equity capital components..... | RCONA130 | 0 | 27. |
| 28. Total equity capital..... | RCON3210 | 145,603 | 28. |
| 29. Total liabilities, minority interest, and equity capital..... | RCON3300 | 1,585,175 | 29. |
| 1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2006..... | RCON6724 | NR | M.1. |

Schedule RC-A - Cash and Balances Due From Depository Institutions

Dollar amounts in thousands

| | | | |
|---|----------|---------------|------|
| 1. Cash items in process of collection, unposted debits, and currency and coin: | | | 1. |
| a. Cash items in process of collection and unposted debits..... | RCON0020 | 11,907 | 1.a. |
| b. Currency and coin..... | RCON0080 | 12,817 | 1.b. |
| 2. Balances due from depository institutions in the U.S: | | | 2. |
| a. U.S. branches and agencies of foreign banks..... | RCON0083 | 0 | 2.a. |
| b. Other commercial banks in the U.S. and other depository institutions in the U.S..... | RCON0085 | 753 | 2.b. |
| 3. Balances due from banks in foreign countries and foreign central banks: | | | 3. |
| a. Foreign branches of other U.S. banks..... | RCON0073 | 0 | 3.a. |
| b. Other banks in foreign countries and foreign central banks..... | RCON0074 | 41 | 3.b. |
| 4. Balances due from Federal Reserve Banks..... | RCON0090 | 7,209 | 4. |
| 5. Total..... | RCON0010 | 32,727 | 5. |

Schedule RC-B - Securities

| Dollar amounts in thousands | | | | | |
|---|--|--|--|--|--------|
| | (Column A) Held-to-maturity Amortized Cost | (Column B) Held-to-maturity Fair Value | (Column C) Available-for-sale Amortized Cost | (Column D) Available-for-sale Fair Value | |
| | RCON0211 | RCON0213 | RCON1286 | RCON1287 | |
| 1. U.S. Treasury securities..... | 0 | 0 | 0 | 0 | 1. |
| 2. U.S. Government agency obligations (exclude mortgage-backed securities): | | | | | 2. |
| a. Issued by U.S. Government agencies..... | 0 | 0 | 0 | 0 | 2.a. |
| b. Issued by U.S. Government-sponsored agencies..... | 0 | 0 | 67,962 | 70,154 | 2.b. |
| 3. Securities issued by states and political subdivisions in the U.S..... | 0 | 0 | 35,353 | 35,670 | 3. |
| 4. Mortgage-backed securities (MBS): | | | | | 4. |
| a. Pass-through securities: | | | | | 4.a. |
| 1. Guaranteed by GNMA..... | 0 | 0 | 281 | 285 | 4.a.1. |
| 2. Issued by FNMA and FHLMC..... | 0 | 0 | 69,934 | 71,478 | 4.a.2. |
| 3. Other pass-through securities..... | 0 | 0 | 0 | 0 | 4.a.3. |
| b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS): | | | | | 4.b. |
| 1. Issued or guaranteed by FNMA, FHLMC, or GNMA..... | 0 | 0 | 108,767 | 108,710 | 4.b.1. |
| 2. Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA..... | 0 | 0 | 0 | 0 | 4.b.2. |
| 3. All other mortgage-backed securities..... | 0 | 0 | 19,770 | 19,798 | 4.b.3. |
| 5. Asset-backed securities (ABS)..... | 0 | 0 | 0 | 0 | 5. |
| 6. Other debt securities: | | | | | 6. |
| a. Other domestic debt securities..... | 0 | 0 | 53,039 | 48,289 | 6.a. |

| Dollar amounts in thousands | | | | | |
|---|--|--|--|--|------|
| | (Column A) Held-to-maturity Amortized Cost | (Column B) Held-to-maturity Fair Value | (Column C) Available-for-sale Amortized Cost | (Column D) Available-for-sale Fair Value | |
| | RCON1742 | RCON1743 | RCON1744 | RCON1746 | |
| b. Foreign debt securities..... | 0 | 0 | 0 | 0 | 6.b. |
| 7. Investments in mutual funds and other equity securities with readily determinable fair values..... | | | RCONA510 6,745 | RCONA511 6,553 | 7. |
| 8. Total..... | 0 | 0 | RCON1772 361,851 | RCON1773 360,937 | 8. |

Schedule RC-B - Securities

Dollar amounts in thousands

| | | | |
|---|----------|---------------|----------|
| 1. Pledged securities..... | RCON0416 | 73,163 | M.1. |
| 2. Maturity and repricing data for debt securities (excluding those in nonaccrual status): | | | M.2. |
| a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: | | | M.2.a. |
| 1. Three months or less..... | RCONA549 | 42,604 | M.2.a.1. |
| 2. Over three months through 12 months..... | RCONA550 | 2,274 | M.2.a.2. |
| 3. Over one year through three years..... | RCONA551 | 36,175 | M.2.a.3. |
| 4. Over three years through five years..... | RCONA552 | 37,636 | M.2.a.4. |
| 5. Over five years through 15 years..... | RCONA553 | 29,267 | M.2.a.5. |
| 6. Over 15 years..... | RCONA554 | 6,157 | M.2.a.6. |
| b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: | | | M.2.b. |
| 1. Three months or less..... | RCONA555 | 1,340 | M.2.b.1. |
| 2. Over three months through 12 months..... | RCONA556 | 2,261 | M.2.b.2. |
| 3. Over one year through three years..... | RCONA557 | 90 | M.2.b.3. |
| 4. Over three years through five years..... | RCONA558 | 0 | M.2.b.4. |
| 5. Over five years through 15 years..... | RCONA559 | 67,819 | M.2.b.5. |
| 6. Over 15 years..... | RCONA560 | 253 | M.2.b.6. |
| c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of: | | | M.2.c. |
| 1. Three years or less..... | RCONA561 | 85,387 | M.2.c.1. |
| 2. Over three years..... | RCONA562 | 43,121 | M.2.c.2. |
| d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above)..... | RCONA248 | 7,467 | M.2.d. |
| 3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)..... | RCON1778 | 0 | M.3. |
| 4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6): | | | M.4. |
| a. Amortized cost..... | RCON8782 | 0 | M.4.a. |
| b. Fair value..... | RCON8783 | 0 | M.4.b. |

Schedule RC-B - Securities

| Dollar amounts in thousands | | (Column A) Held-to-maturity Amortized Cost | (Column B) Held-to-maturity Fair Value | (Column C) Available-for-sale Amortized Cost | (Column D) Available-for-sale Fair Value | |
|---|--|--|--|--|--|--------|
| 5. Asset-backed securities (ABS): | | | | | | M.5. |
| | | RCONB838 | RCONB839 | RCONB840 | RCONB841 | |
| a. Credit card receivables..... | | 0 | 0 | 0 | 0 | M.5.a. |
| | | RCONB842 | RCONB843 | RCONB844 | RCONB845 | |
| b. Home equity lines..... | | 0 | 0 | 0 | 0 | M.5.b. |
| | | RCONB846 | RCONB847 | RCONB848 | RCONB849 | |
| c. Automobile loans..... | | 0 | 0 | 0 | 0 | M.5.c. |
| | | RCONB850 | RCONB851 | RCONB852 | RCONB853 | |
| d. Other consumer loans..... | | 0 | 0 | 0 | 0 | M.5.d. |
| | | RCONB854 | RCONB855 | RCONB856 | RCONB857 | |
| e. Commercial and industrial loans..... | | 0 | 0 | 0 | 0 | M.5.e. |
| | | RCONB858 | RCONB859 | RCONB860 | RCONB861 | |
| f. Other..... | | 0 | 0 | 0 | 0 | M.5.f. |

Schedule RC-C Part I - Loans and Leases

| | | Dollar amounts in thousands | | |
|-----|--|--|---|----------|
| | | (Column A) To Be Completed by Banks with \$300 Million or More in Total Assets | (Column B) To Be Completed by All Banks | |
| 1. | Loans secured by real estate: | | | 1. |
| a. | Construction, land development, and other land loans..... | | RCON1415 124,958 | 1.a. |
| b. | Secured by farmland (including farm residential and other improvements)..... | | RCON1420 0 | 1.b. |
| c. | Secured by 1-4 family residential properties: | | | 1.c. |
| 1. | Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit..... | | RCON1797 101,701 | 1.c.1. |
| 2. | Closed-end loans secured by 1-4 family residential properties: | | | 1.c.2. |
| a. | Secured by first liens..... | | RCON5367 357,992 | 1.c.2.a. |
| b. | Secured by junior liens..... | | RCON5368 36,012 | 1.c.2.b. |
| d. | Secured by multifamily (5 or more) residential properties..... | | RCON1460 77,018 | 1.d. |
| e. | Secured by nonfarm nonresidential properties..... | | RCON1480 205,735 | 1.e. |
| 2. | Loans to depository institutions and acceptances of other banks..... | | RCON1288 0 | 2. |
| a. | To commercial banks in the U.S.: | | | 2.a. |
| 1. | To U.S. branches and agencies of foreign banks..... | RCONB532 | 0 | 2.a.1. |
| 2. | To other commercial banks in the U.S..... | RCONB533 | 0 | 2.a.2. |
| b. | To other depository institutions in the U.S..... | RCONB534 | 0 | 2.b. |
| c. | To banks in foreign countries: | | | 2.c. |
| 1. | To foreign branches of other U.S. banks..... | RCONB536 | 0 | 2.c.1. |
| 2. | To other banks in foreign countries..... | RCONB537 | 0 | 2.c.2. |
| 3. | Loans to finance agricultural production and other loans to farmers.... | | RCON1590 0 | 3. |
| 4. | Commercial and industrial loans..... | | RCON1766 38,237 | 4. |
| a. | To U.S. addressees (domicile)..... | RCON1763 | 38,237 | 4.a. |
| b. | To non-U.S. addressees (domicile)..... | RCON1764 | 0 | 4.b. |
| 5. | Not applicable | | | 5. |
| 6. | Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper): | | | 6. |
| a. | Credit cards..... | | RCONB538 0 | 6.a. |
| b. | Other revolving credit plans..... | | RCONB539 619 | 6.b. |
| c. | Other consumer loans (includes single payment, installment, and all student loans)..... | | RCON2011 1,402 | 6.c. |
| 7. | Loans to foreign governments and official institutions (including foreign central banks)..... | | RCON2081 0 | 7. |
| 8. | Obligations (other than securities and leases) of states and political subdivisions in the U.S..... | | RCON2107 110,526 | 8. |
| 9. | Other loans..... | | RCON1563 12 | 9. |
| a. | Loans for purchasing or carrying securities (secured and unsecured)..... | RCON1545 | 0 | 9.a. |
| b. | All other loans (exclude consumer loans)..... | RCON1564 | 12 | 9.b. |
| 10. | Lease financing receivables (net of unearned income)..... | | RCON2165 0 | 10. |
| a. | Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)..... | RCONF162 | 0 | 10.a. |
| b. | All other leases..... | RCONF163 | 0 | 10.b. |
| 11. | Any unearned income on loans reflected in items 1-9 above..... | | RCON2123 0 | 11. |
| 12. | Total loans and leases, net of unearned income..... | | RCON2122 1,054,212 | 12. |

Schedule RC-C Part I - Loans and Leases

Dollar amounts in thousands

| | | | |
|--|----------|---------|----------|
| 1. Loans and leases restructured and in compliance with modified terms (included in Schedule RC-C, part I, and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1) (exclude loans secured by 1-4 family residential properties and loans to individuals for household, family, and other personal expenditures)..... | RCON1616 | 29 | M.1. |
| 2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status): | | | M.2. |
| a. Closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of: | | | M.2.a. |
| 1. Three months or less..... | RCONA564 | 17,199 | M.2.a.1. |
| 2. Over three months through 12 months..... | RCONA565 | 18,571 | M.2.a.2. |
| 3. Over one year through three years..... | RCONA566 | 43,525 | M.2.a.3. |
| 4. Over three years through five years..... | RCONA567 | 61,016 | M.2.a.4. |
| 5. Over five years through 15 years..... | RCONA568 | 96,029 | M.2.a.5. |
| 6. Over 15 years..... | RCONA569 | 120,908 | M.2.a.6. |
| b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of: | | | M.2.b. |
| 1. Three months or less..... | RCONA570 | 224,194 | M.2.b.1. |
| 2. Over three months through 12 months..... | RCONA571 | 32,641 | M.2.b.2. |
| 3. Over one year through three years..... | RCONA572 | 130,469 | M.2.b.3. |
| 4. Over three years through five years..... | RCONA573 | 116,477 | M.2.b.4. |
| 5. Over five years through 15 years..... | RCONA574 | 172,042 | M.2.b.5. |
| 6. Over 15 years..... | RCONA575 | 14,165 | M.2.b.6. |
| c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status)..... | RCONA247 | 180,124 | M.2.c. |
| 3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9, column B..... | RCON2746 | 0 | M.3. |
| 4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties (included in Schedule RC-C, part I, item 1.c.(2)(a), column B)..... | RCON5370 | 110,156 | M.4. |
| 5. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-C, part I, items 1.a through 1.e, column B)..... | RCONB837 | 0 | M.5. |
| 6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a..... | RCONC391 | NR | M.6. |
| 7. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale): | | | M.7. |
| a. Outstanding balance..... | RCONC779 | 0 | M.7.a. |
| b. Carrying amount included in Schedule RC-C, part I, items 1 through 9..... | RCONC780 | 0 | M.7.b. |
| 8. Closed-end loans with negative amortization features secured by 1-4 family residential properties: | | | M.8. |
| a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule RC-C, part I, items 1.c.(2)(a) and 1.c.(2)(b))..... | RCONF230 | 0 | M.8.a. |
| b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties..... | RCONF231 | NR | M.8.b. |
| c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying amount reported in Memorandum item 8.a above..... | RCONF232 | NR | M.8.c. |
| 9. Construction, land development, and other land loans: | | | M.9. |
| a. 1-4 family residential construction loans..... | RCONF158 | 30,671 | M.9.a. |
| b. Other construction loans and all land development and other land loans..... | RCONF159 | 94,287 | M.9.b. |
| 10. Loans secured by nonfarm nonresidential properties: | | | M.10. |

Dollar amounts in thousands

| | | | |
|---|----------|----------------|---------|
| a. Loans secured by owner-occupied nonfarm nonresidential properties..... | RCONF160 | 88,026 | M.10.a. |
| b. Loans secured by other nonfarm nonresidential properties..... | RCONF161 | 117,709 | M.10.b. |

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

| | | | |
|--|----------|-----------|------|
| 1. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, item 1.e, and all or substantially all of the dollar volume of your bank's "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4, have original amounts of \$100,000 or less..... | RCON6999 | NR | 1. |
| 2. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories: | | | 2. |
| a. "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, item 1.e..... | RCON5562 | NR | 2.a. |
| b. "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4..... | RCON5563 | NR | 2.b. |

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

| | (Column A) Number of Loans | (Column B) Amount Currently Outstanding | |
|---|----------------------------|---|------|
| 3. Number and amount currently outstanding of "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, item 1.e: | | | 3. |
| a. With original amounts of \$100,000 or less..... | RCON5564 NR | RCON5565 NR | 3.a. |
| b. With original amounts of more than \$100,000 through \$250,000..... | RCON5566 NR | RCON5567 NR | 3.b. |
| c. With original amounts of more than \$250,000 through \$1,000,000.. | RCON5568 NR | RCON5569 NR | 3.c. |
| 4. Number and amount currently outstanding of "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4: | | | 4. |
| a. With original amounts of \$100,000 or less..... | RCON5570 NR | RCON5571 NR | 4.a. |
| b. With original amounts of more than \$100,000 through \$250,000..... | RCON5572 NR | RCON5573 NR | 4.b. |
| c. With original amounts of more than \$250,000 through \$1,000,000.. | RCON5574 NR | RCON5575 NR | 4.c. |

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

| | | | |
|---|----------|-----------|------|
| 5. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b, and all or substantially all of the dollar volume of your bank's "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3, have original amounts of \$100,000 or less..... | RCON6860 | NR | 5. |
| 6. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories: | | | 6. |
| a. "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b..... | RCON5576 | NR | 6.a. |
| b. "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3..... | RCON5577 | NR | 6.b. |

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

| | (Column A) Number of Loans | (Column B) Amount Currently Outstanding | |
|--|----------------------------|---|----|
| 7. Number and amount currently outstanding of "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b: | | | 7. |

| Dollar amounts in thousands | | (Column A) Number of Loans | | (Column B) Amount Currently Outstanding | |
|--|----------|----------------------------|----------|---|------|
| a. With original amounts of \$100,000 or less..... | RCON5578 | NR | RCON5579 | NR | 7.a. |
| b. With original amounts of more than \$100,000 through \$250,000..... | RCON5580 | NR | RCON5581 | NR | 7.b. |
| c. With original amounts of more than \$250,000 through \$500,000..... | RCON5582 | NR | RCON5583 | NR | 7.c. |
| 8. Number and amount currently outstanding of "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3: | | | | | 8. |
| a. With original amounts of \$100,000 or less..... | RCON5584 | NR | RCON5585 | NR | 8.a. |
| b. With original amounts of more than \$100,000 through \$250,000..... | RCON5586 | NR | RCON5587 | NR | 8.b. |
| c. With original amounts of more than \$250,000 through \$500,000..... | RCON5588 | NR | RCON5589 | NR | 8.c. |

Schedule RC-D - Trading Assets and Liabilities

| Dollar amounts in thousands | | | |
|--|----------|----|------|
| 1. U.S. Treasury securities..... | RCON3531 | NR | 1. |
| 2. U.S. Government agency obligations (exclude mortgage-backed securities)..... | RCON3532 | NR | 2. |
| 3. Securities issued by states and political subdivisions in the U.S..... | RCON3533 | NR | 3. |
| 4. Mortgage-backed securities (MBS): | | | 4. |
| a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA..... | RCON3534 | NR | 4.a. |
| b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)..... | RCON3535 | NR | 4.b. |
| c. All other mortgage-backed securities..... | RCON3536 | NR | 4.c. |
| 5. Other debt securities..... | RCON3537 | NR | 5. |
| 6. Not applicable | | | 6. |
| 7. Not applicable | | | 7. |
| 8. Not applicable | | | 8. |
| 9. Other trading assets..... | RCON3541 | NR | 9. |
| 10. Not applicable | | | 10. |
| 11. Derivatives with a positive fair value..... | RCON3543 | NR | 11. |
| 12. Total trading assets..... | RCON3545 | 0 | 12. |
| 13. Liability for short positions | RCON3546 | NR | 13. |
| 14. Derivatives with a negative fair value..... | RCON3547 | NR | 14. |
| 15. Total trading liabilities..... | RCON3548 | 0 | 15. |

Schedule RC-E - Deposit Liabilities

| Dollar amounts in thousands | | (Column A) Transaction Accounts Total transaction accounts (including total demand deposits) | (Column B) Transaction Accounts Memo: Total demand deposits (included in column A) | (Column C) Nontransaction Accounts Total nontransaction accounts (including MMDAs) |
|---|----------|---|--|--|
| Deposits of: | | | | |
| 1. Individuals, partnerships, and corporations (include all certified and official checks)..... | RCONB549 | 163,275 | | RCONB550 1,091,677 |
| 2. U.S. Government..... | | 5 | | RCON2520 0 |
| 3. States and political subdivisions in the U.S..... | | 625 | | RCON2530 19,165 |

| | (Column A) Transaction Accounts Total transaction accounts (including total demand deposits) | (Column B) Transaction Accounts Memo: Total demand deposits (included in column A) | (Column C) Nontransaction Accounts Total nontransaction accounts (including MMDAs) | |
|---|---|--|--|----|
| Dollar amounts in thousands | | | | |
| | RCONB551 | | RCONB552 | |
| 4. Commercial banks and other depository institutions in the U.S..... | 0 | | 887 | 4. |
| | RCON2213 | | RCON2236 | |
| 5. Banks in foreign countries..... | 0 | | 0 | 5. |
| | RCON2216 | | RCON2377 | |
| 6. Foreign governments and official institutions (including foreign central banks)..... | 0 | | 0 | 6. |
| | RCON2215 | RCON2210 | RCON2385 | |
| 7. Total..... | 163,905 | 162,734 | 1,111,729 | 7. |

Schedule RC-E - Deposit Liabilities

Dollar amounts in thousands

| | | | |
|--|----------|---------|----------|
| 1. Selected components of total deposits: | | | M.1. |
| a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts..... | RCON6835 | 94,316 | M.1.a. |
| b. Total brokered deposits..... | RCON2365 | 887 | M.1.b. |
| c. Fully insured brokered deposits (included in Memorandum item 1.b above): | | | M.1.c. |
| 1. Issued in denominations of less than \$100,000..... | RCON2343 | 887 | M.1.c.1. |
| 2. Issued either in denominations of \$100,000 or in denominations greater than \$100,000 and participated out by the broker in shares of \$100,000 or less..... | RCON2344 | 0 | M.1.c.2. |
| d. Maturity data for brokered deposits: | | | M.1.d. |
| 1. Brokered deposits issued in denominations of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above)..... | RCONA243 | 887 | M.1.d.1. |
| 2. Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less..... | RCONA244 | 0 | M.1.d.2. |
| e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only)..... | RCON5590 | 13,356 | M.1.e. |
| 2. Components of total nontransaction accounts: | | | M.2. |
| a. Savings deposits: | | | M.2.a. |
| 1. Money market deposit accounts (MMDAs)..... | RCON6810 | 304,542 | M.2.a.1. |
| 2. Other savings deposits (excludes MMDAs)..... | RCON0352 | 282,222 | M.2.a.2. |
| b. Total time deposits of less than \$100,000..... | RCON6648 | 343,986 | M.2.b. |
| c. Total time deposits of \$100,000 or more..... | RCON2604 | 180,979 | M.2.c. |
| 1. Individual Retirement Accounts (IRAs) and Keogh Plan accounts included in Memorandum item 2.c, "Total time deposits of \$100,000 or more," above..... | RCONF233 | 17,740 | M.2.c.1. |
| 3. Maturity and repricing data for time deposits of less than \$100,000: | | | M.3. |
| a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of: | | | M.3.a. |
| 1. Three months or less..... | RCONA579 | 119,678 | M.3.a.1. |
| 2. Over three months through 12 months..... | RCONA580 | 162,655 | M.3.a.2. |
| 3. Over one year through three years..... | RCONA581 | 46,200 | M.3.a.3. |
| 4. Over three years..... | RCONA582 | 15,453 | M.3.a.4. |
| b. Time deposits of less than \$100,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above)..... | RCONA241 | 282,333 | M.3.b. |
| 4. Maturity and repricing data for time deposits of \$100,000 or more: | | | M.4. |

Dollar amounts in thousands

| | | | |
|---|----------|---------|----------|
| a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of: | | | |
| 1. Three months or less..... | RCONA584 | 77,971 | M.4.a. |
| 2. Over three months through 12 months..... | RCONA585 | 80,600 | M.4.a.1. |
| 3. Over one year through three years..... | RCONA586 | 14,270 | M.4.a.2. |
| 4. Over three years..... | RCONA587 | 8,138 | M.4.a.3. |
| b. Time deposits of \$100,000 or more with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above)..... | RCONA242 | 158,571 | M.4.a.4. |

Schedule RC-F - Other Assets

Dollar amounts in thousands

| | | | |
|--|----------|--------------------------------------|--------|
| 1. Accrued interest receivable..... | RCONB556 | 9,124 | 1. |
| 2. Net deferred tax assets..... | RCON2148 | 1,212 | 2. |
| 3. Interest-only strips receivable (not in the form of a security) on: | | | 3. |
| a. Mortgage loans..... | RCONA519 | 0 | 3.a. |
| b. Other financial assets..... | RCONA520 | 0 | 3.b. |
| 4. Equity securities that DO NOT have readily determinable fair values..... | RCON1752 | 12,077 | 4. |
| 5. Life insurance assets..... | RCONC009 | 28,105 | 5. |
| 6. All other assets..... | RCON2168 | 4,671 | 6. |
| a. Prepaid expenses..... | RCON2166 | 1,143 | 6.a. |
| b. Repossessed personal property (including vehicles)..... | RCON1578 | 0 | 6.b. |
| c. Derivatives with a positive fair value held for purposes other than trading..... | RCONC010 | 0 | 6.c. |
| d. Retained interests in accrued interest receivable related to securitized credit cards.... | RCONC436 | 0 | 6.d. |
| e. Disclose component and the dollar amount of that component: | | | 6.e. |
| 1. Describe component..... | TEXT3549 | Click here for value | 6.e.1. |
| 2. Amount of component..... | RCON3549 | 2,025 | 6.e.2. |
| f. Disclose component and the dollar amount of that component: | | | 6.f. |
| 1. Describe component..... | TEXT3550 | | 6.f.1. |
| 2. Amount of component..... | RCON3550 | 0 | 6.f.2. |
| g. Disclose component and the dollar amount of that component: | | | 6.g. |
| 1. Describe component..... | TEXT3551 | | 6.g.1. |
| 2. Amount of component..... | RCON3551 | 0 | 6.g.2. |
| 7. Total..... | RCON2160 | 55,189 | 7. |

(TEXT3549) Deferred Compensation Assets

Schedule RC-G - Other Liabilities

Dollar amounts in thousands

| | | | |
|---|----------|-------|------|
| 1. Not available | | | 1. |
| a. Interest accrued and unpaid on deposits..... | RCON3645 | 4,182 | 1.a. |
| b. Other expenses accrued and unpaid (includes accrued income taxes payable)..... | RCON3646 | 9,467 | 1.b. |
| 2. Net deferred tax liabilities..... | RCON3049 | 0 | 2. |
| 3. Allowance for credit losses on off-balance sheet credit exposures..... | RCONB557 | 0 | 3. |
| 4. All other liabilities..... | RCON2938 | 2,025 | 4. |
| a. Accounts payable..... | RCON3066 | 0 | 4.a. |
| b. Deferred compensation liabilities..... | RCONC011 | 2,025 | 4.b. |
| c. Dividends declared but not yet payable..... | RCON2932 | 0 | 4.c. |
| d. Derivatives with a negative fair value held for purposes other than trading..... | RCONC012 | 0 | 4.d. |

Dollar amounts in thousands

| | | | |
|--|----------|--------|--------|
| e. Disclose component and the dollar amount of that component: | | | 4.e. |
| 1. Describe component..... | TEXT3552 | | 4.e.1. |
| 2. Amount of component..... | RCON3552 | 0 | 4.e.2. |
| f. Disclose component and the dollar amount of that component: | | | 4.f. |
| 1. Describe component..... | TEXT3553 | | 4.f.1. |
| 2. Amount of component..... | RCON3553 | 0 | 4.f.2. |
| g. Disclose component and the dollar amount of that component: | | | 4.g. |
| 1. Describe component..... | TEXT3554 | | 4.g.1. |
| 2. Amount of component..... | RCON3554 | 0 | 4.g.2. |
| 5. Total..... | RCON2930 | 15,674 | 5. |

Schedule RC-K - Quarterly Averages

Dollar amounts in thousands

| | | | |
|--|----------|-----------|--------|
| 1. Interest-bearing balances due from depository institutions..... | RCON3381 | 1,348 | 1. |
| 2. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)..... | RCONB558 | 67,957 | 2. |
| 3. Mortgage-backed securities..... | RCONB559 | 189,154 | 3. |
| 4. All other securities (includes securities issued by states and political subdivisions in the U.S.)..... | RCONB560 | 114,913 | 4. |
| 5. Federal funds sold and securities purchased under agreements to resell..... | RCON3365 | 0 | 5. |
| 6. Loans: | | | 6. |
| a. Total loans..... | RCON3360 | 1,024,480 | 6.a. |
| b. Loans secured by real estate..... | RCON3385 | 872,907 | 6.b. |
| c. Commercial and industrial loans..... | RCON3387 | 43,522 | 6.c. |
| d. Loans to individuals for household, family, and other personal expenditures: | | | 6.d. |
| 1. Credit cards..... | RCONB561 | 0 | 6.d.1. |
| 2. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)..... | RCONB562 | 1,123 | 6.d.2. |
| 7. Trading assets..... | RCON3401 | 0 | 7. |
| 8. Lease financing receivables (net of unearned income)..... | RCON3484 | 0 | 8. |
| 9. Total assets..... | RCON3368 | 1,555,290 | 9. |
| 10. Interest-bearing transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits)..... | RCON3485 | 6,252 | 10. |
| 11. Nontransaction accounts: | | | 11. |
| a. Savings deposits (includes MMDAs)..... | RCONB563 | 587,902 | 11.a. |
| b. Time deposits of \$100,000 or more..... | RCONA514 | 174,927 | 11.b. |
| c. Time deposits of less than \$100,000..... | RCONA529 | 355,155 | 11.c. |
| 12. Federal funds purchased and securities sold under agreements to repurchase..... | RCON3353 | 60,231 | 12. |
| 13. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)..... | RCON3355 | 45,631 | 13. |
| 1. Loans to finance agricultural production and other loans to farmers | RCON3386 | 0 | M.1. |

Schedule RC-L - Derivatives and Off-Balance Sheet Items

Dollar amounts in thousands

| | | | |
|---|----------|--------|------|
| 1. Unused commitments: | | | 1. |
| a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines..... | RCON3814 | 85,003 | 1.a. |
| b. Credit card lines..... | RCON3815 | 0 | 1.b. |
| c. Commercial real estate, construction, and land development | | | 1.c. |

Dollar amounts in thousands

| | | | |
|---|----------|--------|----------|
| 1. Commitments to fund commercial real estate, construction, and land development loans secured by real estate..... | RCON3816 | 80,064 | 1.c.1. |
| a. 1-4 family residential construction loan commitments..... | RCONF164 | 16,522 | 1.c.1.a. |
| b. Commercial real estate, other construction loan, and land development loan commitments..... | RCONF165 | 63,542 | 1.c.1.b. |
| 2. Commitments to fund commercial real estate, construction, and land development loans not secured by real estate..... | RCON6550 | 0 | 1.c.2. |
| d. Securities underwriting..... | RCON3817 | 0 | 1.d. |
| e. Other unused commitments..... | RCON3818 | 62,073 | 1.e. |
| 2. Financial standby letters of credit..... | RCON3819 | 4,152 | 2. |
| a. Amount of financial standby letters of credit conveyed to others..... | RCON3820 | 0 | 2.a. |
| 3. Performance standby letters of credit..... | RCON3821 | 26,925 | 3. |
| a. Amount of performance standby letters of credit conveyed to others..... | RCON3822 | 0 | 3.a. |
| 4. Commercial and similar letters of credit..... | RCON3411 | 0 | 4. |
| 5. Not applicable | | | 5. |
| 6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank)..... | RCON3433 | 0 | 6. |

Schedule RC-L - Derivatives and Off-Balance Sheet Items

Dollar amounts in thousands

| | (Column A) Guarantor | | (Column B) Beneficiary | | |
|-----------------------------------|----------------------|---|------------------------|---|--------|
| 7. Credit derivatives: | | | | | 7. |
| a. Notional amounts: | | | | | 7.a. |
| 1. Credit default swaps..... | RCONC968 | 0 | RCONC969 | 0 | 7.a.1. |
| 2. Total return swaps..... | RCONC970 | 0 | RCONC971 | 0 | 7.a.2. |
| 3. Credit options..... | RCONC972 | 0 | RCONC973 | 0 | 7.a.3. |
| 4. Other credit derivatives..... | RCONC974 | 0 | RCONC975 | 0 | 7.a.4. |
| b. Gross fair values: | | | | | 7.b. |
| 1. Gross positive fair value..... | RCONC219 | 0 | RCONC221 | 0 | 7.b.1. |
| 2. Gross negative fair value..... | RCONC220 | 0 | RCONC222 | 0 | 7.b.2. |

Schedule RC-L - Derivatives and Off-Balance Sheet Items

Dollar amounts in thousands

| | | | |
|--|----------|---|--------|
| 8. Spot foreign exchange contracts..... | RCON8765 | 0 | 8. |
| 9. All other off-balance sheet liabilities (exclude derivatives)..... | RCON3430 | 0 | 9. |
| a. Securities borrowed..... | RCON3432 | 0 | 9.a. |
| b. Commitments to purchase when-issued securities..... | RCON3434 | 0 | 9.b. |
| c. Standby letters of credit issued by a Federal Home Loan Bank on the bank's behalf.. | RCONC978 | 0 | 9.c. |
| d. Disclose component and the dollar amount of that component: | | | 9.d. |
| 1. Describe component..... | TEXT3555 | | 9.d.1. |
| 2. Amount of component..... | RCON3555 | 0 | 9.d.2. |
| e. Disclose component and the dollar amount of that component: | | | 9.e. |
| 1. Describe component..... | TEXT3556 | | 9.e.1. |
| 2. Amount of component..... | RCON3556 | 0 | 9.e.2. |
| f. Disclose component and the dollar amount of that component: | | | 9.f. |
| 1. Describe component..... | TEXT3557 | | 9.f.1. |
| 2. Amount of component..... | RCON3557 | 0 | 9.f.2. |
| 10. All other off-balance sheet assets (exclude derivatives)..... | RCON5591 | 0 | 10. |
| a. Commitments to sell when-issued securities..... | RCON3435 | 0 | 10.a. |
| b. Disclose component and the dollar amount of that component: | | | 10.b. |

Dollar amounts in thousands

| | | | |
|--|----------|---|---------|
| 1. Describe component..... | TEXT5592 | | 10.b.1. |
| 2. Amount of component..... | RCON5592 | 0 | 10.b.2. |
| c. Disclose component and the dollar amount of that component: | | | 10.c. |
| 1. Describe component..... | TEXT5593 | | 10.c.1. |
| 2. Amount of component..... | RCON5593 | 0 | 10.c.2. |
| d. Disclose component and the dollar amount of that component: | | | 10.d. |
| 1. Describe component..... | TEXT5594 | | 10.d.1. |
| 2. Amount of component..... | RCON5594 | 0 | 10.d.2. |
| e. Disclose component and the dollar amount of that component: | | | 10.e. |
| 1. Describe component..... | TEXT5595 | | 10.e.1. |
| 2. Amount of component..... | RCON5595 | 0 | 10.e.2. |
| 11. Year-to-date merchant credit card sales volume: | | | 11. |
| a. Sales for which the reporting bank is the acquiring bank..... | RCONC223 | 0 | 11.a. |
| b. Sales for which the reporting bank is the agent bank with risk..... | RCONC224 | 0 | 11.b. |

Schedule RC-L - Derivatives and Off-Balance Sheet Items

| Dollar amounts in thousands | | | | | |
|---|---------------------------------------|---|--|--|---------|
| | (Column A) Interest Rate Contracts | (Column B) Foreign Exchange Contracts | (Column C) Equity Derivative Contracts | (Column D) Commodity and Other Contracts | |
| 12. Gross amounts (e.g., notional amounts): | | | | | 12. |
| | RCON8693 | RCON8694 | RCON8695 | RCON8696 | |
| a. Futures contracts..... | 0 | 0 | 0 | 0 | 12.a. |
| | RCON8697 | RCON8698 | RCON8699 | RCON8700 | |
| b. Forward contracts..... | 0 | 0 | 0 | 0 | 12.b. |
| c. Exchange-traded option contracts: | | | | | 12.c. |
| | RCON8701 | RCON8702 | RCON8703 | RCON8704 | |
| 1. Written options..... | 0 | 0 | 0 | 0 | 12.c.1. |
| | RCON8705 | RCON8706 | RCON8707 | RCON8708 | |
| 2. Purchased options..... | 0 | 0 | 0 | 0 | 12.c.2. |
| d. Over-the-counter option contracts: | | | | | 12.d. |
| | RCON8709 | RCON8710 | RCON8711 | RCON8712 | |
| 1. Written options..... | 0 | 0 | 0 | 0 | 12.d.1. |
| | RCON8713 | RCON8714 | RCON8715 | RCON8716 | |
| 2. Purchased options..... | 0 | 0 | 0 | 0 | 12.d.2. |
| e. Swaps..... | 0 | 0 | 0 | 0 | 12.e. |
| | RCONA126 | RCONA127 | RCON8723 | RCON8724 | |
| 13. Total gross notional amount of derivative contracts held for trading..... | 0 | 0 | 0 | 0 | 13. |
| 14. Total gross notional amount of derivative contracts held for purposes other than trading..... | 0 | 0 | 0 | 0 | 14. |
| | RCONA589 | | | | |
| a. Interest rate swaps where the bank has agreed to pay a fixed rate..... | 0 | | | | 14.a. |
| 15. Not available | | | | | 15. |
| a. Contracts held for trading: | | | | | 15.a. |
| | RCON8733 | RCON8734 | RCON8735 | RCON8736 | |
| 1. Gross positive fair value..... | 0 | 0 | 0 | 0 | 15.a.1. |
| | RCON8737 | RCON8738 | RCON8739 | RCON8740 | |
| 2. Gross negative fair value..... | 0 | 0 | 0 | 0 | 15.a.2. |

Dollar amounts in thousands

| | (Column A) Interest Rate Contracts | (Column B) Foreign Exchange Contracts | (Column C) Equity Derivative Contracts | (Column D) Commodity and Other Contracts | |
|--|---------------------------------------|---|--|--|---------|
| b. Contracts held for purposes other than trading: | | | | | 15.b. |
| | RCON8741 | RCON8742 | RCON8743 | RCON8744 | |
| 1. Gross positive fair value..... | 0 | 0 | 0 | 0 | 15.b.1. |
| | RCON8745 | RCON8746 | RCON8747 | RCON8748 | |
| 2. Gross negative fair value..... | 0 | 0 | 0 | 0 | 15.b.2. |

Schedule RC-M - Memoranda

Dollar amounts in thousands

| | | | |
|--|----------|--------------------------------------|----------|
| 1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date: | | | 1. |
| a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests..... | RCON6164 | 32,293 | 1.a. |
| b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations..... | RCON6165 | 6 | 1.b. |
| 2. Intangible assets other than goodwill: | | | 2. |
| a. Mortgage servicing assets..... | RCON3164 | 726 | 2.a. |
| 1. Estimated fair value of mortgage servicing assets..... | RCONA590 | 726 | 2.a.1. |
| b. Purchased credit card relationships and nonmortgage servicing assets..... | RCONB026 | 0 | 2.b. |
| c. All other identifiable intangible assets..... | RCON5507 | 3,068 | 2.c. |
| d. Total..... | RCON0426 | 3,794 | 2.d. |
| 3. Other real estate owned: | | | 3. |
| a. Direct and indirect investments in real estate ventures..... | RCON5372 | 0 | 3.a. |
| b. All other real estate owned: | | | 3.b. |
| 1. Construction, land development, and other land..... | RCON5508 | 410 | 3.b.1. |
| 2. Farmland..... | RCON5509 | 0 | 3.b.2. |
| 3. 1-4 family residential properties..... | RCON5510 | 475 | 3.b.3. |
| 4. Multifamily (5 or more) residential properties..... | RCON5511 | 476 | 3.b.4. |
| 5. Nonfarm nonresidential properties..... | RCON5512 | 105 | 3.b.5. |
| 6. Foreclosed properties from "GNMA loans"..... | RCONC979 | 0 | 3.b.6. |
| c. Total..... | RCON2150 | 1,466 | 3.c. |
| 4. Investments in unconsolidated subsidiaries and associated companies: | | | 4. |
| a. Direct and indirect investments in real estate ventures..... | RCON5374 | 0 | 4.a. |
| b. All other investments in unconsolidated subsidiaries and associated companies..... | RCON5375 | 0 | 4.b. |
| c. Total..... | RCON2130 | 0 | 4.c. |
| 5. Other borrowed money: | | | 5. |
| a. Federal Home Loan Bank advances: | | | 5.a. |
| 1. Advances with a remaining maturity or next repricing date of: | | | 5.a.1. |
| a. One year or less..... | RCONF055 | 52,500 | 5.a.1.a. |
| b. Over one year through three years..... | RCONF056 | 4,470 | 5.a.1.b. |
| c. Over three years through five years..... | RCONF057 | 40,000 | 5.a.1.c. |
| d. Over five years..... | RCONF058 | 0 | 5.a.1.d. |
| 2. Advances with a remaining maturity of one year or less (included in item 5.a.(1)(a) above)..... | RCON2651 | 52,500 | 5.a.2. |
| 3. Structured advances (included in items 5.a.(1)(a) - (d) above)..... | RCONF059 | 0 | 5.a.3. |
| b. Other borrowings: | | | 5.b. |
| 1. Other borrowings with a remaining maturity of next repricing date of: | | | 5.b.1. |
| a. One year or less..... | RCONF060 | 0 | 5.b.1.a. |
| b. Over one year through three years..... | RCONF061 | 0 | 5.b.1.b. |
| c. Over three years through five years..... | RCONF062 | 0 | 5.b.1.c. |
| d. Over five years..... | RCONF063 | 0 | 5.b.1.d. |
| 2. Other borrowings with a remaining maturity of one year or less (included in item 5.b.(1)(a) above)..... | RCONB571 | 0 | 5.b.2. |
| c. Total..... | RCON3190 | 96,970 | 5.c. |
| 6. Does the reporting bank sell private label or third party mutual funds and annuities?..... | RCONB569 | Yes | 6. |
| 7. Assets under the reporting bank's management in proprietary mutual funds and annuities..... | RCONB570 | 0 | 7. |
| 8. Primary Internet Web site address of the bank (home page), if any..... | TEXT4087 | Click here for value | 8. |

Dollar amounts in thousands

| | | | |
|---|----------|-----|-------|
| 9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site?..... | RCON4088 | Yes | 9. |
| 10. Secured liabilities: | | | 10. |
| a. Amount of "Federal funds purchased" that are secured (included in Schedule RC, item 14.a)..... | RCONF064 | 0 | 10.a. |
| b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a) - (d))..... | RCONF065 | 0 | 10.b. |

(TEXT4087) www.emarquettebank.com

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets

| | (Column A) Past due 30 through 89 days and still accruing | (Column B) Past due 90 days or more and still accruing | (Column C) Nonaccrual | |
|---|---|--|-----------------------|----------|
| Dollar amounts in thousands | | | | |
| 1. Loans secured by real estate: | | | | 1. |
| a. Construction, land development, and other land loans..... | 2,387 | 0 | 3,433 | 1.a. |
| b. Secured by farmland..... | 0 | 0 | 0 | 1.b. |
| c. Secured by 1-4 family residential properties: | | | | 1.c. |
| 1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit..... | 180 | 315 | 77 | 1.c.1. |
| 2. Closed-end loans secured by 1-4 family residential properties: | | | | 1.c.2. |
| a. Secured by first liens..... | 964 | 604 | 744 | 1.c.2.a. |
| b. Secured by junior liens..... | 80 | 0 | 73 | 1.c.2.b. |
| d. Secured by multifamily (5 or more) residential properties..... | 542 | 0 | 0 | 1.d. |
| e. Secured by nonfarm nonresidential properties..... | 776 | 0 | 2,605 | 1.e. |
| 2. Loans to depository institutions and acceptances of other banks..... | 0 | 0 | 0 | 2. |
| 3. Not applicable | | | | 3. |
| 4. Commercial and industrial loans..... | 452 | 0 | 37 | 4. |
| 5. Loans to individuals for household, family, and other personal expenditures: | | | | 5. |
| a. Credit cards..... | 0 | 0 | 0 | 5.a. |
| b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)..... | 13 | 1 | 0 | 5.b. |
| 6. Loans to foreign governments and official institutions..... | 0 | 0 | 0 | 6. |

| Dollar amounts in thousands | | | | |
|---|---|--|-----------------------|--------|
| | (Column A) Past due 30 through 89 days and still accruing | (Column B) Past due 90 days or more and still accruing | (Column C) Nonaccrual | |
| | RCON5459 | RCON5460 | RCON5461 | |
| 7. All other loans..... | 430 | 0 | 7 | 7. |
| | RCON1226 | RCON1227 | RCON1228 | |
| 8. Lease financing receivables..... | 0 | 0 | 0 | 8. |
| | RCON3505 | RCON3506 | RCON3507 | |
| 9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)..... | 0 | 0 | 0 | 9. |
| | RCON5612 | RCON5613 | RCON5614 | |
| 10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government..... | 0 | 0 | 0 | 10. |
| a. Guaranteed portion of loans and leases included in item 10 above (exclude rebooked "GNMA loans")..... | 0 | 0 | 0 | 10.a. |
| b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above..... | 0 | 0 | 0 | 10.b. |
| | RCONC866 | RCONC867 | RCONC868 | |
| 1. Restructured loans and leases included in Schedule RC-N, items 1 through 8, above (and not reported in Schedule RC-C, Part I, Memorandum item 1)..... | 0 | 0 | 58 | M.1. |
| | RCON1658 | RCON1659 | RCON1661 | |
| 2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above..... | 0 | 0 | 0 | M.2. |
| | | | | |
| 3. Not available | | | | M.3. |
| a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above)..... | 0 | 0 | 0 | M.3.a. |
| | RCON1248 | RCON1249 | RCON1250 | |
| b. Loans to and acceptances of foreign banks (included in Schedule RC-N, item 2, above)..... | 0 | 0 | 0 | M.3.b. |
| | RCON5380 | RCON5381 | RCON5382 | |
| c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RC-N, item 4, above)..... | 0 | 0 | 0 | M.3.c. |
| | RCON1254 | RCON1255 | RCON1256 | |
| d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RC-N, item 8, above)..... | 0 | 0 | 0 | M.3.d. |
| | RCONF166 | RCONF167 | RCONF168 | |
| 4. Loans to finance agricultural production and other loans to farmers (included in Schedule RC-N, item 7, above)..... | 0 | 0 | 0 | M.4. |
| | RCON1594 | RCON1597 | RCON1583 | |
| 5. Loans and leases held for sale (included in Schedule RC-N, items 1 through 8, above)..... | 0 | 0 | 0 | M.5. |
| | RCONC240 | RCONC241 | RCONC226 | |

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets

| Dollar amounts in thousands | | | | |
|---|--|---|-------------------------------------|---|
| | (Column A) Past due 30 through 89 days | | (Column B) Past due 90 days or more | |
| 6. Interest rate, foreign exchange rate, and other commodity and equity contracts: Fair value of amounts carried as assets..... | RCON3529 | 0 | RCON3530 | 0 |

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets

| Dollar amounts in thousands | | | | |
|---|----------|-------|--|------|
| 7. Additions to nonaccrual assets during the quarter..... | RCONC410 | 1,472 | | M.7. |
| 8. Nonaccrual assets sold during the quarter..... | RCONC411 | 0 | | M.8. |

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets

| Dollar amounts in thousands | | | |
|--|---|--|-----------------------|
| | (Column A) Past due 30 through 89 days and still accruing | (Column B) Past due 90 days or more and still accruing | (Column C) Nonaccrual |
| 9. Construction, land development, and other land loans: | | | M.9. |
| | RCONF172 | RCONF174 | RCONF176 |
| a. 1-4 family residential construction loans..... | 1,103 | 0 | 1,239 M.9.a. |
| b. Other construction loans and all land development and other land loans..... | 1,284 | 0 | 2,194 M.9.b. |
| 10. Loans secured by nonfarm nonresidential properties: | | | M.10. |
| a. Loans secured by owner-occupied nonfarm nonresidential properties..... | RCONF178 | RCONF180 | RCONF182 |
| | 680 | 0 | 2,120 M.10.a. |
| b. Loans secured by other nonfarm nonresidential properties..... | RCONF179 | RCONF181 | RCONF183 |
| | 96 | 0 | 485 M.10.b. |

Schedule RC-O - Other Data for Deposit Insurance and FICO Assessments

| Dollar amounts in thousands | | | |
|--|----------|-----|--------|
| A. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations..... | RCONF236 | NR | A. |
| B. Total allowable exclusions..... | RCONF237 | NR | B. |
| C. Not applicable | | | C. |
| D. Total daily average of deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations..... | RCONF238 | NR | D. |
| E. Total daily average of allowable exclusions..... | RCONF239 | NR | E. |
| 1. Unposted debits: | | | 1. |
| a. Actual amount of all unposted debits..... | RCON0030 | 0 | 1.a. |
| b. Separate amount of unposted debits: | | | 1.b. |
| 1. Actual amount of unposted debits to demand deposits..... | RCON0031 | 0 | 1.b.1. |
| 2. Actual amount of unposted debits to time and savings deposits..... | RCON0032 | 0 | 1.b.2. |
| 2. Unposted credits: | | | 2. |
| a. Actual amount of all unposted credits..... | RCON3510 | 0 | 2.a. |
| b. Separate amount of unposted credits: | | | 2.b. |
| 1. Actual amount of unposted credits to demand deposits..... | RCON3512 | 0 | 2.b.1. |
| 2. Actual amount of unposted credits to time and savings deposits..... | RCON3514 | 0 | 2.b.2. |
| 3. Uninvested trust funds (cash) held in bank's own trust department (not included in total deposits)..... | RCON3520 | 0 | 3. |
| 4. Deposits of consolidated subsidiaries (not included in total deposits): | | | 4. |
| a. Demand deposits of consolidated subsidiaries..... | RCON2211 | 891 | 4.a. |
| b. Time and savings deposits of consolidated subsidiaries..... | RCON2351 | 0 | 4.b. |
| c. Interest accrued and unpaid on deposits of consolidated subsidiaries..... | RCON5514 | 0 | 4.c. |
| 5. Not applicable | | | 5. |
| 6. Reserve balances actually passed through to the Federal Reserve by the reporting bank on behalf of its respondent depository institutions that are also reflected as deposit liabilities of the reporting bank: | | | 6. |
| a. Amount reflected in demand deposits (included in Schedule RC-E, item 7, column B)..... | RCON2314 | 0 | 6.a. |
| b. Amount reflected in time and savings deposits (included in Schedule RC-E, item 7, column A or C, but not column B)..... | RCON2315 | 0 | 6.b. |
| 7. Unamortized premiums and discounts on time and savings deposits: | | | 7. |

Dollar amounts in thousands

| | | | |
|--|----------|---------|----------|
| a. Unamortized premiums..... | RCON5516 | 0 | 7.a. |
| b. Unamortized discounts..... | RCON5517 | 0 | 7.b. |
| 8. Not applicable | | | 8. |
| 9. Deposits in lifeline accounts | | | 9. |
| 10. Benefit-responsive "Depository Institution Investment Contracts" (included in total deposits)..... | RCON8432 | 0 | 10. |
| 11. Adjustments to demand deposits reported in Schedule RC-E for certain reciprocal demand balances: | | | 11. |
| a. Amount by which demand deposits would be reduced if the reporting bank's reciprocal demand balances with the domestic offices of U.S. banks and savings associations and insured branches in Puerto Rico and U.S. territories and possessions that were reported on a gross basis in Schedule RC-E had been reported on a net basis..... | RCON8785 | 0 | 11.a. |
| b. Amount by which demand deposits would be increased if the reporting bank's reciprocal demand balances with foreign banks and foreign offices of other U.S. banks (other than insured branches in Puerto Rico and U.S. territories and possessions) that were reported on a net basis in Schedule RC-E had been reported on a gross basis..... | RCONA181 | 0 | 11.b. |
| c. Amount by which demand deposits would be reduced if cash items in process of collection were included in the calculation of the reporting bank's net reciprocal demand balances with the domestic offices of U.S. banks and savings associations and insured branches in Puerto Rico and U.S. territories and possessions in Schedule RC-E..... | RCONA182 | 0 | 11.c. |
| 12. Amount of assets netted against deposit liabilities on the balance sheet (Schedule RC) in accordance with generally accepted accounting principles (exclude amounts related to reciprocal demand balances): | | | 12. |
| a. Amount of assets netted against demand deposits..... | RCONA527 | 0 | 12.a. |
| b. Amount of assets netted against time and savings deposits..... | RCONA528 | 0 | 12.b. |
| 1. Total deposits of the bank: | | | M.1. |
| a. Deposit accounts (excluding retirement accounts) of \$100,000 or less: | | | M.1.a. |
| 1. Amount of deposit accounts (excluding retirement accounts) of \$100,000 or less.. | RCONF049 | 771,380 | M.1.a.1. |
| 2. Number of deposit accounts (excluding retirement accounts) of \$100,000 or less.. | RCONF050 | NR | M.1.a.2. |
| b. Deposit accounts (excluding retirement accounts) of more than \$100,000: | | | M.1.b. |
| 1. Amount of deposit accounts (excluding retirement accounts) of more than \$100,000..... | RCONF051 | 409,933 | M.1.b.1. |
| 2. Number of deposit accounts (excluding retirement accounts) of more than \$100,000..... | RCONF052 | 2165 | M.1.b.2. |
| c. Retirement deposit accounts of \$250,000 or less: | | | M.1.c. |
| 1. Amount of retirement deposit accounts of \$250,000 or less..... | RCONF045 | 90,840 | M.1.c.1. |
| 2. Number of retirement deposit accounts of \$250,000 or less..... | RCONF046 | NR | M.1.c.2. |
| d. Retirement deposit accounts of more than \$250,000: | | | M.1.d. |
| 1. Amount of retirement deposit accounts of more than \$250,000..... | RCONF047 | 3,481 | M.1.d.1. |
| 2. Number of retirement deposit accounts of more than \$250,000..... | RCONF048 | 7 | M.1.d.2. |
| 2. Estimated amount of uninsured deposits..... | RCON5597 | 254,629 | M.2. |
| 3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent saving association's Call Report or Thrift Financial Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association: | | | M.3. |
| a. Legal title..... | TEXTA545 | | M.3.a. |
| b. FDIC Certificate Number..... | RCONA545 | 0 | M.3.b. |

Schedule RC-P - Closed-End 1-4 Family Residential Mortgage Banking Activities

Dollar amounts in thousands

| | | | |
|---|----------|--------|------|
| 1. Retail originations during the quarter of closed-end 1-4 family residential mortgage loans for sale: | | | 1. |
| a. First liens..... | RCONF066 | 48,164 | 1.a. |

Dollar amounts in thousands

| | | | |
|--|----------|--------|------|
| b. Junior liens..... | RCONF067 | 0 | 1.b. |
| 2. Wholesale originations and purchases during the quarter of closed-end 1-4 family residential mortgage loans for sale: | | | 2. |
| a. First liens..... | RCONF068 | 0 | 2.a. |
| b. Junior liens..... | RCONF069 | 0 | 2.b. |
| 3. Closed-end 1-4 family residential mortgages sold during the quarter: | | | 3. |
| a. First liens..... | RCONF070 | 47,357 | 3.a. |
| b. Junior liens..... | RCONF071 | 0 | 3.b. |
| 4. Closed-end 1-4 family residential mortgages held for sale at quarter-end (included in Schedule RC, item 4.a): | | | 4. |
| a. First liens..... | RCONF072 | 8,022 | 4.a. |
| b. Junior liens..... | RCONF073 | 0 | 4.b. |
| 5. Noninterest income for the quarter from the sale, securitization, and servicing of closed-end 1-4 family residential mortgage loans (included in Schedule RI, items 5.f, 5.g, and 5.i)..... | RIADF184 | 585 | 5. |

Schedule RC-Q - Financial Assets and Liabilities Measured at Fair Value

| Dollar amounts in thousands | (Column A) Total Fair Value Reported on Schedule RC | (Column B) Level 2 Fair Value Measurements | (Column C) Level 3 Fair Value Measurements | |
|--|---|--|--|------|
| 1. Loans and leases..... | RCONF243 NR | RCONF244 NR | RCONF245 NR | 1. |
| 2. Trading assets..... | RCONF246 NR | RCONF247 NR | RCONF248 NR | 2. |
| a. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule RC-Q, item 2, above)..... | RCONF240 NR | RCONF241 NR | RCONF242 NR | 2.a. |
| 3. All other financial assets and servicing assets..... | RCONF249 NR | RCONF250 NR | RCONF251 NR | 3. |
| 4. Deposits..... | RCONF252 NR | RCONF253 NR | RCONF254 NR | 4. |
| 5. Trading liabilities..... | RCONF255 NR | RCONF256 NR | RCONF257 NR | 5. |
| 6. All other financial liabilities and servicing liabilities..... | RCONF258 NR | RCONF259 NR | RCONF260 NR | 6. |
| 7. Loan commitments (not accounted for as derivatives)..... | RCONF261 NR | RCONF262 NR | RCONF263 NR | 7. |

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

| | | | |
|--|----------|---------|------|
| 1. Total equity capital (from Schedule RC, item 28)..... | RCON3210 | 145,603 | 1. |
| 2. Net unrealized gains (losses) on available-for-sale securities..... | RCON8434 | -559 | 2. |
| 3. Net unrealized loss on available-for-sale equity securities..... | RCONA221 | 118 | 3. |
| 4. Accumulated net gains (losses) on cash flow hedges..... | RCON4336 | 0 | 4. |
| 5. Nonqualifying perpetual preferred stock..... | RCONB588 | 0 | 5. |
| 6. Qualifying minority interests in consolidated subsidiaries..... | RCONB589 | 0 | 6. |
| 7. Not available | | | 7. |
| a. Disallowed goodwill and other disallowed intangible assets..... | RCONB590 | 38,416 | 7.a. |

Dollar amounts in thousands

| | | | |
|--|----------|-----------|-------|
| b. Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank's own creditworthiness..... | RCONF264 | 0 | 7.b. |
| 8. Subtotal..... | RCONC227 | 107,628 | 8. |
| 9. Not available | | | 9. |
| a. Disallowed servicing assets and purchased credit card relationships..... | RCONB591 | 73 | 9.a. |
| b. Disallowed deferred tax assets..... | RCON5610 | 0 | 9.b. |
| 10. Other additions to (deductions from) Tier 1 capital..... | RCONB592 | 0 | 10. |
| 11. Tier 1 capital..... | RCON8274 | 107,555 | 11. |
| 12. Qualifying subordinated debt and redeemable preferred stock..... | RCON5306 | 0 | 12. |
| 13. Cumulative perpetual preferred stock includible in Tier 2 capital..... | RCONB593 | 0 | 13. |
| 14. Allowance for loan and lease losses includible in Tier 2 capital..... | RCON5310 | 7,931 | 14. |
| 15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital..... | RCON2221 | 0 | 15. |
| 16. Other Tier 2 capital components..... | RCONB594 | 0 | 16. |
| 17. Tier 2 capital..... | RCON5311 | 7,931 | 17. |
| 18. Allowable Tier 2 capital..... | RCON8275 | 7,931 | 18. |
| 19. Tier 3 capital allocated for market risk..... | RCON1395 | 0 | 19. |
| 20. Deductions for total risk-based capital..... | RCONB595 | 0 | 20. |
| 21. Total risk-based capital..... | RCON3792 | 115,486 | 21. |
| 22. Average total assets (from Schedule RC-K, item 9)..... | RCON3368 | 1,555,290 | 22. |
| 23. Disallowed goodwill and other disallowed intangible assets (from item 7 above)..... | RCONB590 | 38,416 | 23. |
| 24. Disallowed servicing assets and purchased credit card relationships (from item 9.a above)..... | RCONB591 | 73 | 24. |
| 25. Disallowed deferred tax assets (from item 9.b above)..... | RCON5610 | 0 | 25. |
| 26. Other deductions from assets for leverage capital purposes..... | RCONB596 | 0 | 26. |
| 27. Average total assets for leverage capital purposes..... | RCONA224 | 1,516,801 | 27. |
| 28. Not available | | | 28. |
| a. Adjustment to Tier 1 capital reported in item 11..... | RCONC228 | 0 | 28.a. |
| b. Adjustment to total risk-based capital reported in item 21..... | RCONB503 | 0 | 28.b. |
| 29. Adjustment to risk-weighted assets reported in item 62..... | RCONB504 | 0 | 29. |
| 30. Adjustment to average total assets reported in item 27..... | RCONB505 | 0 | 30. |

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

| | (Column A) Percentage (Banks with Financial Subsidiaries) | | (Column B) Percentage (All Banks) | | |
|--|---|---|--------------------------------------|----------|-----|
| 31. Tier 1 leverage ratio..... | RCON7273 | 0 | RCON7204 | 0.070909 | 31. |
| 32. Tier 1 risk-based capital ratio..... | RCON7274 | 0 | RCON7206 | 0.100049 | 32. |
| 33. Total risk-based capital ratio..... | RCON7275 | 0 | RCON7205 | 0.107427 | 33. |

Schedule RC-R - Regulatory Capital

| Dollar amounts in thousands | | | | | | |
|--|--|---|---|--|--|---|
| | (Column A) Totals (from Schedule RC) | (Column B) Items Not Subject to Risk-Weighting | (Column C) Allocation by Risk Weight Category 0% | (Column D) Allocation by Risk Weight Category 20% | (Column E) Allocation by Risk Weight Category 50% | (Column F) Allocation by Risk Weight Category 100% |
| 34. Cash and balances dues from depository institutions..... | RCON0010 32,727 | RCONC869 0 | RCONB600 20,026 | RCONB601 12,701 | | RCONB602 0 |
| 35. Held-to-maturity securities..... | RCON1754 0 | RCONB603 0 | RCONB604 0 | RCONB605 0 | RCONB606 0 | RCONB607 0 |
| 36. Available-for-sale securities..... | RCON1773 360,937 | RCONB608 -722 | RCONB609 9,301 | RCONB610 290,945 | RCONB611 57,127 | RCONB612 4,286 |
| 37. Federal funds sold and securities purchased under agreements to resell..... | RCONC225 0 | | RCONC063 0 | RCONC064 0 | | RCONB520 0 |
| 38. Loans and leases held for sale..... | RCON5369 8,022 | RCONB617 0 | RCONB618 0 | RCONB619 0 | RCONB620 8,022 | RCONB621 0 |
| 39. Loans and leases, net of unearned income..... | RCONB528 1,046,190 | RCONB622 0 | RCONB623 0 | RCONB624 0 | RCONB625 381,795 | RCONB626 664,395 |
| 40. Allowance for loan and lease losses..... | RCON3123 7,931 | RCON3123 7,931 | | | | |
| 41. Trading Assets..... | RCON3545 0 | RCONB627 0 | RCONB628 0 | RCONB629 0 | RCONB630 0 | RCONB631 0 |
| 42. All other assets..... | RCONB639 145,230 | RCONB640 38,489 | RCONB641 2,640 | RCONB642 7,754 | RCONB643 0 | RCON5339 96,347 |
| 43. Total Assets..... | RCON2170 1,585,175 | RCONB644 29,836 | RCON5320 31,967 | RCON5327 311,400 | RCON5334 446,944 | RCON5340 765,028 |

Schedule RC-R - Regulatory Capital

| Dollar amounts in thousands | | | | | | |
|---|---|--|---|--|--|---|
| | (Column A) Face Value or Notional Amount | (Column B) Credit Equivalent Amount | (Column C) Allocation by Risk Weight Category 0% | (Column D) Allocation by Risk Weight Category 20% | (Column E) Allocation by Risk Weight Category 50% | (Column F) Allocation by Risk Weight Category 100% |
| 44. Financial standby letters of credit..... | RCONB546 4,152 | RCONB547 4,152 | RCONB548 0 | RCONB581 0 | RCONB582 0 | RCONB583 4,152 |
| 45. Performance standby letters of credit..... | RCON3821 26,925 | RCONB650 13,463 | RCONB651 0 | RCONB652 0 | RCONB653 0 | RCONB654 13,463 |
| 46. Commercial and similar letters of credit..... | RCON3411 0 | RCONB655 0 | RCONB656 0 | RCONB657 0 | RCONB658 0 | RCONB659 0 |

| | (Column A) Face Value or Notional Amount | (Column B) Credit Equivalent Amount | (Column C) Allocation by Risk Weight Category 0% | (Column D) Allocation by Risk Weight Category 20% | (Column E) Allocation by Risk Weight Category 50% | (Column F) Allocation by Risk Weight Category 100% |
|--|---|--|---|--|--|---|
| Dollar amounts in thousands | | | | | | |
| 47. Risk participations in bankers acceptances acquired by the reporting institution..... | RCON3429 0 | RCONB660 0 | RCONB661 0 | RCONB662 0 | | RCONB663 0 |
| | RCON3433 | RCONB664 | RCONB665 | RCONB666 | RCONB667 | RCONB668 |
| 48. Securities lent..... | 0 | 0 | 0 | 0 | 0 | 0 |
| 49. Retained recourse on small business obligations sold with recourse..... | RCONA250 0 | RCONB669 0 | RCONB670 0 | RCONB671 0 | RCONB672 0 | RCONB673 0 |
| 50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement.. | RCONB541 0 | RCONB542 0 | | | | RCONB543 0 |
| | RCONB675 | RCONB676 | RCONB677 | RCONB678 | RCONB679 | RCONB680 |
| 51. All other financial assets sold with recourse..... | 0 | 0 | 0 | 0 | 0 | 0 |
| | RCONB681 | RCONB682 | RCONB683 | RCONB684 | RCONB685 | RCONB686 |
| 52. All other off-balance sheet liabilities..... | 0 | 0 | 0 | 0 | 0 | 0 |
| 53. Unused commitments with an original maturity exceeding one year..... | RCON3833 13,250 | RCONB687 6,625 | RCONB688 0 | RCONB689 0 | RCONB690 0 | RCONB691 6,625 |
| | | RCONA167 | RCONB693 | RCONB694 | RCONB695 | |
| 54. Derivative contracts..... | | 0 | 0 | 0 | 0 | |
| 55. Total assets, derivatives, and off-balance sheet items by risk weight category..... | | | RCONB696 31,967 | RCONB697 311,400 | RCONB698 446,944 | RCONB699 789,268 |
| 56. Risk weight factor | | | | | | |
| | | | RCONB700 | RCONB701 | RCONB702 | RCONB703 |
| 57. Risk-weighted assets by risk weight category..... | | | 0 | 62,280 | 223,472 | 789,268 |
| | | | | | | RCON1651 |
| 58. Market risk equivalent assets..... | | | | | | 0 |
| 59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve..... | | | | | | RCONB704 1,075,020 |
| | | | | | | RCONA222 |
| 60. Excess allowance for loan and lease losses..... | | | | | | 0 |
| | | | | | | RCON3128 |
| 61. Allocated transfer risk reserve..... | | | | | | 0 |
| | | | | | | RCONA223 |
| 62. Total risk-weighted assets..... | | | | | | 1,075,020 |

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

| | | | |
|---|----------|---|------|
| 1. Current credit exposure across all derivative contracts covered by the risk-based capital standards..... | RCON8764 | 0 | M.1. |
|---|----------|---|------|

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

| | (Column A) With a remaining maturity of one year or less | (Column B) With a remaining maturity of over one year through five years | (Column C) With a remaining maturity of over five years | |
|--|--|--|---|----------|
| 2. Notional principal amounts of derivative contracts: | | | | M.2. |
| | RCON3809 | RCON8766 | RCON8767 | |
| a. Interest rate contracts..... | 0 | 0 | 0 | M.2.a. |
| | RCON3812 | RCON8769 | RCON8770 | |
| b. Foreign exchange contracts..... | 0 | 0 | 0 | M.2.b. |
| | RCON8771 | RCON8772 | RCON8773 | |
| c. Gold contracts..... | 0 | 0 | 0 | M.2.c. |
| | RCON8774 | RCON8775 | RCON8776 | |
| d. Other precious metals contracts..... | 0 | 0 | 0 | M.2.d. |
| | RCON8777 | RCON8778 | RCON8779 | |
| e. Other commodity contracts..... | 0 | 0 | 0 | M.2.e. |
| | RCONA000 | RCONA001 | RCONA002 | |
| f. Equity derivative contracts..... | 0 | 0 | 0 | M.2.f. |
| g. Credit derivative contracts: | | | | M.2.g. |
| | RCONC980 | RCONC981 | RCONC982 | |
| 1. Investment grade..... | 0 | 0 | 0 | M.2.g.1. |
| | RCONC983 | RCONC984 | RCONC985 | |
| 2. Subinvestment grade..... | 0 | 0 | 0 | M.2.g.2. |

Schedule RC-S - Servicing Securitization and Asset Sale Activities

| | (Column A) 1-4 Family Residential Loans | (Column B) Home Equity Lines | (Column C) Credit Card Receivables | (Column D) Auto Loans | (Column E) Other Consumer Loans | (Column F) Commercial and Industrial Loans | (Column G) All Other Loans, All Leases, and All Other Assets |
|--|--|------------------------------------|--|--------------------------|--|---|---|
| Dollar amounts in thousands | | | | | | | |
| 1. Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements..... | RCONB705 | RCONB706 | RCONB707 | RCONB708 | RCONB709 | RCONB710 | RCONB711 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of: | | | | | | | |
| a. Credit-enhancing interest-only strips (included in Schedules RC-B or RC-F or in Schedule RC, item 5)..... | RCONB712 | RCONB713 | RCONB714 | RCONB715 | RCONB716 | RCONB717 | RCONB718 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b. Subordinated securities and other residual interests..... | RCONC393 | RCONC394 | RCONC395 | RCONC396 | RCONC397 | RCONC398 | RCONC399 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c. Standby letters of credit and other enhancements..... | RCONC400 | RCONC401 | RCONC402 | RCONC403 | RCONC404 | RCONC405 | RCONC406 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1..... | RCONB726 | RCONB727 | RCONB728 | RCONB729 | RCONB730 | RCONB731 | RCONB732 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 4. Past due loan amounts included in item 1: | | | | | | | |
| a. 30-89 days past due..... | RCONB733 | RCONB734 | RCONB735 | RCONB736 | RCONB737 | RCONB738 | RCONB739 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b. 90 days or more past due..... | RCONB740 | RCONB741 | RCONB742 | RCONB743 | RCONB744 | RCONB745 | RCONB746 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date): | | | | | | | |
| a. Charge-offs..... | RIADB747 | RIADB748 | RIADB749 | RIADB750 | RIADB751 | RIADB752 | RIADB753 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b. Recoveries..... | RIADB754 | RIADB755 | RIADB756 | RIADB757 | RIADB758 | RIADB759 | RIADB760 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 6. Amount of ownership (or seller's) interests carried as: | | | | | | | |
| a. Securities (included in Schedule RC-B or in Schedule RC, item 5)..... | | RCONB761 | RCONB762 | | | RCONB763 | |
| | | 0 | 0 | | | 0 | |

Federal Financial Institutions Examination Council



1

**Consolidated Reports of Condition and Income for A Bank With
Domestic Offices Only - FFIEC 041**

| | |
|------------------------------|-----------------------|
| Institution Name | MARQUETTE BANK |
| City | CHICAGO |
| State | IL |
| Zip Code | 60636 |
| Call Report Quarter End Date | 12/31/2005 |
| Report Type | 041 |
| RSSD-ID | 716833 |
| FDIC Certificate Number | 16250 |
| OCC Charter Number | 0 |
| ABA Routing Number | 71004284 |
| Last updated on | 1/28/2006 |

Bank Demographic Information

Dollar amounts in thousands

| | | | |
|---------------------------------|----------|----------------|----|
| 1. Reporting date..... | RCON9999 | 20051231 | 1. |
| 2. FDIC certificate number..... | RSSD9050 | 16250 | 2. |
| 3. Legal title of bank..... | RSSD9017 | Marquette Bank | 3. |
| 4. City..... | RSSD9130 | Chicago | 4. |
| 5. State abbreviation..... | RSSD9200 | IL | 5. |
| 6. Zip code..... | RSSD9220 | 60636 | 6. |

Contact Information

Dollar amounts in thousands

| | | | |
|---|----------|------|--------|
| 1. Contact Information for the Reports of Condition and Income | | | 1. |
| a. Authorized Officer Signing the Reports | | | 1.a. |
| 1. Name..... | TEXTC490 | CONF | 1.a.1. |
| 2. Title..... | TEXTC491 | CONF | 1.a.2. |
| 3. E-mail Address..... | TEXTC492 | CONF | 1.a.3. |
| 4. Telephone..... | TEXTC493 | CONF | 1.a.4. |
| 5. FAX..... | TEXTC494 | CONF | 1.a.5. |
| b. Other Person to Whom Questions about the Reports Should be Directed | | | 1.b. |
| 1. Name..... | TEXTC495 | CONF | 1.b.1. |
| 2. Title..... | TEXTC496 | CONF | 1.b.2. |
| 3. E-mail Address..... | TEXT4086 | CONF | 1.b.3. |
| 4. Telephone..... | TEXT8902 | CONF | 1.b.4. |
| 5. FAX..... | TEXT9116 | CONF | 1.b.5. |
| 2. Person to whom questions about Schedule RC-T - Fiduciary and Related Services should be directed | | | 2. |
| a. Name and Title..... | TEXTB962 | CONF | 2.a. |
| b. E-mail Address..... | TEXTB926 | CONF | 2.b. |
| c. Telephone..... | TEXTB963 | CONF | 2.c. |
| d. FAX..... | TEXTB964 | CONF | 2.d. |
| 3. Emergency Contact Information | | | 3. |
| a. Primary Contact | | | 3.a. |
| 1. Name..... | TEXTC366 | CONF | 3.a.1. |
| 2. Title..... | TEXTC367 | CONF | 3.a.2. |
| 3. E-mail Address..... | TEXTC368 | CONF | 3.a.3. |
| 4. Telephone..... | TEXTC369 | CONF | 3.a.4. |
| 5. FAX..... | TEXTC370 | CONF | 3.a.5. |
| b. Secondary Contact | | | 3.b. |
| 1. Name..... | TEXTC371 | CONF | 3.b.1. |
| 2. Title..... | TEXTC372 | CONF | 3.b.2. |
| 3. E-mail Address..... | TEXTC373 | CONF | 3.b.3. |
| 4. Telephone..... | TEXTC374 | CONF | 3.b.4. |
| 5. FAX..... | TEXTC375 | CONF | 3.b.5. |
| 4. USA PATRIOT Act Section 314(a) Anti-Money Laundering Contact Information | | | 4. |
| a. Primary Contact | | | 4.a. |
| 1. Name..... | TEXTC437 | CONF | 4.a.1. |
| 2. Title..... | TEXTC438 | CONF | 4.a.2. |
| 3. E-mail Address..... | TEXTC439 | CONF | 4.a.3. |
| 4. Telephone..... | TEXTC440 | CONF | 4.a.4. |
| 5. FAX..... | TEXTC441 | CONF | 4.a.5. |

Dollar amounts in thousands

| | | | | |
|------------------------|----------|------|--|--------|
| b. Secondary Contact | | | | 4.b. |
| 1. Name..... | TEXTC442 | CONF | | 4.b.1. |
| 2. Title..... | TEXTC443 | CONF | | 4.b.2. |
| 3. E-mail Address..... | TEXTC444 | CONF | | 4.b.3. |
| 4. Telephone..... | TEXTC445 | CONF | | 4.b.4. |
| 5. FAX..... | TEXTC446 | CONF | | 4.b.5. |
| c. Third Contact | | | | 4.c. |
| 1. Name..... | TEXTC870 | CONF | | 4.c.1. |
| 2. Title..... | TEXTC871 | CONF | | 4.c.2. |
| 3. E-mail Address..... | TEXTC872 | CONF | | 4.c.3. |
| 4. Telephone..... | TEXTC873 | CONF | | 4.c.4. |
| 5. FAX..... | TEXTC874 | CONF | | 4.c.5. |
| d. Fourth Contact | | | | 4.d. |
| 1. Name..... | TEXTC875 | CONF | | 4.d.1. |
| 2. Title..... | TEXTC876 | CONF | | 4.d.2. |
| 3. E-mail Address..... | TEXTC877 | CONF | | 4.d.3. |
| 4. Telephone..... | TEXTC878 | CONF | | 4.d.4. |
| 5. FAX..... | TEXTC879 | CONF | | 4.d.5. |

Optional Narrative Statement Concerning the Amounts Reported in the Reports of Condition and Income

Dollar amounts in thousands

| | | | |
|-----------------------------------|----------|----|----|
| 1. No comment..... | RCON6979 | No | 1. |
| 2. Bank Management Statement..... | TEXT6980 | | 2. |

Loans to Executive Officers

Dollar amounts in thousands

| | | | |
|--|----------|---|----|
| a. Number of loans made to executive officers since the previous Call Report date..... | RCON3561 | 1 | a. |
| b. Total dollar amount of above loans..... | RCON3562 | 5 | b. |

Loans to Executive Officers

Dollar amounts in thousands

| | from | | to | |
|--|----------|--------|----------|--------|
| c. Range of interest charged on above loans..... | RCON7701 | 0.1475 | RCON7702 | 0.1475 |

Schedule RI - Income Statement

Dollar amounts in thousands

| | | | |
|---|----------|--------|----------|
| 1. Interest income: | | | 1. |
| a. Interest and fee income on loans: | | | 1.a. |
| 1. Loans secured by real estate..... | RIAD4011 | 37,612 | 1.a.1. |
| 2. Commercial and industrial loans..... | RIAD4012 | 3,007 | 1.a.2. |
| 3. Loans to individuals for household, family, and other personal expenditures: | | | 1.a.3. |
| a. Credit cards..... | RIADB485 | 0 | 1.a.3.a. |
| b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)..... | RIADB486 | 583 | 1.a.3.b. |
| 4. Loans to foreign governments and official institutions..... | RIAD4056 | 0 | 1.a.4. |
| 5. All other loans..... | RIAD4058 | 4,677 | 1.a.5. |
| 6. Total interest and fee income on loans..... | RIAD4010 | 45,879 | 1.a.6. |

Dollar amounts in thousands

| | | | |
|---|----------|--------|----------|
| b. Income from lease financing receivables..... | RIAD4065 | 0 | 1.b. |
| c. Interest income on balances due from depository institutions..... | RIAD4115 | 11 | 1.c. |
| d. Interest and dividend income on securities: | | | 1.d. |
| 1. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)..... | RIADB488 | 4,036 | 1.d.1. |
| 2. Mortgage-backed securities..... | RIADB489 | 8,507 | 1.d.2. |
| 3. All other securities (includes securities issued by states and political subdivisions in the U.S.)..... | RIAD4060 | 3,498 | 1.d.3. |
| e. Interest income from trading assets..... | RIAD4069 | 0 | 1.e. |
| f. Interest income on federal funds sold and securities purchased under agreements to resell..... | RIAD4020 | 17 | 1.f. |
| g. Other interest income..... | RIAD4518 | 286 | 1.g. |
| h. Total interest income..... | RIAD4107 | 62,234 | 1.h. |
| 2. Interest expense: | | | 2. |
| a. Interest on deposits: | | | 2.a. |
| 1. Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)..... | RIAD4508 | 19 | 2.a.1. |
| 2. Nontransaction accounts: | | | 2.a.2. |
| a. Savings deposits (includes MMDAs)..... | RIAD0093 | 6,330 | 2.a.2.a. |
| b. Time deposits of \$100,000 or more..... | RIADA517 | 4,063 | 2.a.2.b. |
| c. Time deposits of less than \$100,000..... | RIADA518 | 9,480 | 2.a.2.c. |
| b. Expense of federal funds purchased and securities sold under agreements to repurchase..... | RIAD4180 | 1,176 | 2.b. |
| c. Interest on trading liabilities and other borrowed money..... | RIAD4185 | 1,382 | 2.c. |
| d. Interest on subordinated notes and debentures..... | RIAD4200 | 0 | 2.d. |
| e. Total interest expense | RIAD4073 | 22,450 | 2.e. |
| 3. Net interest income..... | RIAD4074 | 39,784 | 3. |
| 4. Provision for loan and lease losses..... | RIAD4230 | -384 | 4. |
| 5. Noninterest income: | | | 5. |
| a. Income from fiduciary activities | RIAD4070 | 1,713 | 5.a. |
| b. Service charges on deposit accounts..... | RIAD4080 | 8,478 | 5.b. |
| c. Trading revenue..... | RIADA220 | 0 | 5.c. |
| d. Investment banking, advisory, brokerage, and underwriting fees and commissions..... | RIADB490 | 861 | 5.d. |
| e. Venture capital revenue..... | RIADB491 | 0 | 5.e. |
| f. Net servicing fees..... | RIADB492 | -26 | 5.f. |
| g. Net securitization income..... | RIADB493 | 0 | 5.g. |
| h. Not available | | | 5.h. |
| 1. Underwriting income from insurance and reinsurance activities..... | RIADC386 | 0 | 5.h.1. |
| 2. Income from other insurance activities..... | RIADC387 | 13 | 5.h.2. |
| i. Net gains (losses) on sales of loans and leases..... | RIAD5416 | 2,514 | 5.i. |
| j. Net gains (losses) on sales of other real estate owned..... | RIAD5415 | 62 | 5.j. |
| k. Net gains (losses) on sales of other assets (excluding securities)..... | RIADB496 | 97 | 5.k. |
| l. Other noninterest income..... | RIADB497 | 2,259 | 5.l. |
| m. Total noninterest income..... | RIAD4079 | 15,971 | 5.m. |
| 6. Not available | | | 6. |
| a. Realized gains (losses) on held-to-maturity securities..... | RIAD3521 | 0 | 6.a. |
| b. Realized gains (losses) on available-for-sale securities..... | RIAD3196 | -819 | 6.b. |
| 7. Noninterest expense: | | | 7. |
| a. Salaries and employee benefits..... | RIAD4135 | 23,735 | 7.a. |
| b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)..... | RIAD4217 | 7,324 | 7.b. |
| c. Not available | | | 7.c. |

Dollar amounts in thousands

| | | | |
|---|----------|--------|--------|
| 1. Goodwill impairment losses..... | RIADC216 | 0 | 7.c.1. |
| 2. Amortization expense and impairment losses for other intangible assets..... | RIADC232 | 30 | 7.c.2. |
| d. Other noninterest expense..... | RIAD4092 | 11,374 | 7.d. |
| e. Total noninterest expense..... | RIAD4093 | 42,463 | 7.e. |
| 8. Income (loss) before income taxes and extraordinary items and other adjustments..... | RIAD4301 | 12,857 | 8. |
| 9. Applicable income taxes (on item 8)..... | RIAD4302 | 2,933 | 9. |
| 10. Income (loss) before extraordinary items and other adjustments..... | RIAD4300 | 9,924 | 10. |
| 11. Extraordinary items and other adjustments, net of income taxes..... | RIAD4320 | 0 | 11. |
| 12. Net income (loss)..... | RIAD4340 | 9,924 | 12. |
| 1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes..... | RIAD4513 | 418 | M.1. |
| 2. Income from the sale and servicing of mutual funds and annuities (included in Schedule RI, item 8)..... | RIAD8431 | 861 | M.2. |
| 3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b)..... | RIAD4313 | 4,505 | M.3. |
| 4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3))..... | RIAD4507 | 904 | M.4. |
| 5. Number of full-time equivalent employees at end of current period..... | RIAD4150 | 439 | M.5. |
| 6. Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5))..... | RIAD4024 | 0 | M.6. |
| 7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition..... | RIAD9106 | 0 | M.7. |
| 8. Trading revenue (from cash instruments and derivative instruments): | | | M.8. |
| a. Interest rate exposures..... | RIAD8757 | NR | M.8.a. |
| b. Foreign exchange exposures..... | RIAD8758 | NR | M.8.b. |
| c. Equity security and index exposures..... | RIAD8759 | NR | M.8.c. |
| d. Commodity and other exposures..... | RIAD8760 | NR | M.8.d. |
| 9. Impact on income of derivatives held for purposes other than trading: | | | M.9. |
| a. Net increase (decrease) to interest income..... | RIAD8761 | 0 | M.9.a. |
| b. Net (increase) decrease to interest expense..... | RIAD8762 | 0 | M.9.b. |
| c. Other (noninterest) allocations..... | RIAD8763 | 0 | M.9.c. |
| 10. Credit losses on derivatives..... | RIADA251 | 0 | M.10. |
| 11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?..... | RIADA530 | No | M.11. |

Schedule RI-A - Changes in Equity Capital

Dollar amounts in thousands

| | | | |
|---|----------|--------|-----|
| 1. Total equity capital most recently reported for the December 31, 2004, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)..... | RIAD3217 | 84,828 | 1. |
| 2. Restatements due to corrections of material accounting errors and changes in accounting principles..... | RIADB507 | 0 | 2. |
| 3. Balance end of previous calendar year as restated..... | RIADB508 | 84,828 | 3. |
| 4. Net income (loss)..... | RIAD4340 | 9,924 | 4. |
| 5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions)..... | RIADB509 | 0 | 5. |
| 6. Treasury stock transactions, net..... | RIADB510 | 0 | 6. |
| 7. Changes incident to business combinations, net..... | RIAD4356 | 0 | 7. |
| 8. Cash dividends declared on preferred stock..... | RIAD4470 | 0 | 8. |
| 9. Cash dividends declared on common stock..... | RIAD4460 | 4,500 | 9. |
| 10. Other comprehensive income..... | RIADB511 | -3,153 | 10. |
| 11. Other transactions with parent holding company (not included in items 5, 6, 8, or 9 above)..... | RIAD4415 | 0 | 11. |

Dollar amounts in thousands

| | | | |
|---|----------|--------|-----|
| 12. Total equity capital end of current period..... | RIAD3210 | 87,099 | 12. |
|---|----------|--------|-----|

Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases

| Dollar amounts in thousands | | (Column A) Charge-offs Calendar year-to-date | (Column B) Recoveries Calendar year-to-date | | |
|---|----------|---|--|--------|----------|
| 1. Loans secured by real estate: | | | | 1. | |
| a. Construction, land development, and other land loans..... | RIAD3582 | 0 | RIAD3583 | 0 | 1.a. |
| b. Secured by farmland..... | RIAD3584 | 0 | RIAD3585 | 0 | 1.b. |
| c. Secured by 1-4 family residential properties: | | | | 1.c. | |
| 1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit..... | RIAD5411 | 1 | RIAD5412 | 0 | 1.c.1. |
| 2. Closed-end loans secured by 1-4 family residential properties: | | | | 1.c.2. | |
| a. Secured by first liens..... | RIADC234 | 0 | RIADC217 | 0 | 1.c.2.a. |
| b. Secured by junior liens..... | RIADC235 | 0 | RIADC218 | 38 | 1.c.2.b. |
| d. Secured by multifamily (5 or more) residential properties..... | RIAD3588 | 0 | RIAD3589 | 0 | 1.d. |
| e. Secured by nonfarm nonresidential properties..... | RIAD3590 | 54 | RIAD3591 | 54 | 1.e. |
| 2. Loans to depository institutions and acceptances of other banks..... | RIAD4481 | 0 | RIAD4482 | 0 | 2. |
| 3. Not applicable | | | | | 3. |
| 4. Commercial and industrial loans..... | RIAD4638 | 841 | RIAD4608 | 234 | 4. |
| 5. Loans to individuals for household, family, and other personal expenditures: | | | | | 5. |
| a. Credit cards..... | RIADB514 | 0 | RIADB515 | 1 | 5.a. |
| b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)..... | RIADB516 | 418 | RIADB517 | 125 | 5.b. |
| 6. Loans to foreign governments and official institutions..... | RIAD4643 | 0 | RIAD4627 | 0 | 6. |
| 7. All other loans..... | RIAD4644 | 0 | RIAD4628 | 42 | 7. |
| 8. Lease financing receivables..... | RIAD4266 | 0 | RIAD4267 | 0 | 8. |
| 9. Total..... | RIAD4635 | 1,314 | RIAD4605 | 494 | 9. |
| 1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 4 and 7, above..... | RIAD5409 | 0 | RIAD5410 | 0 | M.1. |
| 2. Not available | | | | | M.2. |
| a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above)..... | RIAD4652 | 0 | RIAD4662 | 0 | M.2.a. |
| b. Loans to and acceptances of foreign banks (included in Schedule RI-B, part I, item 2, above)..... | RIAD4654 | 0 | RIAD4664 | 0 | M.2.b. |
| c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 4, above)..... | RIAD4646 | 0 | RIAD4618 | 0 | M.2.c. |
| d. Lease financing receivables of non-U.S. addresses (domicile) (included in Schedule RI-B, part I, item 8, above)..... | RIAD4659 | 0 | RIAD4669 | 0 | M.2.d. |
| 3. Loans to finance agricultural production and other loans to farmers (included in Schedule RI-B, part I, item 7, above)..... | RIAD4655 | 0 | RIAD4665 | 0 | M.3. |

Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases

Dollar amounts in thousands

| | | | |
|--|----------|----|------|
| 4. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)..... | RIADC388 | NR | M.4. |
|--|----------|----|------|

Schedule RI-B Part II - Changes in Allowance for Loan and Lease Losses

Dollar amounts in thousands

| | | | |
|---|----------|--------|------|
| 1. Balance most recently reported for the December 31, 2004, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)..... | RIADB522 | 10,091 | 1. |
| 2. Recoveries | RIAD4605 | 494 | 2. |
| 3. Charge-offs..... | RIADC079 | 1,314 | 3. |
| 4. Write-downs arising from transfers of loans to a held-for-sale account..... | RIAD5523 | 0 | 4. |
| 5. Provision for loan and lease losses..... | RIAD4230 | -384 | 5. |
| 6. Adjustments..... | RIADC233 | 0 | 6. |
| 7. Balance end of current period..... | RIAD3123 | 8,887 | 7. |
| 1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above | RIADC435 | 0 | M.1. |
| 2. Separate valuation allowance for uncollectible retail credit card fees and finance charges..... | RIADC389 | NR | M.2. |
| 3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges..... | RIADC390 | NR | M.3. |
| 4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule RI-B, part II, item 7, above)..... | RIADC781 | 0 | M.4. |

Schedule RI-E - Explanations

Dollar amounts in thousands

| | | | |
|---|----------|-----------------|--------|
| 1. Other noninterest income (from Schedule RI, item 5.1) | | | 1. |
| a. Income and fees from the printing and sale of checks..... | RIADC013 | 0 | 1.a. |
| b. Earnings on/increase in value of cash surrender value of life insurance..... | RIADC014 | 0 | 1.b. |
| c. Income and fees from automated teller machines (ATMs)..... | RIADC016 | 0 | 1.c. |
| d. Rent and other income from other real estate owned..... | RIAD4042 | 0 | 1.d. |
| e. Safe deposit box rent..... | RIADC015 | 0 | 1.e. |
| f. Disclose component and the dollar amount of that component: | | | 1.f. |
| 1. Describe component..... | TEXT4461 | Debit card fees | 1.f.1. |
| 2. Amount of component..... | RIAD4461 | 794 | 1.f.2. |
| g. Disclose component and the dollar amount of that component: | | | 1.g. |
| 1. Describe component..... | TEXT4462 | | 1.g.1. |
| 2. Amount of component..... | RIAD4462 | 0 | 1.g.2. |
| h. Disclose component and the dollar amount of that component: | | | 1.h. |
| 1. Describe component..... | TEXT4463 | | 1.h.1. |
| 2. Amount of component..... | RIAD4463 | 0 | 1.h.2. |
| 2. Other noninterest expense (from Schedule RI, item 7.d) | | | 2. |
| a. Data processing expenses..... | RIADC017 | 2,608 | 2.a. |
| b. Advertising and marketing expenses..... | RIAD0497 | 1,472 | 2.b. |
| c. Directors' fees..... | RIAD4136 | 0 | 2.c. |
| d. Printing, stationery, and supplies..... | RIADC018 | 0 | 2.d. |
| e. Postage..... | RIAD8403 | 0 | 2.e. |
| f. Legal fees and expenses..... | RIAD4141 | 0 | 2.f. |
| g. FDIC deposit insurance assessments..... | RIAD4146 | 0 | 2.g. |
| h. Disclose component and the dollar amount of that component: | | | 2.h. |
| 1. Describe component..... | TEXT4464 | Telephone | 2.h.1. |
| 2. Amount of component..... | RIAD4464 | 871 | 2.h.2. |
| i. Disclose component and the dollar amount of that component: | | | 2.i. |
| 1. Describe component..... | TEXT4467 | | 2.i.1. |
| 2. Amount of component..... | RIAD4467 | 0 | 2.i.2. |
| j. Disclose component and the dollar amount of that component: | | | 2.j. |
| 1. Describe component..... | TEXT4468 | | 2.j.1. |

Dollar amounts in thousands

| | | | |
|---|----------|-----|--------|
| 2. Amount of component..... | RIAD4468 | 0 | 2.j.2. |
| 3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11): | | | 3. |
| a. Disclose component, the gross dollar amount of that component, and its related income tax: | | | 3.a. |
| 1. Describe component..... | TEXT4469 | | 3.a.1. |
| 2. Amount of component..... | RIAD4469 | 0 | 3.a.2. |
| 3. Applicable income tax effect..... | RIAD4486 | 0 | 3.a.3. |
| b. Disclose component, the gross dollar amount of that component, and its related income tax: | | | 3.b. |
| 1. Describe component..... | TEXT4487 | | 3.b.1. |
| 2. Amount of component..... | RIAD4487 | 0 | 3.b.2. |
| 3. Applicable income tax effect..... | RIAD4488 | 0 | 3.b.3. |
| c. Disclose component, the gross dollar amount of that component, and its related income tax: | | | 3.c. |
| 1. Describe component..... | TEXT4489 | | 3.c.1. |
| 2. Amount of component..... | RIAD4489 | 0 | 3.c.2. |
| 3. Applicable income tax effect..... | RIAD4491 | 0 | 3.c.3. |
| 4. Restatements due to corrections of material accounting errors and changes in accounting principles (from Schedule RI-A, item 2): | | | 4. |
| a. Disclose component and the dollar amount of that component: | | | 4.a. |
| 1. Describe component..... | TEXTB526 | | 4.a.1. |
| 2. Amount of component..... | RIADB526 | 0 | 4.a.2. |
| b. Disclose component and the dollar amount of that component: | | | 4.b. |
| 1. Describe component..... | TEXTB527 | | 4.b.1. |
| 2. Amount of component..... | RIADB527 | 0 | 4.b.2. |
| 5. Other transactions with parent holding company (from Schedule RI-A, item 11): | | | 5. |
| a. Disclose component and the dollar amount of that component: | | | 5.a. |
| 1. Describe component..... | TEXT4498 | | 5.a.1. |
| 2. Amount of component..... | RIAD4498 | 0 | 5.a.2. |
| b. Disclose component and the dollar amount of that component: | | | 5.b. |
| 1. Describe component..... | TEXT4499 | | 5.b.1. |
| 2. Amount of component..... | RIAD4499 | 0 | 5.b.2. |
| 6. Adjustments to allowance for loan and lease losses (from Schedule RI-B, part II, item 6): | | | 6. |
| a. Disclose component and the dollar amount of that component: | | | 6.a. |
| 1. Describe component..... | TEXT4521 | | 6.a.1. |
| 2. Amount of component..... | RIAD4521 | 0 | 6.a.2. |
| b. Disclose component and the dollar amount of that component: | | | 6.b. |
| 1. Describe component..... | TEXT4522 | | 6.b.1. |
| 2. Amount of component..... | RIAD4522 | 0 | 6.b.2. |
| 7. Other explanations: | | | 7. |
| a. No comment..... | RIAD4769 | Yes | 7.a. |
| b. Other explanations..... | TEXT4769 | | 7.b. |

Schedule RC - Balance Sheet

Dollar amounts in thousands

| | | | |
|---|----------|--------|------|
| 1. Cash and balances due from depository institutions (from Schedule RC-A): | | | 1. |
| a. Noninterest-bearing balances and currency and coin..... | RCON0081 | 38,886 | 1.a. |
| b. Interest-bearing balances..... | RCON0071 | 1,255 | 1.b. |
| 2. Securities: | | | 2. |
| a. Held-to-maturity securities (from Schedule RC-B, column A)..... | RCON1754 | 0 | 2.a. |

Dollar amounts in thousands

| | | | |
|---|----------|------------------|---------|
| b. Available-for-sale securities (from Schedule RC-B, column D)..... | RCON1773 | 378,719 | 2.b. |
| 3. Federal funds sold and securities purchased under agreements to resell: | | | 3. |
| a. Federal funds sold..... | RCONB987 | 0 | 3.a. |
| b. Securities purchased under agreements to resell..... | RCONB989 | 0 | 3.b. |
| 4. Loans and lease financing receivables (from Schedule RC-C): | | | 4. |
| a. Loans and leases held for sale..... | RCON5369 | 10,290 | 4.a. |
| b. Loans and leases, net of unearned income..... | RCONB528 | 838,734 | 4.b. |
| c. Allowance for loan and lease losses..... | RCON3123 | 8,887 | 4.c. |
| d. Loans and leases, net of unearned income and allowance..... | RCONB529 | 829,847 | 4.d. |
| 5. Trading assets (from Schedule RC-D)..... | RCON3545 | 0 | 5. |
| 6. Premises and fixed assets (including capitalized leases)..... | RCON2145 | 38,606 | 6. |
| 7. Other real estate owned (from Schedule RC-M)..... | RCON2150 | 0 | 7. |
| 8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)..... | RCON2130 | 0 | 8. |
| 9. Customers' liability to this bank on acceptances outstanding..... | RCON2155 | 0 | 9. |
| 10. Intangible assets: | | | 10. |
| a. Goodwill..... | RCON3163 | 4,212 | 10.a. |
| b. Other intangible assets (from Schedule RC-M)..... | RCON0426 | 470 | 10.b. |
| 11. Other assets (from Schedule RC-F)..... | RCON2160 | 35,890 | 11. |
| 12. Total assets..... | RCON2170 | 1,338,175 | 12. |
| 13. Deposits: | | | 13. |
| a. In domestic offices..... | RCON2200 | 1,130,122 | 13.a. |
| 1. Noninterest-bearing..... | RCON6631 | 193,769 | 13.a.1. |
| 2. Interest-bearing..... | RCON6636 | 936,353 | 13.a.2. |
| b. Not applicable | | | 13.b. |
| 14. Federal funds purchased and securities sold under agreements to repurchase: | | | 14. |
| a. Federal funds purchased..... | RCONB993 | 23,910 | 14.a. |
| b. Securities sold under agreements to repurchase..... | RCONB995 | 24,418 | 14.b. |
| 15. Trading liabilities (from Schedule RC-D)..... | RCON3548 | 0 | 15. |
| 16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)..... | RCON3190 | 60,000 | 16. |
| 17. Not applicable | | | 17. |
| 18. Bank's liability on acceptances executed and outstanding..... | RCON2920 | 0 | 18. |
| 19. Subordinated notes and debentures..... | RCON3200 | 0 | 19. |
| 20. Other liabilities (from Schedule RC-G)..... | RCON2930 | 12,626 | 20. |
| 21. Total liabilities..... | RCON2948 | 1,251,076 | 21. |
| 22. Minority interest in consolidated subsidiaries..... | RCON3000 | 0 | 22. |
| 23. Perpetual preferred stock and related surplus..... | RCON3838 | 0 | 23. |
| 24. Common stock..... | RCON3230 | 3,600 | 24. |
| 25. Surplus (exclude all surplus related to preferred stock)..... | RCON3839 | 29,940 | 25. |
| 26. Not available | | | 26. |
| a. Retained earnings..... | RCON3632 | 57,962 | 26.a. |
| b. Accumulated other comprehensive income..... | RCONB530 | -4,403 | 26.b. |
| 27. Other equity capital components..... | RCONA130 | 0 | 27. |
| 28. Total equity capital..... | RCON3210 | 87,099 | 28. |
| 29. Total liabilities, minority interest, and equity capital..... | RCON3300 | 1,338,175 | 29. |
| 1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2004..... | RCON6724 | NR | M.1. |

Schedule RC-A - Cash and Balances Due From Depository Institutions

Dollar amounts in thousands

| | | | |
|---|----------|---------------|------|
| 1. Cash items in process of collection, unposted debits, and currency and coin: | | | 1. |
| a. Cash items in process of collection and unposted debits..... | RCON0020 | 13,099 | 1.a. |
| b. Currency and coin..... | RCON0080 | 12,780 | 1.b. |
| 2. Balances due from depository institutions in the U.S: | | | 2. |
| a. U.S. branches and agencies of foreign banks..... | RCON0083 | 0 | 2.a. |
| b. Other commercial banks in the U.S. and other depository institutions in the U.S..... | RCON0085 | 3,016 | 2.b. |
| 3. Balances due from banks in foreign countries and foreign central banks: | | | 3. |
| a. Foreign branches of other U.S. banks..... | RCON0073 | 0 | 3.a. |
| b. Other banks in foreign countries and foreign central banks..... | RCON0074 | 18 | 3.b. |
| 4. Balances due from Federal Reserve Banks..... | RCON0090 | 11,228 | 4. |
| 5. Total..... | RCON0010 | 40,141 | 5. |

| Dollar amounts in thousands | | | | | |
|---|--|--|--|--|------|
| | (Column A) Held-to-maturity Amortized Cost | (Column B) Held-to-maturity Fair Value | (Column C) Available-for-sale Amortized Cost | (Column D) Available-for-sale Fair Value | |
| c. Automobile loans..... | RCONB846 0 | RCONB847 0 | RCONB848 0 | RCONB849 0 | 5.c. |
| d. Other consumer loans..... | RCONB850 0 | RCONB851 0 | RCONB852 0 | RCONB853 0 | 5.d. |
| e. Commercial and industrial loans..... | RCONB854 0 | RCONB855 0 | RCONB856 0 | RCONB857 0 | 5.e. |
| f. Other..... | RCONB858 0 | RCONB859 0 | RCONB860 0 | RCONB861 0 | 5.f. |
| 6. Other debt securities: | | | | | 6. |
| a. Other domestic debt securities..... | RCON1737 0 | RCON1738 0 | RCON1739 35,122 | RCON1741 35,247 | 6.a. |
| b. Foreign debt securities..... | RCON1742 0 | RCON1743 0 | RCON1744 0 | RCON1746 0 | 6.b. |
| 7. Investments in mutual funds and other equity securities with readily determinable fair values..... | | | RCONA510 6,151 | RCONA511 5,998 | 7. |
| 8. Total..... | RCON1754 0 | RCON1771 0 | RCON1772 385,913 | RCON1773 378,719 | 8. |

Schedule RC-B - Securities

Dollar amounts in thousands

| | | | |
|---|----------|----------------|----------|
| 1. Pledged securities..... | RCON0416 | 77,510 | M.1. |
| 2. Maturity and repricing data for debt securities (excluding those in nonaccrual status): | | | M.2. |
| a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: | | | M.2.a. |
| 1. Three months or less..... | RCONA549 | 30,069 | M.2.a.1. |
| 2. Over three months through 12 months..... | RCONA550 | 50,523 | M.2.a.2. |
| 3. Over one year through three years..... | RCONA551 | 74,248 | M.2.a.3. |
| 4. Over three years through five years..... | RCONA552 | 9,342 | M.2.a.4. |
| 5. Over five years through 15 years..... | RCONA553 | 20,757 | M.2.a.5. |
| 6. Over 15 years..... | RCONA554 | 1,086 | M.2.a.6. |
| b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: | | | M.2.b. |
| 1. Three months or less..... | RCONA555 | 58 | M.2.b.1. |
| 2. Over three months through 12 months..... | RCONA556 | 1,085 | M.2.b.2. |
| 3. Over one year through three years..... | RCONA557 | 6,194 | M.2.b.3. |
| 4. Over three years through five years..... | RCONA558 | 290 | M.2.b.4. |
| 5. Over five years through 15 years..... | RCONA559 | 8,670 | M.2.b.5. |
| 6. Over 15 years..... | RCONA560 | 468 | M.2.b.6. |
| c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of: | | | M.2.c. |
| 1. Three years or less..... | RCONA561 | 129,509 | M.2.c.1. |
| 2. Over three years..... | RCONA562 | 40,422 | M.2.c.2. |
| d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above)..... | RCONA248 | 49,510 | M.2.d. |
| 3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)..... | RCON1778 | 0 | M.3. |
| 4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6): | | | M.4. |
| a. Amortized cost..... | RCON8782 | 0 | M.4.a. |
| b. Fair value..... | RCON8783 | 0 | M.4.b. |

Schedule RC-C Part I - Loans and Leases

Dollar amounts in thousands

| | (Column A) To Be Completed by Banks with \$300 Million or More in Total Assets | (Column B) To Be Completed by All Banks | |
|---|--|---|---------|
| 1. Loans secured by real estate: | | | 1. |
| a. Construction, land development, and other land loans..... | RCON1415 | 97,989 | 1.a. |
| b. Secured by farmland (including farm residential and other improvements)..... | RCON1420 | 0 | 1.b. |
| c. Secured by 1-4 family residential properties: | | | 1.c. |
| 1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit..... | RCON1797 | 89,112 | 1.c.1. |
| 2. Closed-end loans secured by 1-4 family residential properties: | | | 1.c.2. |
| a. Secured by first liens..... | RCON5367 | 289,638 | 1.c.2a. |
| b. Secured by junior liens..... | RCON5368 | 13,597 | 1.c.2b. |
| d. Secured by multifamily (5 or more) residential properties..... | RCON1460 | 33,420 | 1.d. |

| Dollar amounts in thousands | | (Column A) To Be Completed by Banks with \$300 Million or More in Total Assets | (Column B) To Be Completed by All Banks | | |
|---|----------|--|---|----------------|--------|
| e. Secured by nonfarm nonresidential properties..... | | | RCON1480 | 165,421 | 1.e. |
| 2. Loans to depository institutions and acceptances of other banks..... | | | RCON1288 | 0 | 2. |
| a. To commercial banks in the U.S.: | | | | | 2.a. |
| 1. To U.S. branches and agencies of foreign banks..... | RCONB532 | 0 | | | 2.a.1. |
| 2. To other commercial banks in the U.S..... | RCONB533 | 0 | | | 2.a.2. |
| b. To other depository institutions in the U.S..... | RCONB534 | 0 | | | 2.b. |
| c. To banks in foreign countries: | | | | | 2.c. |
| 1. To foreign branches of other U.S. banks..... | RCONB536 | 0 | | | 2.c.1. |
| 2. To other banks in foreign countries..... | RCONB537 | 0 | | | 2.c.2. |
| 3. Loans to finance agricultural production and other loans to farmers..... | | | RCON1590 | 0 | 3. |
| 4. Commercial and industrial loans..... | | | RCON1766 | 52,013 | 4. |
| a. To U.S. addressees (domicile)..... | RCON1763 | 52,013 | | | 4.a. |
| b. To non-U.S. addressees (domicile)..... | RCON1764 | 0 | | | 4.b. |
| 5. Not applicable | | | | | 5. |
| 6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper): | | | | | 6. |
| a. Credit cards..... | | | RCONB538 | 0 | 6.a. |
| b. Other revolving credit plans..... | | | RCONB539 | 510 | 6.b. |
| c. Other consumer loans (includes single payment, installment, and all student loans)..... | | | RCON2011 | 3,916 | 6.c. |
| 7. Loans to foreign governments and official institutions (including foreign central banks)..... | | | RCON2081 | 0 | 7. |
| 8. Obligations (other than securities and leases) of states and political subdivisions in the U.S..... | | | RCON2107 | 103,386 | 8. |
| 9. Other loans..... | | | RCON1563 | 22 | 9. |
| a. Loans for purchasing or carrying securities (secured and unsecured)..... | RCON1545 | 0 | | | 9.a. |
| b. All other loans (exclude consumer loans)..... | RCON1564 | 22 | | | 9.b. |
| 10. Lease financing receivables (net of unearned income)..... | | | RCON2165 | 0 | 10. |
| a. Of U.S. addressees (domicile)..... | RCON2182 | 0 | | | 10.a. |
| b. Of non-U.S. addressees (domicile)..... | RCON2183 | 0 | | | 10.b. |
| 11. Any unearned income on loans reflected in items 1-9 above..... | | | RCON2123 | 0 | 11. |
| 12. Total loans and leases, net of unearned income..... | | | RCON2122 | 849,024 | 12. |

Schedule RC-C Part I - Loans and Leases

Dollar amounts in thousands

| | | | | |
|--|----------|---------------|--|----------|
| 1. Loans and leases restructured and in compliance with modified terms (included in Schedule RC-C, part I, and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1) (exclude loans secured by 1-4 family residential properties and loans to individuals for household, family, and other personal expenditures)..... | RCON1616 | 91 | | M.1. |
| 2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status): | | | | M.2. |
| a. Closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of: | | | | M.2.a. |
| 1. Three months or less..... | RCONA564 | 20,916 | | M.2.a.1. |
| 2. Over three months through 12 months..... | RCONA565 | 5,526 | | M.2.a.2. |
| 3. Over one year through three years..... | RCONA566 | 28,300 | | M.2.a.3. |
| 4. Over three years through five years..... | RCONA567 | 28,807 | | M.2.a.4. |
| 5. Over five years through 15 years..... | RCONA568 | 93,951 | | M.2.a.5. |

Dollar amounts in thousands

| | | | |
|--|----------|---------|----------|
| 6. Over 15 years..... | RCONA569 | 112,007 | M.2.a.6. |
| b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of: | | | |
| 1. Three months or less..... | RCONA570 | 243,511 | M.2.b.1. |
| 2. Over three months through 12 months..... | RCONA571 | 22,529 | M.2.b.2. |
| 3. Over one year through three years..... | RCONA572 | 72,101 | M.2.b.3. |
| 4. Over three years through five years..... | RCONA573 | 99,191 | M.2.b.4. |
| 5. Over five years through 15 years..... | RCONA574 | 98,911 | M.2.b.5. |
| 6. Over 15 years..... | RCONA575 | 17,490 | M.2.b.6. |
| c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status)..... | RCONA247 | 138,319 | M.2.c. |
| 3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9, column B..... | RCON2746 | 0 | M.3. |
| 4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties (included in Schedule RC-C, part I, item 1.c.(2)(a), column B)..... | RCON5370 | 68,131 | M.4. |
| 5. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-C, part I, items 1.a through 1.e, column B)..... | RCONB837 | 0 | M.5. |
| 6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a..... | RCONC391 | NR | M.6. |
| 7. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale): | | | M.7. |
| a. Outstanding balance..... | RCONC779 | 0 | M.7.a. |
| b. Carrying amount included in Schedule RC-C, part I, items 1 through 9..... | RCONC780 | 0 | M.7.b. |

Schedule RC-C, Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

| | | | |
|--|----------|----|------|
| 1. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, item 1.e, and all or substantially all of the dollar volume of your bank's "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4, have original amounts of \$100,000 or less..... | RCON6999 | NR | 1. |
| 2. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories: | | | 2. |
| a. "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, item 1.e..... | RCON5562 | NR | 2.a. |
| b. "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4..... | RCON5563 | NR | 2.b. |

Schedule RC-C, Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

| | (Column A) Number of Loans | | (Column B) Amount Currently Outstanding | | |
|---|----------------------------|----|---|----|------|
| 3. Number and amount currently outstanding of "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, item 1.e: | | | | | 3. |
| a. With original amounts of \$100,000 or less..... | RCON5564 | NR | RCON5565 | NR | 3.a. |
| b. With original amounts of more than \$100,000 through \$250,000..... | RCON5566 | NR | RCON5567 | NR | 3.b. |
| c. With original amounts of more than \$250,000 through \$1,000,000.. | RCON5568 | NR | RCON5569 | NR | 3.c. |
| 4. Number and amount currently outstanding of "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4: | | | | | 4. |
| a. With original amounts of \$100,000 or less..... | RCON5570 | NR | RCON5571 | NR | 4.a. |
| b. With original amounts of more than \$100,000 through \$250,000..... | RCON5572 | NR | RCON5573 | NR | 4.b. |

| Dollar amounts in thousands | | (Column A) Number of Loans | | (Column B) Amount Currently Outstanding | |
|---|--|----------------------------|----|---|----|
| c. With original amounts of more than \$250,000 through \$1,000,000.. | | RCON5574 | NR | RCON5575 | NR |

Schedule RC-C, Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

| | | | | | |
|---|----------|----|--|--|------|
| 5. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b, and all or substantially all of the dollar volume of your bank's "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3, have original amounts of \$100,000 or less..... | RCON6860 | NR | | | 5. |
| 6. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories: | | | | | 6. |
| a. "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b..... | RCON5576 | NR | | | 6.a. |
| b. "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3..... | RCON5577 | NR | | | 6.b. |

Schedule RC-C, Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

| Dollar amounts in thousands | | (Column A) Number of Loans | | (Column B) Amount Currently Outstanding | |
|--|----------|----------------------------|----------|---|------|
| 7. Number and amount currently outstanding of "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b: | | | | | 7. |
| a. With original amounts of \$100,000 or less..... | RCON5578 | NR | RCON5579 | NR | 7.a. |
| b. With original amounts of more than \$100,000 through \$250,000..... | RCON5580 | NR | RCON5581 | NR | 7.b. |
| c. With original amounts of more than \$250,000 through \$500,000..... | RCON5582 | NR | RCON5583 | NR | 7.c. |
| 8. Number and amount currently outstanding of "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3: | | | | | 8. |
| a. With original amounts of \$100,000 or less..... | RCON5584 | NR | RCON5585 | NR | 8.a. |
| b. With original amounts of more than \$100,000 through \$250,000..... | RCON5586 | NR | RCON5587 | NR | 8.b. |
| c. With original amounts of more than \$250,000 through \$500,000..... | RCON5588 | NR | RCON5589 | NR | 8.c. |

Schedule RC-D - Trading Assets and Liabilities

Dollar amounts in thousands

| | | | | | |
|--|----------|----|--|--|------|
| 1. U.S. Treasury securities..... | RCON3531 | NR | | | 1. |
| 2. U.S. Government agency obligations (exclude mortgage-backed securities)..... | RCON3532 | NR | | | 2. |
| 3. Securities issued by states and political subdivisions in the U.S..... | RCON3533 | NR | | | 3. |
| 4. Mortgage-backed securities (MBS): | | | | | 4. |
| a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA..... | RCON3534 | NR | | | 4.a. |
| b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)..... | RCON3535 | NR | | | 4.b. |
| c. All other mortgage-backed securities..... | RCON3536 | NR | | | 4.c. |
| 5. Other debt securities..... | RCON3537 | NR | | | 5. |
| 6. Not applicable | | | | | 6. |
| 7. Not applicable | | | | | 7. |
| 8. Not applicable | | | | | 8. |
| 9. Other trading assets..... | RCON3541 | NR | | | 9. |
| 10. Not applicable | | | | | 10. |

Dollar amounts in thousands

| | | | |
|---|----------|----|-----|
| 11. Revaluation gains on derivatives contracts..... | RCON3543 | NR | 11. |
| 12. Total trading assets..... | RCON3545 | 0 | 12. |
| 13. Liability for short positions | RCON3546 | NR | 13. |
| 14. Revaluation losses on derivative contracts..... | RCON3547 | NR | 14. |
| 15. Total trading liabilities..... | RCON3548 | 0 | 15. |

Schedule RC-E - Deposit Liabilities

Dollar amounts in thousands

| | (Column A) Transaction Accounts Total transaction accounts (including total demand deposits) | (Column B) Transaction Accounts Memo: Total demand deposits (included in column A) | (Column C) Nontransaction Accounts Total nontransaction accounts (including MMDAs) | |
|---|---|--|--|----|
| Deposits of: | | | | |
| 1. Individuals, partnerships, and corporations (include all certified and official checks)..... | RCONB549 193,809 | | RCONB550 900,213 | 1. |
| 2. U.S. Government..... | 86 | | RCON2520 500 | 2. |
| 3. States and political subdivisions in the U.S..... | 753 | | RCON2530 23,588 | 3. |
| 4. Commercial banks and other depository institutions in the U.S..... | 0 | | RCONB552 11,173 | 4. |
| 5. Banks in foreign countries..... | 0 | | RCON2236 0 | 5. |
| 6. Foreign governments and official institutions (including foreign central banks)..... | 0 | | RCON2377 0 | 6. |
| 7. Total..... | 194,648 | RCON2210 193,769 | RCON2385 935,474 | 7. |

Schedule RC-E - Deposit Liabilities

Dollar amounts in thousands

| | | | | |
|--|----------|--------|--|----------|
| 1. Selected components of total deposits: | | | | |
| a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts..... | RCON6835 | 80,639 | | M.1. |
| b. Total brokered deposits..... | RCON2365 | 11,375 | | M.1.a. |
| c. Fully insured brokered deposits (included in Memorandum item 1.b above): | | | | M.1.b. |
| 1. Issued in denominations of less than \$100,000..... | RCON2343 | 8,886 | | M.1.c. |
| 2. Issued either in denominations of \$100,000 or in denominations greater than \$100,000 and participated out by the broker in shares of \$100,000 or less..... | RCON2344 | 400 | | M.1.c.1. |
| d. Maturity data for brokered deposits: | | | | M.1.c.2. |
| 1. Brokered deposits issued in denominations of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above)..... | RCONA243 | 5,542 | | M.1.d. |
| 2. Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less..... | RCONA244 | 1,889 | | M.1.d.1. |
| e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only)..... | RCON5590 | 16,099 | | M.1.d.2. |
| 2. Components of total nontransaction accounts: | | | | M.1.e. |
| a. Savings deposits: | | | | M.2. |
| | | | | M.2.a. |

Dollar amounts in thousands

| | | | |
|---|----------|---------|----------|
| 1. Money market deposit accounts (MMDAs)..... | RCON6810 | 257,180 | M.2.a.1. |
| 2. Other savings deposits (excludes MMDAs)..... | RCON0352 | 239,650 | M.2.a.2. |
| b. Total time deposits of less than \$100,000..... | RCON6648 | 288,374 | M.2.b. |
| c. Total time deposits of \$100,000 or more..... | RCON2604 | 150,270 | M.2.c. |
| 3. Maturity and repricing data for time deposits of less than \$100,000: | | | M.3. |
| a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of: | | | M.3.a. |
| 1. Three months or less..... | RCONA579 | 58,587 | M.3.a.1. |
| 2. Over three months through 12 months..... | RCONA580 | 120,424 | M.3.a.2. |
| 3. Over one year through three years..... | RCONA581 | 89,958 | M.3.a.3. |
| 4. Over three years..... | RCONA582 | 19,405 | M.3.a.4. |
| b. Time deposits of less than \$100,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above)..... | RCONA241 | 179,011 | M.3.b. |
| 4. Maturity and repricing data for time deposits of \$100,000 or more: | | | M.4. |
| a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of: | | | M.4.a. |
| 1. Three months or less..... | RCONA584 | 45,362 | M.4.a.1. |
| 2. Over three months through 12 months..... | RCONA585 | 58,776 | M.4.a.2. |
| 3. Over one year through three years..... | RCONA586 | 39,331 | M.4.a.3. |
| 4. Over three years..... | RCONA587 | 6,801 | M.4.a.4. |
| b. Time deposits of \$100,000 or more with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above)..... | RCONA242 | 104,138 | M.4.b. |

Schedule RC-F - Other Assets

Dollar amounts in thousands

| | | | |
|---|----------|--------|--------|
| 1. Accrued interest receivable..... | RCONB556 | 7,687 | 1. |
| 2. Net deferred tax assets..... | RCON2148 | 4,506 | 2. |
| 3. Interest-only strips receivable (not in the form of a security) on: | | | 3. |
| a. Mortgage loans..... | RCONA519 | 0 | 3.a. |
| b. Other financial assets..... | RCONA520 | 0 | 3.b. |
| 4. Equity securities that DO NOT have readily determinable fair values..... | RCON1752 | 7,384 | 4. |
| 5. All other assets..... | RCON2168 | 16,313 | 5. |
| a. Prepaid expenses..... | RCON2166 | 0 | 5.a. |
| b. Cash surrender value of life insurance..... | RCONC009 | 11,756 | 5.b. |
| c. Repossessed personal property (including vehicles)..... | RCON1578 | 0 | 5.c. |
| d. Derivatives with a positive fair value held for purposes other than trading..... | RCONC010 | 0 | 5.d. |
| e. Retained interests in accrued interest receivable related to securitized credit cards..... | RCONC436 | 0 | 5.e. |
| f. Disclose component and the dollar amount of that component: | | | 5.f. |
| 1. Describe component..... | TEXT3549 | | 5.f.1. |
| 2. Amount of component..... | RCON3549 | 0 | 5.f.2. |
| g. Disclose component and the dollar amount of that component: | | | 5.g. |
| 1. Describe component..... | TEXT3550 | | 5.g.1. |
| 2. Amount of component..... | RCON3550 | 0 | 5.g.2. |
| h. Disclose component and the dollar amount of that component: | | | 5.h. |
| 1. Describe component..... | TEXT3551 | | 5.h.1. |
| 2. Amount of component..... | RCON3551 | 0 | 5.h.2. |
| 6. Total..... | RCON2160 | 35,890 | 6. |

Schedule RC-G - Other Liabilities

Dollar amounts in thousands

| | | | |
|---|----------|--------|--------|
| 1. Not available | | | 1. |
| a. Interest accrued and unpaid on deposits..... | RCON3645 | 2,013 | 1.a. |
| b. Other expenses accrued and unpaid (includes accrued income taxes payable)..... | RCON3646 | 10,613 | 1.b. |
| 2. Net deferred tax liabilities..... | RCON3049 | 0 | 2. |
| 3. Allowance for credit losses on off-balance sheet credit exposures..... | RCONB557 | 0 | 3. |
| 4. All other liabilities..... | RCON2938 | 0 | 4. |
| a. Accounts payable..... | RCON3066 | 0 | 4.a. |
| b. Deferred compensation liabilities..... | RCONC011 | 0 | 4.b. |
| c. Dividends declared but not yet payable..... | RCON2932 | 0 | 4.c. |
| d. Derivatives with a negative fair value held for purposes other than trading..... | RCONC012 | 0 | 4.d. |
| e. Disclose component and the dollar amount of that component: | | | 4.e. |
| 1. Describe component..... | TEXT3552 | | 4.e.1. |
| 2. Amount of component..... | RCON3552 | 0 | 4.e.2. |
| f. Disclose component and the dollar amount of that component: | | | 4.f. |
| 1. Describe component..... | TEXT3553 | | 4.f.1. |
| 2. Amount of component..... | RCON3553 | 0 | 4.f.2. |
| g. Disclose component and the dollar amount of that component: | | | 4.g. |
| 1. Describe component..... | TEXT3554 | | 4.g.1. |
| 2. Amount of component..... | RCON3554 | 0 | 4.g.2. |
| 5. Total..... | RCON2930 | 12,626 | 5. |

Schedule RC-K - Quarterly Averages

Dollar amounts in thousands

| | | | |
|--|----------|-----------|--------|
| 1. Interest-bearing balances due from depository institutions..... | RCON3381 | 810 | 1. |
| 2. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)..... | RCONB558 | 130,280 | 2. |
| 3. Mortgage-backed securities..... | RCONB559 | 194,322 | 3. |
| 4. All other securities (includes securities issued by states and political subdivisions in the U.S.)..... | RCONB560 | 84,295 | 4. |
| 5. Federal funds sold and securities purchased under agreements to resell..... | RCON3365 | 41 | 5. |
| 6. Loans: | | | 6. |
| a. Total loans..... | RCON3360 | 826,806 | 6.a. |
| b. Loans secured by real estate..... | RCON3385 | 662,955 | 6.b. |
| c. Commercial and industrial loans..... | RCON3387 | 56,115 | 6.c. |
| d. Loans to individuals for household, family, and other personal expenditures: | | | 6.d. |
| 1. Credit cards..... | RCONB561 | 0 | 6.d.1. |
| 2. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)..... | RCONB562 | 4,124 | 6.d.2. |
| 7. Trading assets..... | RCON3401 | 0 | 7. |
| 8. Lease financing receivables (net of unearned income)..... | RCON3484 | 0 | 8. |
| 9. Total assets..... | RCON3368 | 1,331,724 | 9. |
| 10. Interest-bearing transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits)..... | RCON3485 | 4,178 | 10. |
| 11. Nontransaction accounts: | | | 11. |
| a. Savings deposits (includes MMDAs)..... | RCONB563 | 496,458 | 11.a. |
| b. Time deposits of \$100,000 or more..... | RCONA514 | 132,218 | 11.b. |
| c. Time deposits of less than \$100,000..... | RCONA529 | 308,508 | 11.c. |
| 12. Federal funds purchased and securities sold under agreements to repurchase..... | RCON3353 | 48,817 | 12. |

Dollar amounts in thousands

| | | | |
|---|----------|--------|------|
| 13. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)..... | RCON3355 | 60,000 | 13. |
| 1. Loans to finance agricultural production and other loans to farmers | RCON3386 | 0 | M.1. |

Schedule RC-L - Derivatives and Off-Balance Sheet Items

Dollar amounts in thousands

| | | | |
|---|----------|--------|---------|
| 1. Unused commitments: | | | 1. |
| a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines..... | RCON3814 | 88,646 | 1.a. |
| b. Credit card lines..... | RCON3815 | 0 | 1.b. |
| c. Not available | | | 1.c. |
| 1. Commitments to fund commercial real estate, construction, and land development loans secured by real estate..... | RCON3816 | 74,196 | 1.c.1. |
| 2. Commitments to fund commercial real estate, construction, and land development loans not secured by real estate..... | RCON6550 | 0 | 1.c.2. |
| d. Securities underwriting..... | RCON3817 | 0 | 1.d. |
| e. Other unused commitments..... | RCON3818 | 71,075 | 1.e. |
| 2. Financial standby letters of credit..... | RCON3819 | 6,221 | 2. |
| a. Amount of financial standby letters of credit conveyed to others..... | RCON3820 | 0 | 2.a. |
| 3. Performance standby letters of credit..... | RCON3821 | 11,019 | 3. |
| a. Amount of performance standby letters of credit conveyed to others..... | RCON3822 | 0 | 3.a. |
| 4. Commercial and similar letters of credit..... | RCON3411 | 0 | 4. |
| 5. Participations in acceptances conveyed to others by the reporting bank..... | RCON3428 | 0 | 5. |
| 6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank)..... | RCON3433 | 0 | 6. |
| 7. Credit derivatives: | | | 7. |
| a. Notional amount of credit derivatives on which the reporting bank is the guarantor..... | RCONA534 | 0 | 7.a. |
| 1. Gross positive fair value..... | RCONC219 | 0 | 7.a.1. |
| 2. Gross negative fair value..... | RCONC220 | 0 | 7.a.2. |
| b. Notional amount of credit derivatives on which the reporting bank is the beneficiary.... | RCONA535 | 0 | 7.b. |
| 1. Gross positive fair value..... | RCONC221 | 0 | 7.b.1. |
| 2. Gross negative fair value..... | RCONC222 | 0 | 7.b.2. |
| 8. Spot foreign exchange contracts..... | RCON8765 | 0 | 8. |
| 9. All other off-balance sheet liabilities (exclude derivatives)..... | RCON3430 | 0 | 9. |
| a. Securities borrowed..... | RCON3432 | 0 | 9.a. |
| b. Commitments to purchase when-issued securities..... | RCON3434 | 0 | 9.b. |
| c. Disclose component and the dollar amount of that component: | | | 9.c. |
| 1. Describe component..... | TEXT3555 | | 9.c.1. |
| 2. Amount of component..... | RCON3555 | 0 | 9.c.2. |
| d. Disclose component and the dollar amount of that component: | | | 9.d. |
| 1. Describe component..... | TEXT3556 | | 9.d.1. |
| 2. Amount of component..... | RCON3556 | 0 | 9.d.2. |
| e. Disclose component and the dollar amount of that component: | | | 9.e. |
| 1. Describe component..... | TEXT3557 | | 9.e.1. |
| 2. Amount of component..... | RCON3557 | 0 | 9.e.2. |
| 10. All other off-balance sheet assets (exclude derivatives)..... | RCON5591 | 0 | 10. |
| a. Commitments to sell when-issued securities..... | RCON3435 | 0 | 10.a. |
| b. Disclose component and the dollar amount of that component: | | | 10.b. |
| 1. Describe component..... | TEXT5592 | | 10.b.1. |
| 2. Amount of component..... | RCON5592 | 0 | 10.b.2. |
| c. Disclose component and the dollar amount of that component: | | | 10.c. |

Dollar amounts in thousands

| | | | |
|--|----------|---|---------|
| 1. Describe component..... | TEXT5593 | | 10.c.1. |
| 2. Amount of component..... | RCON5593 | 0 | 10.c.2. |
| d. Disclose component and the dollar amount of that component: | | | 10.d. |
| 1. Describe component..... | TEXT5594 | | 10.d.1. |
| 2. Amount of component..... | RCON5594 | 0 | 10.d.2. |
| e. Disclose component and the dollar amount of that component: | | | 10.e. |
| 1. Describe component..... | TEXT5595 | | 10.e.1. |
| 2. Amount of component..... | RCON5595 | 0 | 10.e.2. |
| 11. Year-to-date merchant credit card sales volume: | | | 11. |
| a. Sales for which the reporting bank is the acquiring bank..... | RCONC223 | 0 | 11.a. |
| b. Sales for which the reporting bank is the agent bank with risk..... | RCONC224 | 0 | 11.b. |

Schedule RC-L - Derivatives and Off-Balance Sheet Items

| Dollar amounts in thousands | | (Column A) Interest Rate Contracts | (Column B) Foreign Exchange Contracts | (Column C) Equity Derivative Contracts | (Column D) Commodity and Other Contracts | |
|---|----------|---------------------------------------|---|--|--|---------|
| 12. Gross amounts (e.g., notional amounts): | | | | | | 12. |
| a. Futures contracts..... | RCON8693 | RCON8694 | RCON8695 | RCON8696 | | 12.a. |
| | 0 | 0 | 0 | 0 | | |
| b. Forward contracts..... | RCON8697 | RCON8698 | RCON8699 | RCON8700 | | 12.b. |
| | 0 | 0 | 0 | 0 | | |
| c. Exchange-traded option contracts: | | | | | | 12.c. |
| 1. Written options..... | RCON8701 | RCON8702 | RCON8703 | RCON8704 | | 12.c.1. |
| | 0 | 0 | 0 | 0 | | |
| 2. Purchased options..... | RCON8705 | RCON8706 | RCON8707 | RCON8708 | | 12.c.2. |
| | 0 | 0 | 0 | 0 | | |
| d. Over-the-counter option contracts: | | | | | | 12.d. |
| 1. Written options..... | RCON8709 | RCON8710 | RCON8711 | RCON8712 | | 12.d.1. |
| | 0 | 0 | 0 | 0 | | |
| 2. Purchased options..... | RCON8713 | RCON8714 | RCON8715 | RCON8716 | | 12.d.2. |
| | 0 | 0 | 0 | 0 | | |
| e. Swaps..... | RCON3450 | RCON3826 | RCON8719 | RCON8720 | | 12.e. |
| | 0 | 0 | 0 | 0 | | |
| 13. Total gross notional amount of derivative contracts held for trading..... | RCONA126 | RCONA127 | RCON8723 | RCON8724 | | 13. |
| | 0 | 0 | 0 | 0 | | |
| 14. Total gross notional amount of derivative contracts held for purposes other than trading..... | RCON8725 | RCON8726 | RCON8727 | RCON8728 | | 14. |
| | 0 | 0 | 0 | 0 | | |
| a. Interest rate swaps where the bank has agreed to pay a fixed rate..... | RCONA589 | | | | | 14.a. |
| | 0 | | | | | |
| 15. Not available | | | | | | 15. |
| a. Contracts held for trading: | | | | | | 15.a. |
| 1. Gross positive fair value..... | RCON8733 | RCON8734 | RCON8735 | RCON8736 | | 15.a.1. |
| | 0 | 0 | 0 | 0 | | |
| 2. Gross negative fair value..... | RCON8737 | RCON8738 | RCON8739 | RCON8740 | | 15.a.2. |
| | 0 | 0 | 0 | 0 | | |

Dollar amounts in thousands

b. Contracts held for purposes other than trading:

- 1. Gross positive fair value.....
- 2. Gross negative fair value.....

| | (Column A) Interest Rate Contracts | (Column B) Foreign Exchange Contracts | (Column C) Equity Derivative Contracts | (Column D) Commodity and Other Contracts |
|--|---------------------------------------|---|--|--|
| | | | | |
| | RCON8741 | RCON8742 | RCON8743 | RCON8744 |
| | 0 | 0 | 0 | 0 |
| | RCON8745 | RCON8746 | RCON8747 | RCON8748 |
| | 0 | 0 | 0 | 0 |

15.b.
 15.b.1.
 15.b.2.

Schedule RC-M - Memoranda

Dollar amounts in thousands

| | | | |
|--|----------|--------------------------------------|--------|
| 1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date: | | | 1. |
| a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests..... | RCON6164 | 20,545 | 1.a. |
| b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations..... | RCON6165 | 6 | 1.b. |
| 2. Intangible assets other than goodwill: | | | 2. |
| a. Mortgage servicing assets..... | RCON3164 | 325 | 2.a. |
| 1. Estimated fair value of mortgage servicing assets..... | RCONA590 | 325 | 2.a.1. |
| b. Purchased credit card relationships and nonmortgage servicing assets..... | RCONB026 | 0 | 2.b. |
| c. All other identifiable intangible assets..... | RCON5507 | 145 | 2.c. |
| d. Total..... | RCON0426 | 470 | 2.d. |
| 3. Other real estate owned: | | | 3. |
| a. Direct and indirect investments in real estate ventures..... | RCON5372 | 0 | 3.a. |
| b. All other real estate owned: | | | 3.b. |
| 1. Construction, land development, and other land..... | RCON5508 | 0 | 3.b.1. |
| 2. Farmland..... | RCON5509 | 0 | 3.b.2. |
| 3. 1-4 family residential properties..... | RCON5510 | 0 | 3.b.3. |
| 4. Multifamily (5 or more) residential properties..... | RCON5511 | 0 | 3.b.4. |
| 5. Nonfarm nonresidential properties..... | RCON5512 | 0 | 3.b.5. |
| c. Total..... | RCON2150 | 0 | 3.c. |
| 4. Investments in unconsolidated subsidiaries and associated companies: | | | 4. |
| a. Direct and indirect investments in real estate ventures..... | RCON5374 | 0 | 4.a. |
| b. All other investments in unconsolidated subsidiaries and associated companies..... | RCON5375 | 0 | 4.b. |
| c. Total..... | RCON2130 | 0 | 4.c. |
| 5. Other borrowed money: | | | 5. |
| a. Federal Home Loan Bank advances: | | | 5.a. |
| 1. With a remaining maturity of one year or less..... | RCON2651 | 30,000 | 5.a.1. |
| 2. With a remaining maturity of more than one year through three years..... | RCONB565 | 30,000 | 5.a.2. |
| 3. With a remaining maturity of more than three years..... | RCONB566 | 0 | 5.a.3. |
| b. Other borrowings: | | | 5.b. |
| 1. With a remaining maturity of one year or less..... | RCONB571 | 0 | 5.b.1. |
| 2. With a remaining maturity of more than one year through three years..... | RCONB567 | 0 | 5.b.2. |
| 3. With a remaining maturity of more than three years..... | RCONB568 | 0 | 5.b.3. |
| c. Total..... | RCON3190 | 60,000 | 5.c. |
| 6. Does the reporting bank sell private label or third party mutual funds and annuities?..... | RCONB569 | Yes | 6. |
| 7. Assets under the reporting bank's management in proprietary mutual funds and annuities. | RCONB570 | 0 | 7. |
| 8. Primary Internet Web site address of the bank (home page), if any..... | TEXT4087 | Click here for value | 8. |
| 9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site?..... | RCON4088 | Yes | 9. |

(TEXT4087) www.emarquettebank.com

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets

| Dollar amounts in thousands | (Column A) Past due 30 through 89 days and still accruing | (Column B) Past due 90 days or more and still accruing | (Column C) Nonaccrual |
|---|---|--|-----------------------|
| 1. Loans secured by real estate: | | | |
| a. Construction, land development, and other land loans..... | 40 | 0 | 200 |
| b. Secured by farmland..... | 0 | 0 | 0 |
| c. Secured by 1-4 family residential properties: | | | |
| 1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit..... | 43 | 0 | 348 |
| 2. Closed-end loans secured by 1-4 family residential properties: | | | |
| a. Secured by first liens..... | 728 | 387 | 131 |
| b. Secured by junior liens..... | 65 | 4 | 74 |
| d. Secured by multifamily (5 or more) residential properties..... | 0 | 0 | 0 |
| e. Secured by nonfarm nonresidential properties..... | 2,475 | 0 | 4,717 |
| 2. Loans to depository institutions and acceptances of other banks.... | 0 | 0 | 0 |
| 3. Not applicable | | | |
| 4. Commercial and industrial loans..... | 328 | 244 | 314 |
| 5. Loans to individuals for household, family, and other personal expenditures: | | | |
| a. Credit cards..... | 0 | 0 | 0 |
| b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)..... | 5 | 6 | 0 |
| 6. Loans to foreign governments and official institutions..... | 0 | 0 | 0 |
| 7. All other loans..... | 561 | 0 | 0 |
| 8. Lease financing receivables..... | 0 | 0 | 0 |
| 9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)..... | 0 | 0 | 0 |
| 10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government..... | 0 | 0 | 208 |
| a. Guaranteed portion of loans and leases included in item 10 above (exclude rebooked "GNMA loans")..... | 0 | 0 | 156 |
| b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above..... | 0 | 0 | 0 |

| Dollar amounts in thousands | | (Column A) Past due 30 through 89 days and still accruing | (Column B) Past due 90 days or more and still accruing | (Column C) Nonaccrual | |
|---|----------|---|--|-----------------------|--------|
| 1. Restructured loans and leases included in Schedule RC-N, items 1 through 8, above (and not reported in Schedule RC-C, Part I, Memorandum item 1)..... | RCON1658 | RCON1659 | RCON1661 | | |
| | 0 | 0 | 74 | | M.1. |
| 2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above..... | RCON6558 | RCON6559 | RCON6560 | | |
| | 0 | 0 | 0 | | M.2. |
| 3. Not available | | | | | |
| a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above)..... | RCON1248 | RCON1249 | RCON1250 | | |
| | 0 | 0 | 0 | | M.3.a. |
| b. Loans to and acceptances of foreign banks (included in Schedule RC-N, item 2, above)..... | RCON5380 | RCON5381 | RCON5382 | | |
| | 0 | 0 | 0 | | M.3.b. |
| c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RC-N, item 4, above)..... | RCON1254 | RCON1255 | RCON1256 | | |
| | 0 | 0 | 0 | | M.3.c. |
| d. Lease financing receivables of non-U.S. addressees (domicile) (included in Schedule RC-N, item 8, above)..... | RCON1271 | RCON1272 | RCON1791 | | |
| | 0 | 0 | 0 | | M.3.d. |
| 4. Loans to finance agricultural production and other loans to farmers (included in Schedule RC-N, item 7, above)..... | RCON1594 | RCON1597 | RCON1583 | | |
| | 0 | 0 | 0 | | M.4. |
| 5. Loans and leases held for sale (included in Schedule RC-N, items 1 through 8, above)..... | RCONC240 | RCONC241 | RCONC226 | | |
| | 0 | 0 | 0 | | M.5. |

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets

| Dollar amounts in thousands | | (Column A) Past due 30 through 89 days | (Column B) Past due 90 days or more | |
|---|----------|--|-------------------------------------|------|
| 6. Interest rate, foreign exchange rate, and other commodity and equity contracts: Fair value of amounts carried as assets..... | RCON3529 | 0 | RCON3530 | 0 |
| | | | | M.6. |

Schedule RC-O - Other Data for Deposit Insurance and FICO Assessments

| Dollar amounts in thousands | | | | |
|--|----------|--|---------|--------|
| 1. Unposted debits: | | | | 1. |
| a. Actual amount of all unposted debits..... | RCON0030 | | 0 | 1.a. |
| b. Separate amount of unposted debits: | | | | 1.b. |
| 1. Actual amount of unposted debits to demand deposits..... | RCON0031 | | 0 | 1.b.1. |
| 2. Actual amount of unposted debits to time and savings deposits..... | RCON0032 | | 0 | 1.b.2. |
| 2. Unposted credits: | | | | 2. |
| a. Actual amount of all unposted credits..... | RCON3510 | | 0 | 2.a. |
| b. Separate amount of unposted credits: | | | | 2.b. |
| 1. Actual amount of unposted credits to demand deposits..... | RCON3512 | | 0 | 2.b.1. |
| 2. Actual amount of unposted credits to time and savings deposits..... | RCON3514 | | 0 | 2.b.2. |
| 3. Uninvested trust funds (cash) held in bank's own trust department (not included in total deposits)..... | RCON3520 | | 0 | 3. |
| 4. Deposits of consolidated subsidiaries (not included in total deposits): | | | | 4. |
| a. Demand deposits of consolidated subsidiaries..... | RCON2211 | | 171,583 | 4.a. |
| b. Time and savings deposits of consolidated subsidiaries..... | RCON2351 | | 0 | 4.b. |
| c. Interest accrued and unpaid on deposits of consolidated subsidiaries..... | RCON5514 | | 0 | 4.c. |
| 5. Not applicable | | | | 5. |

Dollar amounts in thousands

| | | | |
|--|----------|---------|----------|
| 6. Reserve balances actually passed through to the Federal Reserve by the reporting bank on behalf of its respondent depository institutions that are also reflected as deposit liabilities of the reporting bank: | | | 6. |
| a. Amount reflected in demand deposits (included in Schedule RC-E, item 7, column B)..... | RCON2314 | 0 | 6.a. |
| b. Amount reflected in time and savings deposits (included in Schedule RC-E, item 7, column A or C, but not column B)..... | RCON2315 | 0 | 6.b. |
| 7. Unamortized premiums and discounts on time and savings deposits: | | | 7. |
| a. Unamortized premiums..... | RCON5516 | 0 | 7.a. |
| b. Unamortized discounts..... | RCON5517 | 0 | 7.b. |
| 8. To be completed by banks with "Oakar deposits." | | | 8. |
| a. Deposits purchased or acquired from other FDIC-insured institutions during the quarter: | | | 8.a. |
| 1. Total deposits purchased or acquired from other FDIC-insured institutions during the quarter..... | RCONA531 | 0 | 8.a.1. |
| 2. Amount of purchased or acquired deposits reported in item 8.a.(1) above attributable to a secondary fund (i.e., BIF members report deposits attributable to SAIF; SAIF members report deposits attributable to BIF)..... | RCONA532 | 0 | 8.a.2. |
| b. Total deposits sold or transferred to other FDIC-insured institutions during the quarter. | RCONA533 | 0 | 8.b. |
| 9. Deposits in lifeline accounts | | | 9. |
| 10. Benefit-responsive "Depository Institution Investment Contracts" (included in total deposits)..... | RCON8432 | 0 | 10. |
| 11. Adjustments to demand deposits reported in Schedule RC-E for certain reciprocal demand balances: | | | 11. |
| a. Amount by which demand deposits would be reduced if the reporting bank's reciprocal demand balances with the domestic offices of U.S. banks and savings associations and insured branches in Puerto Rico and U.S. territories and possessions that were reported on a gross basis in Schedule RC-E had been reported on a net basis..... | RCON8785 | 0 | 11.a. |
| b. Amount by which demand deposits would be increased if the reporting bank's reciprocal demand balances with foreign banks and foreign offices of other U.S. banks (other than insured branches in Puerto Rico and U.S. territories and possessions) that were reported on a net basis in Schedule RC-E had been reported on a gross basis..... | RCONA181 | 0 | 11.b. |
| c. Amount by which demand deposits would be reduced if cash items in process of collection were included in the calculation of the reporting bank's net reciprocal demand balances with the domestic offices of U.S. banks and savings associations and insured branches in Puerto Rico and U.S. territories and possessions in Schedule RC-E..... | RCONA182 | 0 | 11.c. |
| 12. Amount of assets netted against deposit liabilities on the balance sheet (Schedule RC) in accordance with generally accepted accounting principles (exclude amounts related to reciprocal demand balances): | | | 12. |
| a. Amount of assets netted against demand deposits..... | RCONA527 | 0 | 12.a. |
| b. Amount of assets netted against time and savings deposits..... | RCONA528 | 0 | 12.b. |
| 1. Total deposits of the bank: | | | M.1. |
| a. Deposit account of \$100,000 or less: | | | M.1.a. |
| 1. Amount of deposit accounts of \$100,000 or less..... | RCON2702 | 734,535 | M.1.a.1. |
| 2. Number of deposit accounts of \$100,000 or less..... | RCON3779 | NR | M.1.a.2. |
| b. Deposit accounts of more than \$100,000: | | | M.1.b. |
| 1. Amount of deposit accounts of more than \$100,000..... | RCON2710 | 395,587 | M.1.b.1. |
| 2. Number of deposit accounts of more than \$100,000..... | RCON2722 | 1972 | M.1.b.2. |
| 2. Estimated amount of uninsured deposits..... | RCON5597 | 246,041 | M.2. |
| 3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent saving association's Call Report or Thrift Financial Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association: | | | M.3. |
| a. Legal title..... | TEXTA545 | | M.3.a. |
| b. FDIC Certificate Number..... | RCONA545 | 0 | M.3.b. |

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

| | | | |
|--|----------|-----------|-------|
| 1. Total equity capital (from Schedule RC, item 28)..... | RCON3210 | 87,099 | 1. |
| 2. Net unrealized gains (losses) on available-for-sale securities..... | RCON8434 | -4,403 | 2. |
| 3. Net unrealized loss on available-for-sale equity securities..... | RCONA221 | 94 | 3. |
| 4. Accumulated net gains (losses) on cash flow hedges..... | RCON4336 | 0 | 4. |
| 5. Nonqualifying perpetual preferred stock..... | RCONB588 | 0 | 5. |
| 6. Qualifying minority interests in consolidated subsidiaries..... | RCONB589 | 0 | 6. |
| 7. Disallowed goodwill and other disallowed intangible assets..... | RCONB590 | 4,212 | 7. |
| 8. Subtotal..... | RCONC227 | 87,196 | 8. |
| 9. Not available | | | 9. |
| a. Disallowed servicing assets and purchased credit card relationships..... | RCONB591 | 33 | 9.a. |
| b. Disallowed deferred tax assets..... | RCON5610 | 0 | 9.b. |
| 10. Other additions to (deductions from) Tier 1 capital..... | RCONB592 | 0 | 10. |
| 11. Tier 1 capital..... | RCON8274 | 87,163 | 11. |
| 12. Qualifying subordinated debt and redeemable preferred stock..... | RCON5306 | 0 | 12. |
| 13. Cumulative perpetual preferred stock includible in Tier 2 capital..... | RCONB593 | 0 | 13. |
| 14. Allowance for loan and lease losses includible in Tier 2 capital..... | RCON5310 | 8,887 | 14. |
| 15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital..... | RCON2221 | 0 | 15. |
| 16. Other Tier 2 capital components..... | RCONB594 | 0 | 16. |
| 17. Tier 2 capital..... | RCON5311 | 8,887 | 17. |
| 18. Allowable Tier 2 capital..... | RCON8275 | 8,887 | 18. |
| 19. Tier 3 capital allocated for market risk..... | RCON1395 | 0 | 19. |
| 20. Deductions for total risk-based capital..... | RCONB595 | 0 | 20. |
| 21. Total risk-based capital..... | RCON3792 | 96,050 | 21. |
| 22. Average total assets (from Schedule RC-K, item 9)..... | RCON3368 | 1,331,724 | 22. |
| 23. Disallowed goodwill and other disallowed intangible assets (from item 7 above)..... | RCONB590 | 4,212 | 23. |
| 24. Disallowed servicing assets and purchased credit card relationships (from item 9.a above)..... | RCONB591 | 33 | 24. |
| 25. Disallowed deferred tax assets (from item 9.b above)..... | RCON5610 | 0 | 25. |
| 26. Other deductions from assets for leverage capital purposes..... | RCONB596 | 0 | 26. |
| 27. Average total assets for leverage capital purposes..... | RCONA224 | 1,327,479 | 27. |
| 28. Not available | | | 28. |
| a. Adjustment to Tier 1 capital reported in item 11..... | RCONC228 | 0 | 28.a. |
| b. Adjustment to total risk-based capital reported in item 21..... | RCONB503 | 0 | 28.b. |
| 29. Adjustment to risk-weighted assets reported in item 62..... | RCONB504 | 0 | 29. |
| 30. Adjustment to average total assets reported in item 27..... | RCONB505 | 0 | 30. |

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

| | (Column A) Percentage (Banks with Financial Subsidiaries) | | (Column B) Percentage (All Banks) | | |
|--|---|---|--------------------------------------|----------|-----|
| | | | | | |
| 31. Tier 1 leverage ratio..... | RCON7273 | 0 | RCON7204 | 0.065661 | 31. |
| 32. Tier 1 risk-based capital ratio..... | RCON7274 | 0 | RCON7206 | 0.098815 | 32. |
| 33. Total risk-based capital ratio..... | RCON7275 | 0 | RCON7205 | 0.10889 | 33. |

Schedule RC-R - Regulatory Capital

| Dollar amounts in thousands | | | | | | |
|--|--|---|---|--|--|---|
| | (Column A) Totals (from Schedule RC) | (Column B) Items Not Subject to Risk-Weighting | (Column C) Allocation by Risk Weight Category 0% | (Column D) Allocation by Risk Weight Category 20% | (Column E) Allocation by Risk Weight Category 50% | (Column F) Allocation by Risk Weight Category 100% |
| 34. Cash and balances dues from depository institutions..... | RCON0010 40,141 | RCONC869 0 | RCONB600 24,008 | RCONB601 16,133 | | RCONB602 0 |
| 35. Held-to-maturity securities..... | RCON1754 0 | RCONB603 0 | RCONB604 0 | RCONB605 0 | RCONB606 0 | RCONB607 0 |
| 36. Available-for-sale securities..... | RCON1773 378,719 | RCONB608 -7,041 | RCONB609 15,122 | RCONB610 333,655 | RCONB611 36,983 | RCONB612 0 |
| 37. Federal funds sold and securities purchased under agreements to resell..... | RCONC225 0 | | RCONC063 0 | RCONC064 0 | | RCONB520 0 |
| 38. Loans and leases held for sale..... | RCON5369 10,290 | RCONB617 0 | RCONB618 0 | RCONB619 0 | RCONB620 10,290 | RCONB621 0 |
| 39. Loans and leases, net of unearned income..... | RCONB528 838,734 | RCONB622 0 | RCONB623 0 | RCONB624 156 | RCONB625 285,606 | RCONB626 552,972 |
| 40. Allowance for loan and lease losses..... | RCON3123 8,887 | RCON3123 8,887 | | | | |
| 41. Trading Assets..... | RCON3545 0 | RCONB627 0 | RCONB628 0 | RCONB629 0 | RCONB630 0 | RCONB631 0 |
| 42. All other assets..... | RCONB639 79,178 | RCONB640 4,245 | RCONB641 1,006 | RCONB642 4,696 | RCONB643 0 | RCON5339 69,231 |
| 43. Total Assets..... | RCON2170 1,338,175 | RCONB644 -11,683 | RCON5320 40,136 | RCON5327 354,640 | RCON5334 332,879 | RCON5340 622,203 |

Schedule RC-R - Regulatory Capital

| Dollar amounts in thousands | | | | | | |
|---|---|--|---|--|--|---|
| | (Column A) Face Value or Notional Amount | (Column B) Credit Equivalent Amount | (Column C) Allocation by Risk Weight Category 0% | (Column D) Allocation by Risk Weight Category 20% | (Column E) Allocation by Risk Weight Category 50% | (Column F) Allocation by Risk Weight Category 100% |
| 44. Financial standby letters of credit..... | RCONB546 6,221 | RCONB547 6,221 | RCONB548 0 | RCONB581 0 | RCONB582 0 | RCONB583 6,221 |
| 45. Performance standby letters of credit..... | RCON3821 11,019 | RCONB650 5,510 | RCONB651 0 | RCONB652 0 | RCONB653 0 | RCONB654 5,510 |
| 46. Commercial and similar letters of credit..... | RCON3411 0 | RCONB655 0 | RCONB656 0 | RCONB657 0 | RCONB658 0 | RCONB659 0 |

| | (Column A) Face Value or Notional Amount | (Column B) Credit Equivalent Amount | (Column C) Allocation by Risk Weight Category 0% | (Column D) Allocation by Risk Weight Category 20% | (Column E) Allocation by Risk Weight Category 50% | (Column F) Allocation by Risk Weight Category 100% |
|--|---|--|---|--|--|---|
| Dollar amounts in thousands | | | | | | |
| 47. Risk participations in bankers acceptances acquired by the reporting institution..... | RCON3429 | RCONB660 | RCONB661 | RCONB662 | | RCONB663 |
| | 0 | 0 | 0 | 0 | | 0 |
| 48. Securities lent..... | RCON3433 | RCONB664 | RCONB665 | RCONB666 | RCONB667 | RCONB668 |
| | 0 | 0 | 0 | 0 | 0 | 0 |
| 49. Retained recourse on small business obligations sold with recourse..... | RCONA250 | RCONB669 | RCONB670 | RCONB671 | RCONB672 | RCONB673 |
| | 0 | 0 | 0 | 0 | 0 | 0 |
| 50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement.. | RCONB541 | RCONB542 | | | | RCONB543 |
| | 0 | 0 | | | | 0 |
| 51. All other financial assets sold with recourse..... | RCONB675 | RCONB676 | RCONB677 | RCONB678 | RCONB679 | RCONB680 |
| | 0 | 0 | 0 | 0 | 0 | 0 |
| 52. All other off-balance sheet liabilities..... | RCONB681 | RCONB682 | RCONB683 | RCONB684 | RCONB685 | RCONB686 |
| | 0 | 0 | 0 | 0 | 0 | 0 |
| 53. Unused commitments with an original maturity exceeding one year..... | RCON3833 | RCONB687 | RCONB688 | RCONB689 | RCONB690 | RCONB691 |
| | 21,556 | 10,778 | 0 | 0 | 0 | 10,778 |
| 54. Derivative contracts..... | | RCONA167 | RCONB693 | RCONB694 | RCONB695 | |
| | | 0 | 0 | 0 | 0 | |
| 55. Total assets, derivatives, and off-balance sheet items by risk weight category..... | | | RCONB696 | RCONB697 | RCONB698 | RCONB699 |
| | | | 40,136 | 354,640 | 332,879 | 644,712 |
| 56. Risk weight factor | | | | | | |
| 57. Risk-weighted assets by risk weight category..... | | | RCONB700 | RCONB701 | RCONB702 | RCONB703 |
| | | | 0 | 70,928 | 166,440 | 644,712 |
| 58. Market risk equivalent assets..... | | | | | | RCON1651 |
| | | | | | | 0 |
| 59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve..... | | | | | | RCONB704 |
| | | | | | | 882,080 |
| 60. Excess allowance for loan and lease losses..... | | | | | | RCONA222 |
| | | | | | | 0 |
| 61. Allocated transfer risk reserve..... | | | | | | RCON3128 |
| | | | | | | 0 |
| 62. Total risk-weighted assets..... | | | | | | RCONA223 |
| | | | | | | 882,080 |

Schedule RC-S - Servicing, Securitization, and Asset Sale Activities

| | (Column A) 1-4 Family Residential Loans | (Column B) Home Equity Lines | (Column C) Credit Card Receivables | (Column D) Auto Loans | (Column E) Other Consumer Loans | (Column F) Commercial and Industrial Loans | (Column G) All Other Loans and All Leases |
|--|--|---------------------------------|---------------------------------------|--------------------------|------------------------------------|---|--|
| Dollar amounts in thousands | | | | | | | |
| 1. Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements..... | RCONB705 | RCONB706 | RCONB707 | RCONB708 | RCONB709 | RCONB710 | RCONB711 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of: | | | | | | | |
| a. Credit-enhancing interest-only strips (included in Schedules RC-B or RC-F or in Schedule RC, item 5)..... | RCONB712 | RCONB713 | RCONB714 | RCONB715 | RCONB716 | RCONB717 | RCONB718 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b. Subordinated securities and other residual interests..... | RCONC393 | RCONC394 | RCONC395 | RCONC396 | RCONC397 | RCONC398 | RCONC399 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c. Standby letters of credit and other enhancements..... | RCONC400 | RCONC401 | RCONC402 | RCONC403 | RCONC404 | RCONC405 | RCONC406 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1..... | RCONB726 | RCONB727 | RCONB728 | RCONB729 | RCONB730 | RCONB731 | RCONB732 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 4. Past due loan amounts included in item 1: | | | | | | | |
| a. 30-89 days past due..... | RCONB733 | RCONB734 | RCONB735 | RCONB736 | RCONB737 | RCONB738 | RCONB739 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b. 90 days or more past due..... | RCONB740 | RCONB741 | RCONB742 | RCONB743 | RCONB744 | RCONB745 | RCONB746 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date): | | | | | | | |
| a. Charge-offs..... | RIADB747 | RIADB748 | RIADB749 | RIADB750 | RIADB751 | RIADB752 | RIADB753 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b. Recoveries..... | RIADB754 | RIADB755 | RIADB756 | RIADB757 | RIADB758 | RIADB759 | RIADB760 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 6. Amount of ownership (or seller's) interests carried as: | | | | | | | |
| a. Securities (included in Schedule RC-B or in Schedule RC, item 5)..... | | RCONB761 | RCONB762 | | | RCONB763 | |
| | | 0 | 0 | | | 0 | |
| b. Loans (included in Schedule RC-C)..... | | RCONB500 | RCONB501 | | | RCONB502 | |
| | | 0 | 0 | | | 0 | |

| | (Column A) 1-4 Family Residential Loans | (Column B) Home Equity Lines | (Column C) Credit Card Receivables | (Column D) Auto Loans | (Column E) Other Consumer Loans | (Column F) Commercial and Industrial Loans | (Column G) All Other Loans and All Leases |
|--|--|---------------------------------|---------------------------------------|--------------------------|------------------------------------|---|--|
| Dollar amounts in thousands | | | | | | | |
| 7. Past due loan amounts included in interests reported in item 6.a: | | | | | | | |
| | | RCONB764 | RCONB765 | | | RCONB766 | |
| a. 30-89 days past due..... | | 0 | 0 | | | 0 | |
| | | RCONB767 | RCONB768 | | | RCONB769 | |
| b. 90 days or more past due..... | | 0 | 0 | | | 0 | |
| 8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date): | | | | | | | |
| | | RIADB770 | RIADB771 | | | RIADB772 | |
| a. Charge-offs..... | | 0 | 0 | | | 0 | |
| | | RIADB773 | RIADB774 | | | RIADB775 | |
| b. Recoveries..... | | 0 | 0 | | | 0 | |
| 9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting bank to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements..... | RCONB776 | RCONB777 | RCONB778 | RCONB779 | RCONB780 | RCONB781 | RCONB782 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures..... | RCONB783 | RCONB784 | RCONB785 | RCONB786 | RCONB787 | RCONB788 | RCONB789 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank..... | RCONB790 | RCONB791 | RCONB792 | RCONB793 | RCONB794 | RCONB795 | RCONB796 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11..... | RCONB797 | RCONB798 | RCONB799 | RCONB800 | RCONB801 | RCONB802 | RCONB803 |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

Schedule RC-S - Servicing, Securitization, and Asset Sale Activities

Dollar amounts in thousands

| | | | |
|---|----------|--------|----------|
| 1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994: | | | M.1. |
| a. Outstanding principal balance..... | RCONA249 | 0 | M.1.a. |
| b. Amount of retained recourse on these obligations as of the report date..... | RCONA250 | 0 | M.1.b. |
| 2. Outstanding principal balance of assets serviced for others: | | | M.2. |
| a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements..... | RCONB804 | 0 | M.2.a. |
| b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements..... | RCONB805 | 42,753 | M.2.b. |
| c. Other financial assets..... | RCONA591 | 0 | M.2.c. |
| 3. Asset-backed commercial paper conduits: | | | M.3. |
| a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements: | | | M.3.a. |
| 1. Conduits sponsored by the bank, a bank affiliate, or the bank's holding company.. | RCONB806 | 0 | M.3.a.1. |
| 2. Conduits sponsored by other unrelated institutions..... | RCONB807 | 0 | M.3.a.2. |
| b. Unused commitments to provide liquidity to conduit structures: | | | M.3.b. |
| 1. Conduits sponsored by the bank, a bank affiliate, or the bank's holding company.. | RCONB808 | 0 | M.3.b.1. |
| 2. Conduits sponsored by other unrelated institutions..... | RCONB809 | 0 | M.3.b.2. |
| 4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C..... | RCONC407 | NR | M.4. |

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

| | | | |
|---|----------|-----|----|
| 1. Does the institution have fiduciary powers?..... | RCONA345 | Yes | 1. |
| 2. Does the institution exercise the fiduciary powers it has been granted?..... | RCONA346 | Yes | 2. |
| 3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule?..... | RCONB867 | Yes | 3. |

Schedule RC-T - Fiduciary and Related Services

| Dollar amounts in thousands | | | | | |
|--|------------------------------|----------------------------------|---|---|-----|
| | (Column A) Managed Assets | (Column B) Non-Managed Assets | (Column C) Number of Managed Accounts | (Column D) Number of Non-Managed Accounts | |
| | RCONB868 | RCONB869 | RCONB870 | RCONB871 | |
| 4. Personal trust and agency accounts..... | 33,397 | 1,596 | 66 | | 4 |
| 5. Retirement related trust and agency accounts: | | | | | |
| | RCONB872 | RCONB873 | RCONB874 | RCONB875 | |
| a. Employee benefit - defined contribution..... | 12,649 | 17,581 | 3 | | 2 |
| | RCONB876 | RCONB877 | RCONB878 | RCONB879 | |
| b. Employee benefit - defined benefit..... | 1,030 | 0 | 1 | | 0 |
| | RCONB880 | RCONB881 | RCONB882 | RCONB883 | |
| c. Other retirement accounts..... | 406 | 13,987 | 3 | | 98 |
| | RCONB884 | RCONB885 | RCONC001 | RCONC002 | |
| 6. Corporate trust and agency accounts..... | 0 | 0 | 0 | | 0 |
| | RCONB886 | | RCONB888 | | |
| 7. Investment management agency accounts..... | 54,009 | | 54 | | |
| | RCONB890 | RCONB891 | RCONB892 | RCONB893 | |
| 8. Other fiduciary accounts..... | 0 | 0 | 0 | | 0 |
| | RCONB894 | RCONB895 | RCONB896 | RCONB897 | |
| 9. Total fiduciary accounts..... | 101,491 | 33,164 | 127 | | 104 |
| | | RCONB898 | | RCONB899 | |
| 10. Custody and safekeeping accounts..... | | 117,993 | | | 44 |
| 11. Not applicable | | | | | |

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

| | | | |
|---|----------|--------|--------|
| 12. Personal trust and agency accounts..... | RIADB904 | CONF | 12. |
| 13. Retirement related trust and agency accounts: | | | 13. |
| a. Employee benefit - defined contribution..... | RIADB905 | CONF | 13.a. |
| b. Employee benefit - defined benefit..... | RIADB906 | CONF | 13.b. |
| c. Other retirement accounts..... | RIADB907 | CONF | 13.c. |
| 14. Corporate trust and agency accounts..... | RIADA479 | CONF | 14. |
| 15. Investment management agency accounts..... | RIADB908 | CONF | 15. |
| 16. Other fiduciary accounts..... | RIADA480 | CONF | 16. |
| 17. Custody and safekeeping accounts..... | RIADB909 | CONF | 17. |
| 18. Other fiduciary and related services income..... | RIADB910 | CONF | 18. |
| 19. Total gross fiduciary and related services income..... | RIAD4070 | 1,713 | 19. |
| 20. Expenses..... | RIADC058 | CONF | 20. |
| 21. Net losses from fiduciary and related services..... | RIADA488 | CONF | 21. |
| 22. Intracompany income credits for fiduciary and related services..... | RIADB911 | CONF | 22. |
| 23. Net fiduciary and related services income..... | RIADA491 | CONF | 23. |
| 1. Managed assets held in personal trust and agency accounts: | | | M.1. |
| a. Noninterest-bearing deposits..... | RCONB913 | 9 | M.1.a. |
| b. Interest-bearing deposits..... | RCONB914 | 769 | M.1.b. |
| c. U.S. Treasury and U.S. Government agency obligations..... | RCONB915 | 3,050 | M.1.c. |
| d. State, county and municipal obligations..... | RCONB916 | 787 | M.1.d. |
| e. Money market mutual funds..... | RCONB917 | 2,989 | M.1.e. |
| f. Other short-term obligations..... | RCONB918 | 0 | M.1.f. |
| g. Other notes and bonds..... | RCONB919 | 0 | M.1.g. |
| h. Common and preferred stocks..... | RCONB920 | 22,123 | M.1.h. |
| i. Real estate mortgages..... | RCONB921 | 75 | M.1.i. |
| j. Real estate..... | RCONB922 | 3,538 | M.1.j. |
| k. Miscellaneous assets..... | RCONB923 | 57 | M.1.k. |
| l. Total managed assets held in personal trust and agency accounts..... | RCONB868 | 33,397 | M.1.l. |

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

| | (Column A) Number of Issues | (Column B) Principal Amount Outstanding | | | |
|---|-----------------------------|---|----------|---|--------|
| 2. Corporate trust and agency accounts: | | | M.2. | | |
| a. Corporate and municipal trusteeships..... | RCONB927 | 0 | RCONB928 | 0 | M.2.a. |
| b. Transfer agent, registrar, paying agent, and other corporate agency..... | RCONB929 | 0 | | | M.2.b. |

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

| | (Column A) Number of Funds | (Column B) Market Value of Fund Assets | | | |
|--|----------------------------|--|----------|---|--------|
| 3. Collective investment funds and common trust funds: | | | M.3. | | |
| a. Domestic equity..... | RCONB931 | 0 | RCONB932 | 0 | M.3.a. |
| b. International/Global equity..... | RCONB933 | 0 | RCONB934 | 0 | M.3.b. |
| c. Stock/Bond blend..... | RCONB935 | 0 | RCONB936 | 0 | M.3.c. |
| d. Taxable bond..... | RCONB937 | 0 | RCONB938 | 0 | M.3.d. |
| e. Municipal bond..... | RCONB939 | 0 | RCONB940 | 0 | M.3.e. |
| f. Short term investments/Money market..... | RCONB941 | 0 | RCONB942 | 0 | M.3.f. |

| Dollar amounts in thousands | (Column A) Number of Funds | | (Column B) Market Value of Fund Assets | | |
|---|----------------------------|---|--|---|--------|
| | RCONB943 | 0 | RCONB944 | 0 | |
| g. Specialty/Other..... | RCONB943 | 0 | RCONB944 | 0 | M.3.g. |
| h. Total collective investment funds..... | RCONB945 | 0 | RCONB946 | 0 | M.3.h. |

Schedule RC-T - Fiduciary and Related Services

| Dollar amounts in thousands | (Column A) | (Column B) | (Column C) | |
|---|-------------------------------|-----------------------------------|------------|--------|
| | Gross Losses Managed Accounts | Gross Losses Non-Managed Accounts | Recoveries | |
| 4. Fiduciary settlements, surcharges, and other losses: | | | | M.4. |
| | RIADB947 | RIADB948 | RIADB949 | |
| a. Personal trust and agency accounts..... | CONF | CONF | CONF | M.4.a. |
| | RIADB950 | RIADB951 | RIADB952 | |
| b. Retirement related trust and agency accounts..... | CONF | CONF | CONF | M.4.b. |
| | RIADB953 | RIADB954 | RIADB955 | |
| c. Investment management agency accounts..... | CONF | CONF | CONF | M.4.c. |
| | RIADB956 | RIADB957 | RIADB958 | |
| d. Other fiduciary accounts and related services..... | CONF | CONF | CONF | M.4.d. |
| | RIADB959 | RIADB960 | RIADB961 | |
| e. Total fiduciary settlements, surcharges, and other losses..... | CONF | CONF | CONF | M.4.e. |

General Instructions

| Dollar amounts in thousands | | | |
|--|--|--|-------|
| 1. Who Must Report on What Forms | | | 1. |
| a. Close of Business | | | 1.a. |
| b. Frequency of Reporting | | | 1.b. |
| c. Differences in Detail of Reports | | | 1.c. |
| d. Shifts in Reporting Status | | | 1.d. |
| 2. Organization of the Instruction Books | | | 2. |
| 3. Preparation of the Reports | | | 3. |
| 4. Signatures | | | 4. |
| a. Officer Declaration | | | 4.a. |
| b. Director Attestation | | | 4.b. |
| 5. Submission of the Reports | | | 5. |
| a. Submission Date | | | 5.a. |
| b. Amended Reports | | | 5.b. |
| 6. Retention of Reports | | | 6. |
| 7. Scope of the "Consolidated Bank" Required to be Reported in the Submitted Reports | | | 7. |
| a. Exclusions from the Coverage of the Consolidated Report | | | 7.a. |
| 8. Rules of Consolidation | | | 8. |
| 9. Reporting by Type of Office (For banks with foreign offices) | | | 9. |
| 10. Publication Requirements for the Report of Condition | | | 10. |
| 11. Release of Individual Bank Reports | | | 11. |
| 12. Applicability of Generally Accepted Accounting Principles to Regulatory Reporting Requirements | | | 12. |
| 13. Accrual Basis Reporting | | | 13. |
| 14. Miscellaneous General Instructions | | | 14. |
| a. Rounding | | | 14.a. |

Dollar amounts in thousands

| | | | |
|--|--|--|-------|
| b. Negative Entries | | | 14.b. |
| c. Verification | | | 14.c. |
| d. Transactions Occurring Near the End of a Reporting Period | | | 14.d. |
| 15. Separate Branch Reports | | | 15. |

Glossary

Dollar amounts in thousands

| | | | |
|---|--|--|-------|
| 1. Glossary | | | 1. |
| 2. Acceptances | | | 2. |
| 3. Accounting Changes | | | 3. |
| 4. Accounting Errors, Corrections of | | | 4. |
| 5. Accounting Estimates, Changes in | | | 5. |
| 6. Accounting Principles, Changes in | | | 6. |
| 7. Accrued Interest Receivable Related to Credit Card Securitizations | | | 7. |
| 8. Acquisition, Development, or Construction (ADC) Arrangements | | | 8. |
| 9. Agreement Corporation | | | 9. |
| 10. Allowance for Loan and Lease Losses | | | 10. |
| 11. Applicable Income Taxes | | | 11. |
| 12. Associated Company | | | 12. |
| 13. ATS Account | | | 13. |
| 14. Bankers Acceptances | | | 14. |
| a. Bank-Owned Life Insurance | | | 14.a. |
| 15. Banks, U.S. and Foreign | | | 15. |
| 16. Banks in Foreign Countries | | | 16. |
| 17. Bill-of-Lading Draft | | | 17. |
| 18. Borrowings and Deposits in Foreign Offices | | | 18. |
| 19. Brokered Deposits | | | 19. |
| 20. Broker's Security Draft | | | 20. |
| 21. Business Combinations | | | 21. |
| 22. Call Option | | | 22. |
| 23. Capitalization of Interest Costs | | | 23. |
| 24. Carrybacks and Carryforwards | | | 24. |
| 25. Cash Management Arrangements | | | 25. |
| 26. Certificate of Deposit | | | 26. |
| 27. Changes in Accounting Estimates | | | 27. |
| 28. Changes in Accounting Principles | | | 28. |
| 29. Clearing Accounts | | | 29. |
| 30. Commercial Banks in the U.S. | | | 30. |
| 31. Commercial Letter of Credit | | | 31. |
| 32. Commercial Paper | | | 32. |
| 33. Commodity or Bill-of-Lading Draft | | | 33. |
| 34. Common Stock of Unconsolidated Subsidiaries, Investments in | | | 34. |
| 35. Continuing Contract | | | 35. |
| 36. Corporate Joint Venture | | | 36. |
| 37. Corrections of Accounting Errors | | | 37. |
| 38. Coupon Stripping, Treasury Receipts, and STRIPS | | | 38. |
| 39. Custody Account | | | 39. |
| 40. Dealer Reserve Account | | | 40. |
| a. Deferred Compensation Agreements | | | 40.a. |
| 41. Deferred Income Taxes | | | 41. |

Dollar amounts in thousands

| | | |
|--|--|-------|
| 42. Demand Deposits | | 42. |
| 43. Depository Institutions in the U.S. | | 43. |
| 44. Deposits | | 44. |
| 45. Derivative Contracts | | 45. |
| a. Discounts | | 45.a. |
| 46. Dividends | | 46. |
| 47. Domestic Office | | 47. |
| 48. Domicile | | 48. |
| 49. Due Bills | | 49. |
| 50. Edge and Agreement Corporation | | 50. |
| a. Equity-Indexed Certificates of Deposit | | 50.a. |
| 51. Equity Method of Accounting | | 51. |
| 52. Extinguishments of Liabilities | | 52. |
| 53. Extraordinary Items | | 53. |
| 54. Fails | | 54. |
| 55. Federal Funds Transactions | | 55. |
| 56. Federally-Sponsored Lending Agency | | 56. |
| 57. Fees, Loan | | 57. |
| 58. Foreclosed Assets | | 58. |
| 59. Foreign Banks | | 59. |
| 60. Foreign Currency Transactions and Translation | | 60. |
| 61. Foreign Debt Exchange Transactions | | 61. |
| 62. Foreign Governments and Official Institutions | | 62. |
| 63. Foreign Office | | 63. |
| 64. Forward Contracts | | 64. |
| 65. Functional Currency | | 65. |
| 66. Futures Contracts | | 66. |
| 67. Goodwill | | 67. |
| 68. Hypothecated Deposit | | 68. |
| 69. IBF | | 69. |
| 70. Income Taxes | | 70. |
| 71. Intangible Assets | | 71. |
| 72. Interest-Bearing Account | | 72. |
| 73. Interest Capitalization | | 73. |
| 74. Interest Rate Swaps | | 74. |
| 75. Internal-Use Computer Software | | 75. |
| 76. International Banking Facility (IBF) | | 76. |
| 77. Interoffice Accounts | | 77. |
| 78. Investments in Common Stock of Unconsolidated Subsidiaries | | 78. |
| 79. Joint Venture | | 79. |
| 80. Lease Accounting | | 80. |
| 81. Letter of Credit | | 81. |
| 82. Limited-Life Preferred Stock | | 82. |
| 83. Loan | | 83. |
| 84. Loan Fees | | 84. |
| 85. Loan Impairment | | 85. |
| 86. Loan Secured by Real Estate | | 86. |
| 87. Loss Contingencies | | 87. |
| 88. Majority-Owned Subsidiary | | 88. |
| 89. Mandatory Convertible Debt | | 89. |
| 90. Market Value of Securities | | 90. |

Dollar amounts in thousands

| | | |
|--|--|--------|
| 91. Mergers | | 91. |
| 92. Money Market Deposit Account (MMDA) | | 92. |
| 93. Nonaccrual Status | | 93. |
| 94. Noninterest-Bearing Account | | 94. |
| 95. Nontransaction Account | | 95. |
| 96. NOW Account | | 96. |
| 97. Offsetting | | 97. |
| 98. One-Day Transaction | | 98. |
| 99. Option | | 99. |
| 100. Organization Costs | | 100. |
| 101. Other Depository Institutions in the U.S. | | 101. |
| 102. Other Real Estate Owned | | 102. |
| 103. Overdraft | | 103. |
| 104. Participations | | 104. |
| 105. Participations in Acceptances | | 105. |
| 106. Participations in Pools of Securities | | 106. |
| 107. Pass-through Reserve Balances | | 107. |
| 108. Perpetual Preferred Stock | | 108. |
| 109. Placements and Takings | | 109. |
| 110. Pooling of Interests | | 110. |
| 111. Preauthorized Transfer Account | | 111. |
| 112. Preferred Stock | | 112. |
| 113. Premiums and Discounts | | 113. |
| 114. Purchase Acquisition | | 114. |
| a. Purchased Impaired Loans and Debt Securities | | 114.a. |
| 115. Put Option | | 115. |
| 116. Real Estate ADC Arrangements | | 116. |
| 117. Real Estate, Loan Secured By | | 117. |
| 118. Reciprocal Balances | | 118. |
| 119. Renegotiated Troubled Debt | | 119. |
| 120. Reorganizations | | 120. |
| 121. Repurchase/Resale Agreements | | 121. |
| 122. Reserve Balances, Pass-through | | 122. |
| 123. Retail Sweep Arrangements | | 123. |
| 124. Sales of Assets for Risk-Based Capital Purposes | | 124. |
| 125. Savings Deposits | | 125. |
| 126. Securities Activities | | 126. |
| 127. Securities Borrowing/Lending Transactions | | 127. |
| 128. Securities, Participations in Pools of | | 128. |
| 129. Servicing Assets and Liabilities | | 129. |
| 130. Settlement Date Accounting | | 130. |
| 131. Shell Branches | | 131. |
| 132. Short Position | | 132. |
| 133. Significant Subsidiary | | 133. |
| 134. Standby Letter of Credit | | 134. |
| 135. Start-Up Activities | | 135. |
| 136. STRIPS | | 136. |
| 137. Subordinated Notes and Debentures | | 137. |
| 138. Subsidiaries | | 138. |
| 139. Suspense Accounts | | 139. |
| 140. Syndications | | 140. |

Dollar amounts in thousands

| | | |
|--|--|------|
| 141. Telephone Transfer Account | | 141. |
| 142. Term Federal Funds | | 142. |
| 143. Time Deposits | | 143. |
| 144. Trade Date and Settlement Date Accounting | | 144. |
| 145. Trading Account | | 145. |
| 146. Transction Account | | 146. |
| 147. Transfers of Financial Assets | | 147. |
| 148. Traveler's Letter of Credit | | 148. |
| 149. Treasury Receipts | | 149. |
| 150. Treasury Stock | | 150. |
| 151. Troubled Debt Restructurings | | 151. |
| 152. Trust Preferred Securities | | 152. |
| 153. U.S. Banks | | 153. |
| 154. U.S. Territories and Possessions | | 154. |
| 155. Valuation Allowance | | 155. |
| 156. When-Issued Securities Transactions | | 156. |

SCHEDULE A

ADDITIONAL TERMS AND CONDITIONS

Company Information:

Name of the Company: **Marquette National Corporation**
Corporate or other organizational form: **Corporation**
Jurisdiction of Organization: **Delaware**
Appropriate Federal Banking Agency: **Board of Governors of the Federal Reserve System (Federal Reserve Bank of Chicago)**
Notice Information: **Paul Eckroth, EVP and CFO**
10000 West 151st Street
Orland Park, Illinois 60462
[REDACTED]
[REDACTED]

Terms of the Purchase:

Series of Preferred Stock Purchased: **Fixed Rate Cumulative Perpetual Preferred Stock, Series A**
Per Share Liquidation Preference of Preferred Stock: **\$1,000**
Number of Shares of Preferred Stock Purchased: **35,500**
Dividend Payment Dates on the Preferred Stock: **February 15, May 15, August 15, November 15**
Series of Warrant Preferred Stock: **Fixed Rate Cumulative Perpetual Preferred Stock, Series B**
Number of Warrant Shares: **1,775.01775**
Number of Net Warrant Shares (after net settlement): **1,775**
Exercise Price of the Warrant: **\$0.01**
Purchase Price: **\$35,500,000**

Closing:

Location of Closing: **Telephonic**
Time of Closing: **To be determined by the parties**
Date of Closing: **December 19, 2008**

Wire Information for Closing:

ABA Number: [REDACTED]

Bank: [REDACTED]

Account Name: [REDACTED]

Account Number: [REDACTED]

Beneficiary: [REDACTED]

Contact for Confirmation of Wire Information:

Paul Eckroth, EVP and CFO

10000 West 151st Street

Orland Park, Illinois 60462

[REDACTED]

SCHEDULE B

CAPITALIZATION

Capitalization Date: **November 30, 2008**

Common Stock

Par value: **\$20.00**

Total Authorized: **450,000**

Outstanding: **249,593**

Subject to warrants, options, convertible securities, etc.: **None**

Reserved for benefit plans and other issuances: **None**

Remaining authorized but unissued: **200,407**

Shares issued after Capitalization Date (other than pursuant to warrants, options, convertible securities, etc. as set forth above): **None**

Preferred Stock

Par value: **\$0.01**

Total Authorized: **150,000**

Outstanding (by series): **None**

Reserved for issuance: **None**

Remaining authorized but unissued: **150,000**

Holder of 5% or more of any class of capital stock

Primary Address

[REDACTED]

[REDACTED]

Cede & Co. (approximately 7.4%)
New York, New York

Note: Cede & Co. is the nominee for shares held in street name through the Depository Trust Company. Thus, Cede & Co. is the record owner but not the beneficial owner.

J. Marco (approximately 11.1%)
c/o Marquette Bank
6316 South Western Ave.
Chicago, Illinois 60636

Note: J. Marco is the nominee for shares held by the trust department of Marquette Bank. Thus, J. Marco is the record owner but not the beneficial owner.

SCHEDULE C

LITIGATION

List any exceptions to the representation and warranty in Section 2.2(1) of the Securities Purchase Agreement – Standard Terms.

If none, please so indicate by checking the box: .

SCHEDULE D

COMPLIANCE WITH LAWS

List any exceptions to the representation and warranty in the second sentence of Section 2.2(m) of the Securities Purchase Agreement – Standard Terms.

If none, please so indicate by checking the box: .

List any exceptions to the representation and warranty in the last sentence of Section 2.2(m) of the Securities Purchase Agreement – Standard Terms.

If none, please so indicate by checking the box: .

SCHEDULE E

REGULATORY AGREEMENTS

List any exceptions to the representation and warranty in Section 2.2(s) of the Securities Purchase Agreement – Standard Terms.

If none, please so indicate by checking the box: .