

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 Except to the extent supplemented or superseded by the terms set forth herein or in the Schedules hereto, the provisions contained in the Securities Purchase Agreement – Standard Terms attached hereto as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: Herbert M. Allison, Jr.
Name: Herbert M. Allison, Jr.
Title: Assistant Secretary for
Financial Stability

COMPANY: 1ST ENTERPRISE BANK

By: John C. Black
Name: John C. Black
Title: Chief Executive Officer

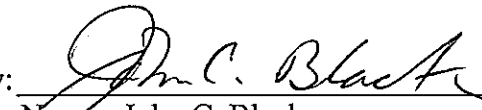
Date: December 11, 2009

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:

COMPANY: 1ST ENTERPRISE BANK

By:  _____
Name: John C. Black
Title: Chief Executive Officer

Date: December ____, 2009

EXHIBIT A

SECURITIES PURCHASE AGREEMENT

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

SECURITIES PURCHASE AGREEMENT
STANDARD TERMS

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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 draftsperson 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 of 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.

* * *

ANNEX A

FORM OF CERTIFICATE OF DESIGNATIONS FOR PREFERRED STOCK

[SEE ATTACHED]

ANNEX A

FORM OF CERTIFICATE OF DETERMINATION

OF

FIXED RATE NON-CUMULATIVE PERPETUAL PREFERRED STOCK, SERIES [●]

OF

[●]

Pursuant to Section 401 of the Corporations Code of the State of California:

We, *[Insert names and titles of signatories]*, of *[Insert name of corporation/bank/banking association]* organized under the laws of the State of California (hereinafter called the "Issuer"), do hereby certify as follows:

1. On *[Insert date]*, the Board of Directors of the Issuer adopted a resolution designating [●] shares of Preferred Stock as Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series [●].

2. No shares of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series [●] have been issued.

3. Pursuant to the authority conferred upon the Board of Directors by the Articles of Incorporation of the Issuer, the following resolution was duly adopted by the Board of Directors on *[Insert date]* creating the series of Preferred Stock designated as "Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series [●]":

RESOLVED, that pursuant to the provisions of the Articles of Incorporation of the Issuer and applicable law, a series of Preferred Stock 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 Non-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 Exhibit A attached hereto are incorporated herein by reference in their entirety and shall be deemed to be a part of this Certificate of Determination 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 Determination (including the Standard Provisions in Exhibit 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 Determination, 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.]

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.

[Remainder of Page Intentionally Left Blank]

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct to their own knowledge.

Date: [●]

Name:
Title:

Name:
Title:

EXHIBIT A

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 Determination. 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) "Acquiror," in any Holding Company Transaction, means the surviving or resulting entity or its ultimate parent in the case of a merger or consolidation or the transferee in the case of a sale, lease or other transfer in one transaction or a series of related transactions of all or substantially all of the consolidated assets of the Issuer and its subsidiaries, taken as a whole.

(b) "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.

(c) "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.

(d) "Bank Holding Company" means a company registered as such with the Board of Governors of the Federal Reserve System pursuant to 12 U.S.C. §1842 and the regulations of the Board of Governors of the Federal Reserve System thereunder.

(e) "Business Combination" means a merger, consolidation, statutory share exchange or similar transaction that requires the approval of the Issuer's stockholders.

(f) "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.

(g) "Bylaws" means the bylaws of the Issuer, as they may be amended from time to time.

(h) "Certificate of Determination" means the Certificate of Determination 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.

- (i) “Charter” means the Issuer’s certificate or articles of incorporation, articles of association, or similar organizational document.
- (j) “Dividend Period” has the meaning set forth in Section 3(a).
- (k) “Dividend Record Date” has the meaning set forth in Section 3(a).
- (l) “Holding Company Preferred Stock” has the meaning set forth in Section 7(c)(iv).
- (m) “Holding Company Transaction” means the occurrence of (a) any transaction (including, without limitation, any acquisition, merger or consolidation) the result of which is that a “person” or “group” within the meaning of Section 13(d) of the Securities Exchange Act of 1934, as amended, (i) becomes the direct or indirect ultimate “beneficial owner,” as defined in Rule 13d-3 under that Act, of common equity of the Issuer representing more than 50% of the voting power of the outstanding Common Stock or (ii) is otherwise required to consolidate the Issuer for purposes of generally accepted accounting principles in the United States, or (b) any consolidation or merger of the Issuer or similar transaction or any sale, lease or other transfer in one transaction or a series of related transactions of all or substantially all of the consolidated assets of the Issuer and its subsidiaries, taken as a whole, to any Person other than one of the Issuer’s subsidiaries; *provided* that, in the case of either clause (a) or (b), the Issuer or the Acquiror is or becomes a Bank Holding Company or Savings and Loan Holding Company.
- (n) “Liquidation Preference” has the meaning set forth in Section 4(a).
- (o) “Original Issue Date” means the date on which shares of Designated Preferred Stock are first issued.
- (p) “Person” means a legal person, including any individual, corporation, estate, partnership, joint venture, association, joint-stock company, limited liability company or trust.
- (q) “Preferred Director” has the meaning set forth in Section 7(b).
- (r) “Preferred Stock” means any and all series of preferred stock of the Issuer, including the Designated Preferred Stock.
- (s) “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).
- (t) “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.

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

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

(w) “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 Determination, 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, non-cumulative cash dividends with respect to each Dividend Period (as defined below) at a rate per annum equal to the Applicable Dividend Rate on the Liquidation Amount per share of Designated Preferred Stock, and no more, 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 Determination).

(b) Non-Cumulative. Dividends on shares of Designated Preferred Stock shall be non-cumulative. If the Board of Directors or any duly authorized committee of the Board of Directors does not declare a dividend on the Designated Preferred Stock in respect of any Dividend Period, the holders of Designated Preferred Stock shall have no right to receive any dividend for such Dividend Period, and the Issuer shall have no obligation to pay a dividend for such Dividend Period, whether or not dividends are declared for any subsequent Dividend Period with respect to the Designated Preferred Stock.

(c) 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 full dividends on all outstanding shares of Designated Preferred Stock for the most recently completed Dividend Period have been or are contemporaneously declared and paid (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 shall bear the same ratio to each other as all accrued but unpaid dividends per share on the Designated Preferred Stock 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 declared and unpaid dividends on each such share (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, the amount equal to any declared and unpaid dividends plus any dividends accrued but unpaid for the then current Dividend Period at the rate set forth in Section 3(a) to, but excluding, the date fixed for redemption (regardless of whether any dividends are actually declared for that Dividend Period).

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, an amount equal to any declared and unpaid dividends plus any dividends accrued but unpaid for the then current Dividend Period at the rate set forth in Section 3(a) to, but excluding, the date fixed for redemption (regardless of whether any dividends are actually declared for that Dividend Period); *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 determination 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 for the then current Dividend Period 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 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 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") 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 full dividends have been paid on the Designated Preferred Stock for at least four consecutive Dividend Periods, 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 and the term of office of all Preferred Directors then in office shall terminate immediately. 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 written consent of stockholders required by law or by the Charter, the vote or written 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 Determination 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 Determination 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;

(iii) Share Exchanges, Reclassifications, Mergers and Consolidations. Subject to Section 7(c)(iv) below, 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; or

(iv) Holding Company Transactions. Any consummation of a Holding Company Transaction, unless as a result of the Holding Company Transaction each share of Designated Preferred Stock shall be converted into or exchanged for one share with an equal liquidation preference of preference securities of the Issuer or the Acquiror (the "Holding Company Preferred Stock"). Any such Holding Company Preferred Stock shall entitle holders thereof to cumulative dividends from the date of issuance of such Holding Company Preferred Stock at a rate per annum equal to the Applicable Dividend Rate on the amount of liquidation preference of such stock, and shall have such other 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 conversion or exchange, 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 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 Determination, 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.

ANNEX B

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

[SEE ATTACHED]

ANNEX B

FORM OF CERTIFICATE OF DETERMINATION

OF

FIXED RATE NON-CUMULATIVE PERPETUAL PREFERRED STOCK, SERIES [●]

OF

[●]

Pursuant to Section 401 of the Corporations Code of the State of California:

We, *[Insert names and titles of signatories]*, of *[Insert name of corporation/bank/banking association]* organized under the laws of the State of California (hereinafter called the "Issuer"), do hereby certify as follows:

1. On *[Insert date]*, the Board of Directors of the Issuer adopted a resolution designating [●] shares of Preferred Stock as Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series [●].

2. No shares of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series [●] have been issued.

3. Pursuant to the authority conferred upon the Board of Directors by the Articles of Incorporation of the Issuer, the following resolution was duly adopted by the Board of Directors on *[Insert date]* creating the series of Preferred Stock designated as "Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series [●]":

RESOLVED, that pursuant to the provisions of the Articles of Incorporation of the Issuer and applicable law, a series of Preferred Stock 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 Non-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 Exhibit A attached hereto are incorporated herein by reference in their entirety and shall be deemed to be a part of this Certificate of Determination 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 Determination (including the Standard Provisions in Exhibit 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 Determination, 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

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.

which holders of Designated Preferred Stock are entitled to vote, including any action by written consent.]

[Remainder of Page Intentionally Left Blank]

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct to their own knowledge.

Date: [●]

Name:

Title:

Name:

Title:

EXHIBIT A

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 Determination. 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) “Acquiror,” in any Holding Company Transaction, means the surviving or resulting entity or its ultimate parent in the case of a merger or consolidation or the transferee in the case of a sale, lease or other transfer in one transaction or a series of related transactions of all or substantially all of the consolidated assets of the Issuer and its subsidiaries, taken as a whole.

(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) “Bank Holding Company” means a company registered as such with the Board of Governors of the Federal Reserve System pursuant to 12 U.S.C. §1842 and the regulations of the Board of Governors of the Federal Reserve System thereunder.

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

(e) “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.

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

(g) “Certificate of Determination” means the Certificate of Determination 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.

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

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

- (j) “Dividend Record Date” has the meaning set forth in Section 3(a).
- (k) “Holding Company Preferred Stock” has the meaning set forth in Section 7(c)(iv).
- (l) “Holding Company Transaction” means the occurrence of (a) any transaction (including, without limitation, any acquisition, merger or consolidation) the result of which is that a “person” or “group” within the meaning of Section 13(d) of the Securities Exchange Act of 1934, as amended, (i) becomes the direct or indirect ultimate “beneficial owner,” as defined in Rule 13d-3 under that Act, of common equity of the Issuer representing more than 50% of the voting power of the outstanding Common Stock or (ii) is otherwise required to consolidate the Issuer for purposes of generally accepted accounting principles in the United States, or (b) any consolidation or merger of the Issuer or similar transaction or any sale, lease or other transfer in one transaction or a series of related transactions of all or substantially all of the consolidated assets of the Issuer and its subsidiaries, taken as a whole, to any Person other than one of the Issuer’s subsidiaries; *provided that*, in the case of either clause (a) or (b), the Issuer or the Acquiror is or becomes a Bank Holding Company or Savings and Loan Holding Company.
- (m) “Liquidation Preference” has the meaning set forth in Section 4(a).
- (n) “Original Issue Date” means the date on which shares of Designated Preferred Stock are first issued.
- (o) “Person” means a legal person, including any individual, corporation, estate, partnership, joint venture, association, joint-stock company, limited liability company or trust.
- (p) “Preferred Director” has the meaning set forth in Section 7(b).
- (q) “Preferred Stock” means any and all series of preferred stock of the Issuer, including the Designated Preferred Stock.
- (r) “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).
- (s) “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.
- (t) “Standard Provisions” mean these Standard Provisions that form a part of the Certificate of Determination relating to the Designated Preferred Stock.
- (u) “Successor Preferred Stock” has the meaning set forth in Section 5(a).

(v) “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 Determination, 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, non-cumulative cash dividends with respect to each Dividend Period (as defined below) at a per annum rate of 9.0% on the Liquidation Amount per share of Designated Preferred Stock, and no more, 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 Determination).

(b) Non-Cumulative. Dividends on shares of Designated Preferred Stock shall be non-cumulative. If the Board of Directors or any duly authorized committee of the Board of Directors does not declare a dividend on the Designated Preferred Stock in respect of any Dividend Period, the holders of Designated Preferred Stock shall have no right to receive any dividend for such Dividend Period, and the Issuer shall have no obligation to pay a dividend for

such Dividend Period, whether or not dividends are declared for any subsequent Dividend Period with respect to the Designated Preferred Stock.

(c) 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 full dividends on all outstanding shares of Designated Preferred Stock for the most recently completed Dividend Period have been or are contemporaneously declared and paid (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 shall bear the same ratio to each other as all accrued but unpaid dividends per share on the Designated Preferred Stock 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 declared and unpaid dividends on each such share (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, the amount equal to any declared and unpaid dividends plus any dividends accrued but unpaid for the then current Dividend Period at the rate set forth in Section 3(a) to, but excluding, the date fixed for redemption (regardless of whether any dividends are actually declared for that Dividend Period).

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, an amount equal to any declared and unpaid dividends plus any dividends accrued but unpaid for the then current Dividend Period at the rate set forth in Section 3(a) to, but excluding, the date fixed for redemption (regardless of whether any dividends are actually declared for that Dividend Period); *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 determination 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 for the then current Dividend Period 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 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") 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 full dividends have been paid on the Designated Preferred Stock for at least four consecutive Dividend Periods, at which time such right shall terminate with respect to the Designated Preferred Stock, except as herein or by law expressly provided, subject to reversion 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 and the term of office of all Preferred Directors then in office shall terminate immediately. 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 written consent of stockholders required by law or by the Charter, the vote or written 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 Determination 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 Determination 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;

(iii) Share Exchanges, Reclassifications, Mergers and Consolidations. Subject to Section 7(c)(iv) below, 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; or

(iv) Holding Company Transactions. Any consummation of a Holding Company Transaction, unless as a result of the Holding Company Transaction each share of Designated Preferred Stock shall be converted into or exchanged for one share with an equal liquidation preference of preference securities of the Issuer or the Acquiror (the "Holding Company Preferred Stock"). Any such Holding Company Preferred Stock shall entitle holders thereof to cumulative dividends from the date of issuance of such Holding Company Preferred Stock at a per annum rate of 9.0% on the amount of liquidation preference of such stock, and shall have such other 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 conversion or exchange, 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 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 Determination, 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.

ANNEX C

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.

ANNEX D

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]

ANNEX E

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 such number of shares of Preferred Stock covered by the Warrant such that after giving effect to an exercise pursuant to Section 3(B) of the Warrant, the undersigned will receive the net number of shares of Preferred Stock set forth below. 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.

Number of Shares of Preferred Stock:¹ _____

The undersigned agrees that it is exercising the attached Warrant in full and that, upon receipt by the undersigned of the number of shares of Preferred Stock set forth above, such Warrant shall be deemed to be cancelled and surrendered to the Company.

Holder: _____
 By: _____
 Name: _____
 Title: _____

-
1. Number of shares to be received by the undersigned upon exercise of the attached Warrant pursuant to Section 3(B) thereof.

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 2Exercise Price:²Item 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 7Number of shares of Preferred Stock:³Item 8

Company's address:


Item 9

Notice information:

² \$0.01 per share or such greater amount as the Charter may require as the par value of the Preferred Stock.

³ 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 Warrantholder (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 A**ADDITIONAL TERMS AND CONDITIONS****Company Information:**

Name of the Company:	1 st Enterprise Bank
Corporate or other organizational form:	Corporation
Jurisdiction of Organization:	California
Appropriate Federal Banking Agency:	Federal Deposit Insurance Corporation
Notice Information:	E. Allen Nicholson Senior Vice President and Chief Financial Officer 1 st Enterprise Bank 818 West 7th Street, Suite 220 Los Angeles, California 90017 

Terms of the Purchase:

Series of Preferred Stock Purchased:	Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series C
Per Share Liquidation Preference of Preferred Stock:	\$1,000
Number of Shares of Preferred Stock Purchased:	6,000
Dividend Payment Dates on the Preferred Stock:	February 15, May 15, August 15, November 15
Series of Warrant Preferred Stock:	n/a
Number of Warrant Shares:	n/a
Number of Net Warrant Shares (after net settlement):	n/a
Exercise Price of the Warrant:	n/a
Purchase Price:	\$6,000,000

Closing:

Location of Closing:	To be mutually agreed upon by the Parties.
Time of Closing:	9:00 A.M. Eastern Standard Time
Date of Closing:	December 11, 2009

Wire Information for Closing: **ABA Number:** [REDACTED]
 Bank: 1st Enterprise Bank
 Account Name: 1st Enterprise Bank
 Account Number: [REDACTED]
 Beneficiary: 1st Enterprise Bank

Contact for Confirmation of **Primary Contact:** [REDACTED]
Wire Information: **Secondary Contact:** [REDACTED]
 1st Enterprise Bank
 818 West 7th Street, Suite 220
 Los Angeles, California 90017

SCHEDULE B**CAPITALIZATION**

Capitalization Date: November 30, 2009

Common Stock

Par value: Without par value
 Total Authorized: 20,000,000 shares
 Outstanding: 2,788,450 shares
 Subject to warrants, options, convertible securities, etc.: 754,560 shares
 Reserved for benefit plans and other issuances: 36,490 shares
 Remaining authorized but unissued: 16,420,500 shares
 Shares issued after Capitalization Date (other than pursuant to warrants, options, convertible securities, etc. as set forth above): None

Preferred Stock

Par value: Without par value
 Total Authorized: 10,000,000 shares
 Outstanding (by series): 4,400 – Series A
 220 – Series B
 Reserved for issuance: 0
 Remaining authorized but unissued: 9,995,380 shares

Holders of 5% or more of any class of capital stock **Primary Address**

None N/A

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: .

SCHEDULE F

COMPANY FINANCIAL STATEMENTS

The Company financial statements for the quarters ended March 31, June 30, and September 30, 2009 are attached.

Los Angeles

City

CA 90017-3449

State Zip Code

FDIC Certificate Number: 58321

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Consolidated Report of Income for the period January 1, 2009 – March 31, 2009

All Report of Income schedules are to be reported on a calendar year-to-date basis in thousands of dollars.

Schedule RI—Income Statement

	Dollar Amounts in Thousands		
	RIAD	Bill Mil Thou	
1. Interest Income:			
a. Interest and fee income on loans:			
(1) Loans secured by real estate:			
(a) Loans secured by 1-4 family residential properties	4435	171	1.a.1.a
(b) All other loans secured by real estate	4436	925	1.a.1.b
(2) Commercial and industrial loans	4012	305	1.a.2
(3) Loans to individuals for household, family, and other personal expenditures:			
(a) Credit cards	B485	0	1.a.3.a
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B485	6	1.a.3.b
(4) Loans to foreign governments and official institutions	4056	0	1.a.4
(5) All other loans (1)	4058	0	1.a.5
(6) Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(5))	4010	1,407	1.a.6
b. Income from lease financing receivables	4065	0	1.b
c. Interest income on balances due from depository institutions (2)	4115	72	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	313	1.d.1
(2) Mortgage-backed securities	B489	626	1.d.2
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.)	4060	188	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	3	1.f
g. Other interest income	4518	(10)	1.g
h. Total interest income (sum of items 1.a.(6) through 1.g)	4107	2,599	1.h
2. Interest expense:			
a. Interest on deposits:			
(1) Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	4508	3	2.a.1
(2) Nontransaction accounts:			
(a) Savings deposits (includes MMDAs)	0093	189	2.a.2.a
(b) Time deposits of \$100,000 or more	A517	8	2.a.2.b
(c) Time deposits of less than \$100,000	A518	2	2.a.2.c
b. Expense of federal funds purchased and securities sold under agreements to repurchase	4180	0	2.b
c. Interest on trading liabilities and other borrowed money	4185	1	2.c

(1) Includes interest and fee income on "Loans to depository institutions and acceptances of other banks," "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Other loans."

(2) Includes interest income on time certificates of deposit not held for trading.

Schedule RI—Continued

Dollar Amounts in Thousands	Year-to-date			
	RIAD	BI MI THOU		
2. Interest expense (continued):				
d. Interest on subordinated notes and debentures	4200	0	2.d	
e. Total interest expense (sum of items 2.a through 2.d)	4073	203	2.e	
3. Net interest income (item 1.h minus 2.e)			4074	2,396
4. Provision for loan and lease losses			4230	32
5. Noninterest income:				
a. Income from fiduciary activities (1)	4070	0	5.a	
b. Service charges on deposit accounts	4080	83	5.b	
c. Trading revenue (2)	A220	0	5.c	
d. (1) Fees and commissions from securities brokerage	C886	0	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	0	5.d.3	
(4) Underwriting income from insurance and reinsurance activities	C386	0	5.d.4	
(5) Income from other insurance activities	C387	0	5.d.5	
e. Venture capital revenue	B491	0	5.e	
f. Net servicing fees	B492	0	5.f	
g. Net securitization income	B493	0	5.g	
h. Not applicable				
i. Net gains (losses) on sales of loans and leases	5416	0	5.i	
j. Net gains (losses) on sales of other real estate owned	5415	0	5.j	
k. Net gains (losses) on sales of other assets (excluding securities)	B496	0	5.k	
l. Other noninterest income*	B497	56	5.l	
m. Total noninterest income (sum of items 5.a through 5.l)			4079	139
6. a. Realized gains (losses) on held-to-maturity securities			3521	0
b. Realized gains (losses) on available-for-sale securities			3196	0
7. Noninterest expense:				
a. Salaries and employee benefits	4135	1,511	7.a	
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	245	7.b	
c. (1) Goodwill impairment losses	C216	0	7.c.1	
(2) Amortization expense and impairment losses for other intangible assets	C232	0	7.c.2	
d. Other noninterest expense*	4092	647	7.d	
e. Total noninterest expense (sum of items 7.a through 7.d)			4093	2,403
8. Income (loss) before income taxes and extraordinary items and other adjustments (item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e)			4301	100
9. Applicable income taxes (on item 8)			4302	(11)
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)			4300	111
11. Extraordinary items and other adjustments, net of income taxes*			4320	0
12. Net income (loss) attributable to bank and noncontrolling (minority) interests (sum of items 10 and 11)			G104	111
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)			G103	0
14. Net income (loss) attributable to bank (item 12 minus item 13)			4340	111

* Describe on Schedule RI-E—Explanations

(1) For banks required to complete Schedule RC-T, items 12 through 19, income from fiduciary activities reported in Schedule RI, item 5.a, must equal the amount reported in Schedule RC-T, item 19.

(2) For banks required to complete Schedule RI, Memorandum item 8, trading revenue reported in Schedule RI, item 5.c, must equal the sum of Memorandum items 8.a through 8.e.

Schedule RI—Continued

Memoranda

Dollar Amounts in Thousands

	Year-to-date			
	RIAD	Bil Mil Thou		
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	4513		0	M.1
Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets. (1)				
2. Income from the sale and servicing of mutual funds and annuities (included in Schedule RI, item 8)	8431		N/A	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)	4313		0	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))	4507		0	M.4
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)		Number	44	M.5
4150				
Memorandum item 6 is to be completed by: (1)				
• banks with \$300 million or more in total assets, and				
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans.				
6. Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5))	4024		N/A	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 (2)	RIAD	CCYY/MM/DD		
9106		0		M.7
8. Trading revenue (from cash instruments and derivative instruments) (sum of Memorandum items 8.a through 8.e must equal Schedule RI, item 5.c) (To be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more for any quarter of the preceding calendar year.):				
a. Interest rate exposures	8757		N/A	M.8.a
b. Foreign exchange exposures	8758		N/A	M.8.b
c. Equity security and index exposures	8759		N/A	M.8.c
d. Commodity and other exposures	8760		N/A	M.8.d
e. Credit exposures	F186		N/A	M.8.e
9. 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.9.a
b. Net gains (losses) on credit derivatives held for purposes other than trading	C890		0	M.9.b
10. To be completed by banks with \$300 million or more in total assets: (1) Credit losses on derivatives (see instructions)	A251		N/A	M.10
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?	RIAD	YES / NO		
A530		NO		M.11
Memorandum item 12 is to be completed by banks that are required to complete Schedule RC-C, part I, Memorandum items 8.b and 8.c.				
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)(a))	F228		N/A	M.12
Memorandum item 13 is to be completed by banks that have elected to account for assets and liabilities under a fair value option.				
13. 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		N/A	M.13.a
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552		N/A	M.13.a.1
b. Net gains (losses) on liabilities	F553		N/A	M.13.b
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	F554		N/A	M.13.b.1

(1) The asset size tests and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2008, Report of Condition.

(2) For example, a bank acquired on March 1, 2008, would report 2008/03/01

Schedule RI-A—Changes in Bank Equity Capital

Indicate decreases and losses in parentheses.

	Dollar Amounts in Thousands		RIAD	Bil Mil Thou			
	RIAD	Bil Mil Thou		RIAD	Bil Mil Thou	Bil Mil Thou	
1. Total bank equity capital most recently reported for the December 31, 2008, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	3217					27,315	1
2. Restatements due to corrections of material accounting errors and changes in accounting principles*	B507					0	2
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508					27,315	3
4. Net income (loss) attributable to bank (must equal Schedule RI, item 14)	4340					111	4
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions)	B509					4,590	5
6. Treasury stock transactions, net	B510					0	6
7. Changes incident to business combinations, net	4356					0	7
8. LESS: Cash dividends declared on preferred stock	4470					0	8
9. LESS: Cash dividends declared on common stock	4460					0	9
10. Other comprehensive income (1)	B511					130	10
11. Other transactions with parent holding company* (not included in items 5, 6, 8, or 9 above)	4415					0	11
12. Total bank equity capital end of current period (sum of items 3 through 11)(must equal Schedule RC, item 27.a)	3210					32,146	12

* Describe on Schedule RI-E - Explanations.

(1) Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, and pension and other postretirement plan-related changes other than net periodic benefit cost.

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

Part I. Charge-offs and Recoveries on Loans and Leases

Part I includes charge-offs and recoveries through the allocated transfer risk reserve.

	(Column A) Charge-offs (1)		(Column B) Recoveries				
	Calendar year-to-date						
	RIAD	Bil Mil Thou	RIAD	Bil Mil Thou	RIAD	Bil Mil Thou	
1. Loans secured by real estate:	Dollar Amounts in Thousands						
a. Construction, land development, and other land loans:							
(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	0	C894	0			1.a.2
b. Secured by farmland	3584	0	3585	0			1.b
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	5411	0	5412	0			1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens	C234	0	C217	0			1.c.2.a
(b) Secured by junior liens	C235	0	C218	0			1.c.2.b
d. Secured by multifamily (5 or more) residential properties	3588	0	3589	0			1.d
e. Secured by nonfarm nonresidential properties:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	0	C896	0			1.e.1
(2) Loans secured by other nonfarm nonresidential properties	C897	0	C898	0			1.e.2
2. Loans to depository institutions and acceptances of other banks	4481	0	4482	0			2
3. Not applicable							
4. Commercial and industrial loans	4638	0	4608	0			4
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	0	B517	0			5.b
6. Loans to foreign governments and official institutions	4643	0	4627	0			6
7. All other loans (2)	4644	0	4628	0			7
8. Lease financing receivables	4266	0	4267	0			8
9. Total (sum of items 1 through 8)	4635	0	4605	0			9

(1) Include write-downs arising from transfers of loans to a held-for-sale account.

(2) Includes charge-offs and recoveries on "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Other loans."

Schedule RI-B Continued

Part I. Continued

Memoranda

Dollar Amounts in Thousands

	(Column A) Charge-offs (1)				(Column B) Recoveries				
	Calendar year-to-date								
	RIAD	Bil	Mil	Thou	RIAD	Bil	Mil	Thou	
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	5409			0	5410			0	M.1
<i>2. Memorandum items 2.a through 2.d are to be completed by banks with \$300 million or more in total assets: (2)</i>									
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above)	4652			N/A	4662			N/A	M.2.a
b. Loans to and acceptances of foreign banks (included in Schedule RI-B, part I, item 2, above)	4654			N/A	4664			N/A	M.2.b
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 4, above)	4646			N/A	4618			N/A	M.2.c
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RI-B, part I, item 8, above)	F185			N/A	F187			N/A	M.2.d
<i>3. Memorandum item 3 is to be completed by: (2)</i>									
<ul style="list-style-type: none"> • banks with \$300 million or more in total assets, and • banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans: Loans to finance agricultural production and other loans to farmers (included in Schedule RI-B, part I, item 7, above)									
	4655			N/A	4665			N/A	M.3
<i>Memorandum item 4 is to be completed by banks that (1) 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) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>									
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)	C388							N/A	M.4

Calendar year-to-date			
RIAD	Bil	Mil	Thou
C388			N/A

(1) Include write-downs arising from transfers of loans to a held-for-sale account.

(2) The \$300 million asset size test and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2008, Report of Condition.

Schedule RI-B Continued

Part II. Changes in Allowance for Loan and Lease Losses

	Dollar Amounts in Thousands		RIAD	Bil Mil Thou	
1. Balance most recently reported for the December 31, 2008, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	8522	1,535			1
2. Recoveries (must equal part I, item 9, column B, above)	4605	0			2
3. LESS: Charge-offs (must equal part I, item 9, column A, above less Schedule RI-B, part II, item 4)	C079	0			3
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	5523	0			4
5. Provision for loan and lease losses (must equal Schedule RI, item 4)	4230	32			5
6. Adjustments* (see instructions for this schedule)	C233	0			6
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule RC, item 4.c)	3123	1,567			7

Memoranda	Dollar Amounts in Thousands		RIAD	Bil Mil Thou	
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above <i>Memorandum items 2 and 3 are to be completed by banks that (1) 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) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>	C435	0			M.1
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389	N/A			M.2
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges <i>Memorandum item 4 is to be completed by all banks.</i>	C390	N/A			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)	C781	0			M.4

* Describe on Schedule RI-E—Explanations.

Schedule RI-E—Explanations

Schedule RI-E is to be completed each quarter on a calendar year-to-date basis.

Detail all adjustments in Schedule RI-A and RI-B, all extraordinary items and other adjustments in Schedule RI, and all significant items of other noninterest income and other noninterest expense in Schedule RI. (See instructions for details.)

		Dollar Amounts in Thousands		Year-to-date		
		RIAD	Bil	Mill	Thou	
1. Other noninterest income (from Schedule RI, item 5.l)						
Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 5.l:						
TEXT						
	a.	Income and fees from the printing and sale of checks	C013		0	1.a
	b.	Earnings on/increase in value of cash surrender value of life insurance	C014		0	1.b
	c.	Income and fees from automated teller machines (ATMs)	C016		0	1.c
	d.	Rent and other income from other real estate owned	4042		0	1.d
	e.	Safe deposit box rent	C015		0	1.e
	f.	Net change in the fair values of financial instruments accounted for under a fair value option	F229		0	1.f
	g.	Bank card and credit card interchange fees	F555		0	1.g
h.	4461	Servicing Fee for Sweep Accounts into Mutual Funds	4461		33	1.h
i.	4462		4462		0	1.i
j.	4463		4463		0	1.j
2. Other noninterest expense (from Schedule RI, item 7.d)						
Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 7.d:						
TEXT						
	a.	Data processing expenses	C017		141	2.a
	b.	Advertising and marketing expenses	0497		0	2.b
	c.	Directors' fees	4136		0	2.c
	d.	Printing, stationery, and supplies	C018		0	2.d
	e.	Postage	8403		0	2.e
	f.	Legal fees and expenses	4141		0	2.f
	g.	FDIC deposit insurance assessments	4146		83	2.g
	h.	Accounting and auditing expenses	F556		25	2.h
	i.	Consulting and advisory expenses	F557		86	2.i
	j.	Automated teller machine (ATM) and interchange expenses	F558		0	2.j
	k.	Telecommunications expenses	F559		35	2.k
l.	4464	Loan Appraisal Fees	4464		36	2.l
m.	4467	Courier Fees - Customers	4467		33	2.m
n.	4468	Correspondent Bank Fees	4468		25	2.n
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11) (Itemize and describe all extraordinary items and other adjustments):						
TEXT						
a.(1)	4469		4469		0	3.a.1
(2)		Applicable income tax effect	4486		0	3.a.2
b.(1)	4487		4487		0	3.b.1
(2)		Applicable income tax effect	4488		0	3.b.2
c.(1)	4489		4489		0	3.c.1
(2)		Applicable income tax effect	4491		0	3.c.2

Los Angeles

City

CA 90017-3449

State Zip Code

FDIC Certificate Number: 58321

Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for March 31, 2009

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Schedule RC—Balance Sheet

			Dollar Amounts in Thousands		RCON	Bil Mil Thou	
ASSETS							
1. Cash and balances due from depository institutions (from Schedule RC-A):							
a. Noninterest-bearing balances and currency and coin (1)					0081	11,498	1.a
b. Interest-bearing balances (2)					0071	4,961	1.b
2. Securities:							
a. Held-to-maturity securities (from Schedule RC-B, column A)					1754	0	2.a
b. Available-for-sale securities (from Schedule RC-B, column D)					1773	114,850	2.b
3. Federal funds sold and securities purchased under agreements to resell:							
a. Federal funds sold					B987	500	3.a
b. Securities purchased under agreements to resell (3)					B989	0	3.b
4. Loans and lease financing receivables (from Schedule RC-C):							
a. Loans and leases held for sale					5369	0	4.a
b. Loans and leases, net of unearned income			B528	126,249			4.b
c. LESS: Allowance for loan and lease losses			3123	1,567			4.c
d. Loans and leases, net of unearned income and allowance (Item 4.b minus 4.c)					B529	124,682	4.d
5. Trading assets (from Schedule RC-D)							
					3545	0	5
6. Premises and fixed assets (including capitalized leases)							
					2145	2,172	6
7. Other real estate owned (from Schedule RC-M)							
					2150	0	7
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)							
					2130	0	8
9. Not Applicable							
10. Intangible assets:							
a. Goodwill					3163	0	10.a
b. Other intangible assets (from Schedule RC-M)					0426	0	10.b
11. Other assets (from Schedule RC-F)							
					2160	2,989	11
12. Total assets (sum of items 1 through 11)							
					2170	261,652	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, regardless of maturity.

Schedule RC - Continued

			Dollar Amounts in Thousands			RCON	Bil	Mill	Thou	
LIABILITIES										
13. Deposits:										
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E)					2200	226,533				13.a
(1) Noninterest-bearing (1)			6631	97,077						13.a.1
(2) Interest-bearing			6636	129,456						13.a.2
b. Not applicable										
14. Federal funds purchased and securities sold under agreements to repurchase:										
a. Federal funds purchased (2)					B993	0				14.a
b. Securities sold under agreements to repurchase (3)					B995	0				14.b
15. Trading liabilities (from Schedule RC-D)										
					3548	0				15
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)										
					3190	1,500				16
17. and 18. Not applicable										
19. Subordinated notes and debentures (4)										
					3200	0				19
20. Other liabilities (from Schedule RC-G)										
					2930	1,473				20
21. Total liabilities (sum of items 13 through 20)										
					2948	229,506				21
22. Not applicable										
EQUITY CAPITAL										
Bank Equity Capital										
23. Perpetual preferred stock and related surplus										
					3838	4,379				23
24. Common stock										
					3230	27,577				24
25. Surplus (excludes all surplus related to preferred stock)										
					3839	2,348				25
26. a. Retained earnings										
					3632	(3,981)				26.a
b. Accumulated other comprehensive income (5)										
					B530	1,823				26.b
c. Other equity capital components (6)										
					A130	0				26.c
27. a. Total bank equity capital (sum of items 23 through 26.c)										
					3210	32,146				27.a
b. Noncontrolling (minority) interests in consolidated subsidiaries										
					3000	0				27.b
28. Total equity capital (sum of items 27.a and 27.b)										
					G105	32,146				28
29. Total liabilities and equity capital (sum of items 21 and 28)										
					3300	261,652				29

Memorandum

To be reported with the March Report of Condition.

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 2008

RCON	Number
6724	1

M.1

- 1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank
- 2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)
- 3 = Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm

- 4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)
- 5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)
- 6 = Review of the bank's financial statements by external auditors
- 7 = Compilation of the bank's financial statements by external auditors
- 8 = Other audit procedures (excluding tax preparation work)
- 9 = No external audit work

To be reported with the March Report of Condition.

2. Bank's fiscal year-end date

RCON	MM / DD
8678	12/31

M.2

- (1) Includes total demand deposits and noninterest-bearing time and savings deposits.
- (2) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."
- (3) Includes all securities repurchase agreements, 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, and minimum pension liability adjustments.
- (6) Includes treasury stock and unearned Employee Stock Ownership Plan shares.

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

Schedule RC-A is to be completed only by banks with \$300 million or more in total assets.

Exclude assets held for trading.

	Dollar Amounts in Thousands		RCON	Bil Mil Thou	
	RCON	Bil Mil Thou			
1. Cash items in process of collection, unposted debits, and currency and coin:					
a. Cash items in process of collection and unposted debits	0020			N/A	1.a
b. Currency and coin	0080			N/A	1.b
2. Balances due from depository institutions in the U.S.:					
a. U.S. branches and agencies of foreign banks	0083			N/A	2.a
b. Other commercial banks in the U.S. and other depository institutions in the U.S.	0085			N/A	2.b
3. Balances due from banks in foreign countries and foreign central banks:					
a. Foreign branches of other U.S. banks	0073			N/A	3.a
b. Other banks in foreign countries and foreign central banks	0074			N/A	3.b
4. Balances due from Federal Reserve Banks	0090			N/A	4
5. Total (sum of items 1 through 4) (must equal Schedule RC, sum of items 1.a and 1.b)	0010			N/A	5

Schedule RC-B—Securities

Exclude assets held for trading.

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		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
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	3,391	1293	3,466	2.a
b. Issued by U.S. Government-sponsored agencies (2)	1294	0	1295	0	1297	26,570	1298	27,078	2.b
3. Securities issued by states and political subdivisions in the U.S.	8496	0	8497	0	8498	0	8499	0	3

(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 RC-B—Continued

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		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
4. Mortgage-backed securities (MBS):									
a. Pass-through securities:									
(1) Guaranteed by GNMA	1698	0	1699	0	1701	7,197	1702	7,331	4.a.1
(2) Issued by FNMA and FHLMC	1703	0	1705	0	1706	20,540	1707	21,171	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	39,186	1717	39,806	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	0	1736	0	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	16,143	1741	15,998	6.a
b. Foreign debt securities	1742	0	1743	0	1744	0	1746	0	6.b
7. Investments in mutual funds and other equity securities with readily determinable fair values (1)					A510	0	A511	0	7
8. Total (sum of items 1 through 7) (total of column A must equal Schedule RC, item 2.a) (total of column D must equal Schedule RC, item 2.b)	1754	0	1771	0	1772	113,027	1773	114,850	8

(1) Report Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock in Schedule RC-F, item 4.

Schedule RC-B—Continued

Memoranda

	Dollar Amounts in Thousands	RCON	Bil Mil Thou	
1. Pledged securities (1)		0416	29,539	M.1
2. Maturity and repricing data for debt securities (1, 2) (excluding those in nonaccrual status):				
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: (3, 4)				
(1) Three months or less		A549	3,492	M.2.a.1
(2) Over three months through 12 months		A550	4,512	M.2.a.2
(3) Over one year through three years		A551	19,732	M.2.a.3
(4) Over three years through five years		A552	13,287	M.2.a.4
(5) Over five years through 15 years		A553	3,554	M.2.a.5
(6) Over 15 years		A554	1,965	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: (3, 5)				
(1) Three months or less		A555	3,575	M.2.b.1
(2) Over three months through 12 months		A556	240	M.2.b.2
(3) Over one year through three years		A557	11,906	M.2.b.3
(4) Over three years through five years		A558	774	M.2.b.4
(5) Over five years through 15 years		A559	2,480	M.2.b.5
(6) Over 15 years		A560	9,527	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: (6)				
(1) Three years or less		A561	25,420	M.2.c.1
(2) Over three years		A562	14,386	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)		A248	8,409	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)		1778	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):				
a. Amortized cost		8782	2,425	M.4.a
b. Fair value		8783	2,505	M.4.b

- (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 rate debt securities by next repricing date.
- (4) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus any nonaccrual debt securities in the categories of debt securities reported in Memorandum item 2.a that are included in Schedule RC-N, Item 9, column C, must equal Schedule RC-B, sum of items 1, 2, 3, 5, and 6, columns A and D, plus mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
- (5) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus any nonaccrual mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.a, sum of columns A and D, less the amount of mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
- (6) Sum of Memorandum items 2.c.(1) and 2.c.(2) plus any nonaccrual "Other mortgage-backed securities" included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.b, sum of columns A and D.

Schedule RC-B—Continued

Memoranda — Continued

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		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
<i>Memorandum items 5.a through 5.f are to be completed by banks with \$1 billion or more in total assets. (1)</i>									
5. Asset-backed securities (ABS)(for each column, sum of Memorandum items 5.a through 5.f must equal Schedule RC-B, item 5):									
a. Credit card receivables	B838	N/A	B839	N/A	B840	N/A	B841	N/A	M.5.a
b. Home equity lines	B842	N/A	B843	N/A	B844	N/A	B845	N/A	M.5.b
c. Automobile loans	B846	N/A	B847	N/A	B848	N/A	B849	N/A	M.5.c
d. Other consumer loans	B850	N/A	B851	N/A	B852	N/A	B853	N/A	M.5.d
e. Commercial and industrial loans	B854	N/A	B855	N/A	B856	N/A	B857	N/A	M.5.e
f. Other	B858	N/A	B859	N/A	B860	N/A	B861	N/A	M.5.f

(1) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.

Schedule RC-C—Loans and Lease Financing Receivables

Part I. Loans and Leases

Do not deduct the allowance for loan and lease losses or the allocated transfer risk risk reserve 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) To Be Completed by Banks with \$300 Million or More in Total Assets (1)		(Column B) To Be Completed by All Banks		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
1. Loans secured by real estate:					
a. Construction, land development, and other land loans:					
(1) 1-4 family residential construction loans			F158	0	1.a.1
(2) Other construction loans and all land development and other land loans			F159	583	1.a.2
b. Secured by farmland (including farm residential and other improvements)			1420	0	1.b
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			1797	11,003	1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens			5367	6,896	1.c.2.a
(b) Secured by junior liens			5368	0	1.c.2.b
d. Secured by multifamily (5 or more) residential properties			1460	0	1.d
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties			F160	36,588	1.e.1
(2) Loans secured by other nonfarm nonresidential properties			F161	30,159	1.e.2
2. Loans to depository institutions and acceptances of other banks			1288	0	2
a. To commercial banks in the U.S.:					
(1) To U.S. branches and agencies of foreign banks	B532	N/A			2.a.1
(2) To other commercial banks in the U.S.	B533	N/A			2.a.2
b. To other depository institutions in the U.S.	B534	N/A			2.b
c. To banks in foreign countries:					
(1) To foreign branches of other U.S. banks	B536	N/A			2.c.1
(2) To other banks in foreign countries	B537	N/A			2.c.2
3. Loans to finance agricultural production and other loans to farmers			1590	0	3
4. Commercial and industrial loans			1766	38,196	4
a. To U.S. addressees (domicile)	1763	N/A			4.a
b. To non-U.S. addressees (domicile)	1764	N/A			4.b
5. Not applicable					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
a. Credit cards			B538	358	6.a
b. Other revolving credit plans			B539	662	6.b
c. Other consumer loans (includes single payment, installment, and all student loans)			2011	1,109	6.c
7. Loans to foreign governments and official institutions (including foreign central banks)			2081	0	7
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.			2107	0	8
9. Other Loans			1563	695	9
a. Loans for purchasing or carrying securities (secured and unsecured)	1545	N/A			9.a
b. All other loans (exclude consumer loans)	1564	N/A			9.b

(1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.

Schedule RC-C—Continued

Part I. Continued

Dollar Amounts in Thousands

	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets (1)			(Column B) To Be Completed by All Banks			
	RCON	Bil Mil Thou		RCON	Bil Mil Thou		
10. Lease financing receivables (net of unearned income)				2165		0	10
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162		N/A				10.a
b. All other leases	F163		N/A				10.b
11. LESS: Any unearned income on loans reflected in items 1-9 above				2123		0	11.
12. Total loans and leases, net of unearned income (sum of items 1 through 10 minus item 11) (must equal Schedule RC, sum of items 4.a and 4.b)				2122		126,249	12

Memoranda

Dollar Amounts in Thousands

	RCON	Bil Mil Thou	
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):			
a. Loans secured by 1-4 family residential properties	F576		0
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures)	1616		0
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):			
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: (2, 3)			
(1) Three months or less	A564		0
(2) Over three months through 12 months	A565		0
(3) Over one year through three years	A566		0
(4) Over three years through five years	A567		6,057
(5) Over five years through 15 years	A568		839
(6) Over 15 years	A569		0
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: (2, 4)			
(1) Three months or less	A570		56,837
(2) Over three months through 12 months	A571		3,737
(3) Over one year through three years	A572		9,724
(4) Over three years through five years	A573		16,150
(5) Over five years through 15 years	A574		32,905
(6) Over 15 years	A575		0
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)	A247		4,496

(1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.

(2) Report fixed rate loans and leases by remaining maturity and floating rate loans by next repricing date.

(3) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus total nonaccrual closed-end loans secured by first liens on 1-4 family residential properties included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.

(4) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus total nonaccrual loans and leases from Schedule RC-N, sum of items 1 through 8, column C, minus nonaccrual closed-end loans secured by first liens on 1-4 family residential properties included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total loans and leases from Schedule RC-C, part I, sum of items 1 through 10, column B, minus total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.

Schedule RC-C—Continued

Part I. Continued

Memoranda — Continued	Dollar Amounts in Thousands		RCON	Bil Mil Thou	
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 (5)	2746	253			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)	5370	6,886			M.4
5. To be completed by banks with \$300 million or more in total assets: (6) 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)	8837	N/A			M.5
<i>Memorandum item 6 is to be completed by banks that (1) 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) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>					
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a.	C391	N/A			M.6
<i>Memorandum item 7 is to be completed by all banks.</i>					
7. 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.7.a
b. Carrying amount included in Schedule RC-C, part I, items 1 through 9	C780	0			M.7.b
8. Closed-end loans with negative amortization features secured by 1-4 family residential properties:					
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 (b))	F230	0			M.8.a
<i>Memorandum items 8.b and 8.c are to be completed by banks that had closed-end loans with negative amortization features secured by 1-4 family residential properties (as reported in Schedule RC-C, part I, Memorandum item 8.a.) as of December 31, 2008, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income (as reported in Schedule RC-C, part I, 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	N/A			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	F232	N/A			M.8.c
9. Loans secured by 1-4 family residential properties in process of foreclosure (included in Schedule RC-C, part I, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))	F577	0			M.9
<i>Memorandum items 10 and 11 are to be completed by banks that have elected to measure loans included in Schedule RC-C, part I, items 1 through 9, at fair value under a fair value option.</i>					
10. Loans measured at fair value (included in Schedule RC-C, part I, items 1 through 9):					
a. Loans secured by real estate:					
(1) Construction, land development, and other land loans	F578	N/A			M.10.a.1
(2) Secured by farmland (including farm residential and other improvements)	F579	N/A			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	N/A			M.10.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:					
(1) Secured by first liens	F581	N/A			M.10.a.3.b.1
(2) Secured by junior liens	F582	N/A			M.10.a.3.b.2

(5) Exclude loans secured by real estate that are included in Schedule RC-C, part I, items 1.a through 1.e, column B.

(6) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.

Schedule RC-C—Continued

Part I. Continued

Memoranda — Continued

Dollar Amounts in Thousands

	RCON	Bil Mil Thou	
10. a. (4) Secured by multifamily (5 or more) residential properties	F583	N/A	M.10.a.4
(5) Secured by nonfarm nonresidential properties	F584	N/A	M.10.a.5
b. Commercial and industrial loans	F585	N/A	M.10.b
10. c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			
(1) Credit cards	F586	N/A	M.10.c.1
(2) Other revolving credit plans	F587	N/A	M.10.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F588	N/A	M.10.c.3
d. Other loans	F589	N/A	M.10.d
11. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-C, part I, Memorandum item 10):			
a. Loans secured by real estate:			
(1) Construction, land development, and other land loans	F590	N/A	M.11.a.1
(2) Secured by farmland (including farm residential and other improvements)	F591	N/A	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	N/A	M.11.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:			
(1) Secured by first liens	F593	N/A	M.11.a.3.b.1
(2) Secured by junior liens	F594	N/A	M.11.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties	F595	N/A	M.11.a.4
(5) Secured by nonfarm nonresidential properties	F596	N/A	M.11.a.5
b. Commercial and industrial loans	F597	N/A	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	N/A	M.11.c.1
(2) Other revolving credit plans	F599	N/A	M.11.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F600	N/A	M.11.c.3
d. Other loans	F601	N/A	M.11.d

	(Column A) Fair value of acquired loans and leases at acquisition date			(Column B) Gross contractual amounts receivable at acquisition date			(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected		
	RCON	Bil Mil Thou		RCON	Bil Mil Thou		RCON	Bil Mil Thou	
Dollar Amounts in Thousands									
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that were acquired in business combinations with acquisition dates in the current calendar year:									
a. Loans secured by real estate	G091	0		G092	0		G093	0	
b. Commercial and industrial loans	G094	0		G095	0		G096	0	
c. Loans to individuals for household, family, and other personal expenditures	G097	0		G098	0		G099	0	
d. All other loans and all leases	G100	0		G101	0		G102	0	

Schedule RC-D - Trading Assets and Liabilities

Schedule RC-D is to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more in any of the four preceding calendar quarters.

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

Schedule RC-D - Continued

Memoranda

	Dollar Amounts in Thousands			RCON	Bil	Mill	Thou	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-D, items 6.a.(1) through 6.d):								
a. Loans secured by real estate:								
(1) Construction, land development, and other land loans	F625		N/A					M.1.a.1
(2) Secured by farmland (including farm residential and other improvements)	F626		N/A					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		N/A					M.1.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:								
(1) Secured by first liens	F628		N/A					M.1.a.3.b.1
(2) Secured by junior liens	F629		N/A					M.1.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties	F630		N/A					M.1.a.4
(5) Secured by nonfarm nonresidential properties	F631		N/A					M.1.a.5
b. Commercial and industrial loans	F632		N/A					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		N/A					M.1.c.1
(2) Other revolving credit plans	F634		N/A					M.1.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F635		N/A					M.1.c.3
d. Other loans	F636		N/A					M.1.d
2. Not applicable								
3. Loans measured at fair value that are past due 90 days or more:(1)								
a. Fair value	F639		N/A					M.3.a
b. Unpaid principal balance	F640		N/A					M.3.b
<i>Memorandum items 4 through 10 are to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$1 billion or more in any of the four preceding calendar quarters.</i>								
4. Asset-backed securities:								
a. Residential mortgage-backed securities	F641		N/A					M.4.a
b. Commercial mortgage-backed securities	F642		N/A					M.4.b
c. Credit card receivables	F643		N/A					M.4.c
d. Home equity lines	F644		N/A					M.4.d
e. Automobile loans	F645		N/A					M.4.e
f. Other consumer loans	F646		N/A					M.4.f
g. Commercial and industrial loans	F647		N/A					M.4.g
h. Other	F648		N/A					M.4.h
5. Collateralized debt obligations:								
a. Synthetic	F649		N/A					M.5.a
b. Other	F650		N/A					M.5.b
6. Retained beneficial interests in securitizations (first-loss or equity tranches)	F651		N/A					M.6
7. Equity securities:								
a. Readily determinable fair values	F652		N/A					M.7.a
b. Other	F653		N/A					M.7.b
8. Loans pending securitization	F654		N/A					M.8

Schedule RC-D - Continued

Memoranda - Continued

Dollar Amounts in Thousands

		RCN	Bl Mil Thou	
9. Other trading assets (itemize and describe amounts included in Schedule RC-D, item 9, that are greater than \$25,000 and exceed 25% of the item):				
TEXT				
a.	F655 N/A	F655	N/A	M.9.a
b.	F656 N/A	F656	N/A	M.9.b
c.	F657 N/A	F657	N/A	M.9.c
10. Other trading liabilities (itemize and describe amounts included in Schedule RC-D, item 13.b, that are greater than \$25,000 and exceed 25% of the item):				
TEXT				
a.	F658 N/A	F658	N/A	M.10.a
b.	F659 N/A	F659	N/A	M.10.b
c.	F660 N/A	F660	N/A	M.10.c

Schedule RC-E—Deposit Liabilities

Dollar Amounts in Thousands	Transaction Accounts				Nontransaction Accounts				
	(Column A) Total transaction accounts (including total demand deposits)		(Column B) Memo: Total demand deposits (included in column A)		(Column C) Total nontransaction accounts (including MMDAs)				
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
Deposits of:									
1. Individuals, partnerships, and corporations (include all certified and official checks)	8549	36,653			B550	189,880			1
2. U.S. Government	2202	0			2520	0			2
3. States and political subdivisions in the U.S.	2203	0			2530	0			3
4. Commercial banks and other depository institutions in the U.S.	B551	0			B552	0			4
5. Banks in foreign countries	2213	0			2236	0			5
6. Foreign governments and official institutions (including foreign central banks)	2216	0			2377	0			6
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a)	2215	36,653	2210	23,622	2385	189,880			7

Memoranda

Dollar Amounts in Thousands	RCON	Bil Mil Thou	
1. Selected components of total deposits (i.e., sum of item 7, columns A and C):			
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts	6835	996	M.1.a
b. Total brokered deposits	2365	0	M.1.b
c. Fully insured brokered deposits (included in Memorandum item 1.b above): (1)			
(1) Brokered deposits issued in denominations of less than \$100,000	2343	0	M.1.c.1
(2) Brokered deposits issued in denominations of \$100,000 and certain brokered retirement deposit accounts	2344	0	M.1.c.2
d. Maturity data for brokered deposits:			
(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)	A243	0	M.1.d.1
(2) Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less (included in Memorandum item 1.b above)	A244	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)	5590	N/A	M.1.e
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.c must equal item 7, column C above):			
a. Savings deposits:			
(1) Money market deposit accounts (MMDAs)	6810	182,900	M.2.a.1
(2) Other savings deposits (excludes MMDAs)	0352	3,501	M.2.a.2
b. Total time deposits of less than \$100,000	6648	717	M.2.b
c. Total time deposits of \$100,000 or more	2604	2,763	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	F233	910	M.2.c.1

(1) Report brokered retirement deposit accounts eligible for \$250,000 in deposit insurance coverage in Memorandum item 1.c.(1) only if they have been issued in denominations of less than \$100,000 (see instructions). Report brokered retirement deposit accounts in Memorandum item 1.c.(2) if they have been issued either in denominations of exactly \$100,000 through exactly \$250,000 or in denominations greater than \$250,000 and participated out by the broker in shares of exactly \$100,000 through exactly \$250,000 or less.

Schedule RC-E—Continued

Memoranda — Continued

	Dollar Amounts in Thousands	RCON	Bil	Mill	Thou	
3. Maturity and repricing data for time deposits of less than \$100,000:						
a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of: (1, 2)						
(1) Three months or less		A579		212		M.3.a.1
(2) Over three months through 12 months		A580		505		M.3.a.2
(3) Over one year through three years		A581		0		M.3.a.3
(4) Over three years		A582		0		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) (3)		A241		717		M.3.b
4. Maturity and repricing data for time deposits of \$100,000 or more:						
a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of: (1, 4)						
(1) Three months or less		A584		1,556		M.4.a.1
(2) Over three months through 12 months		A585		1,207		M.4.a.2
(3) Over one year through three years		A586		0		M.4.a.3
(4) Over three years		A587		0		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) (3)		A242		2,763		M.4.b

(1) Report fixed rate time deposits by remaining maturity and floating rate time deposits by next repricing date.

(2) Sum of Memorandum items 3.a.(1) through 3.a.(4) must equal Schedule RC-E, Memorandum item 2.b.

(3) Report both fixed and floating rate time deposits by remaining maturity. Exclude floating rate time deposits with a next repricing date of one year or less that have a remaining maturity of over one year.

(4) Sum of Memorandum items 4.a.(1) through 4.a.(4) must equal Schedule RC-E, Memorandum item 2.c.

Schedule RC-F—Other Assets

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1.	Accrued interest receivable (1)			B556	1,047	1
2.	Net deferred tax assets (2)			2148	300	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	1,089	4
5.	Life insurance assets			C009	0	5
6.	All other assets (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2168	553	6
	TEXT					
a.	Prepaid Expenses	2166	263			6.a
b.	Repossessed personal property (including vehicles)	1578	0			6.b
c.	Derivatives with a positive fair value held for purposes other than trading	C010	0			6.c
d.	Retained interests in accrued interest receivable related to securitized credit cards	C436	0			6.d
e.	3549 Software	3549	211			6.e
f.	3550	3550	0			6.f
g.	3551	3551	0			6.g
7.	Total (sum of items 1 through 6) (must equal Schedule RC, item 11)			2160	2,989	7

Schedule RC-G—Other Liabilities

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. a.	Interest accrued and unpaid on deposits (5)			3645	11	1.a
b.	Other expenses accrued and unpaid (includes accrued income taxes payable)			3646	754	1.b
2.	Net deferred tax liabilities (2)			3049	0	2
3.	Allowance for credit losses on off-balance sheet credit exposures			B557	215	3
4.	All other liabilities (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2938	493	4
	TEXT					
a.	Accounts Payable	3066	0			4.a
b.	Deferred compensation liabilities	C011	0			4.b
c.	Dividends declared but not yet payable	2932	0			4.c
d.	Derivatives with a negative fair value held for purposes other than trading	C012	0			4.d
e.	3552 Landlord Portion of Leasehold Improvement, Net	3552	493			4.e
f.	3553	3553	0			4.f
g.	3554	3554	0			4.g
5.	Total (sum of items 1 through 4) (must equal Schedule RC, item 20)			2930	1,473	5

(1) Includes 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 RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.

(4) Includes Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

(5) For savings banks, include "dividends" accrued and unpaid on deposits.

Schedule RC-K—Quarterly Averages (1)

		Dollar Amounts in Thousands		
		RCDN	Bl Mil Thou	
ASSETS				
1.	Interest-bearing balances due from depository institutions	3381	10,457	1
2.	U.S. Treasury securities and U.S. Government agency obligations (2) (excluding mortgage-backed securities)	B558	26,272	2
3.	Mortgage-backed securities (2)	B559	51,976	3
4.	All other securities (2, 3) (includes securities issued by states and political subdivisions in the U.S.)	B560	16,784	4
5.	Federal funds sold and securities purchased under agreements to resell	3365	5,699	5
6.	Loans:			
a.	Total loans	3360	126,101	6.a
b.	Loans secured by real estate:			
(1)	Loans secured by 1-4 family residential properties	3465	10,953	6.b.1
(2)	All other loans secured by real estate	3466	71,947	6.b.2
c.	Commercial and industrial loans	3387	42,028	6.c
d.	Loans to individuals for household, family, and other personal expenditures:			
(1)	Credit cards	B561	19	6.d.1
(2)	Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B562	947	6.d.2
7.	To be completed by banks with \$100 million or more in total assets: (4) Trading assets	3401	0	7
8.	Lease financing receivables (net of unearned income)	3484	0	8
9.	Total assets (5)	3368	252,074	9
LIABILITIES				
10.	Interest-bearing transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits)	3485	12,307	10
11.	Nontransaction accounts:			
a.	Savings deposits (includes MMDAs)	B563	185,503	11.a
b.	Time deposits of \$100,000 or more	A514	2,792	11.b
c.	Time deposits of less than \$100,000	A529	654	11.c
12.	Federal funds purchased and securities sold under agreements to repurchase	3353	1	12
13.	To be completed by banks with \$100 million or more in total assets: (4) Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)	3355	626	13

Memorandum

		Dollar Amounts in Thousands		
		RCDN	Bl Mil Thou	
<i>Memorandum item 1 is to be completed by: (4)</i>				
• banks with \$300 million or more in total assets, and				
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans.				
1.	Loans to finance agricultural production and other loans to farmers	3386	N/A	M.1

(1) For all items, banks have the option of reporting either (1) an average of DAILY figures for the quarter, or (2) an average of WEEKLY figures (i.e., the Wednesday of each week of the quarter).

(2) Quarterly averages for all debt securities should be based on amortized cost.

(3) Quarterly averages for all equity securities should be based on historical cost.

(4) The asset size tests and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2008, Report of Condition.

(5) The quarterly average for total assets should reflect all debt securities (not held for trading) at amortized cost, equity securities with readily determinable fair values at the lower of cost or fair value, and equity securities without readily determinable fair values at historical cost.

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

Please read carefully the instructions for the preparation of Schedule RC-L. Some of the amounts reported in Schedule RC-L are regarded as volume indicators and not necessarily as measures of risk.

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. Unused commitments:						
a.	Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines	3814		8,342		1.a
b.	Credit card lines	3815		1,140		1.b
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate:						
(a)	1-4 family residential construction loan commitments	F164		0		1.c.1.a
(b)	Commercial real estate, other construction loan, and land development loan commitments	F165		2,279		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		71,769		1.e
2. Financial standby letters of credit						
<i>Item 2.a is to be completed by banks with \$1 billion or more in total assets.¹</i>						
a.	Amount of financial standby letters of credit conveyed to others	3820		N/A		2.a
3. Performance standby letters of credit						
<i>Item 3.a is to be completed by banks with \$1 billion or more in total assets.¹</i>						
a.	Amount of performance standby letters of credit conveyed to others	3822		N/A		3.a
4. Commercial and similar letters of credit						
		3411		333		4
5. Not applicable						
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank)						
		3433		0		6
7. Credit derivatives:						
a. Notional amounts:						
(1)	Credit default swaps	C968	0	C969	0	7.a.(1)
(2)	Total return swaps	C970	0	C971	0	7.a.(2)
(3)	Credit options	C972	0	C973	0	7.a.(3)
(4)	Other credit derivatives	C974	0	C975	0	7.a.(4)
b. Gross fair values:						
(1)	Gross positive fair value	C219	0	C221	0	7.b.(1)
(2)	Gross negative fair value	C220	0	C222	0	7.b.(2)
8. Spot foreign exchange contracts						
		8765		0		8
9. All other off-balance sheet liabilities (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 27.a, "Total bank equity capital")						
		3430		0		9
TEXT						
a.	Securities borrowed	3432		0		9.a
b.	Commitments to purchase when-issued securities	3434		0		9.b
c. Standby letters of credit issued by a Federal Home Loan Bank on the bank's behalf						
		C978		0		9.c
d.	3555			3555	0	9.d
e.	3556			3556	0	9.e
f.	3557			3557	0	9.f
10. All other off-balance sheet assets (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 27.a, "Total bank equity capital")						
		5591		0		10
TEXT						
a.	Commitments to sell when-issued securities	3435		0		10.a
b.	5592			5592	0	10.b
c.	5593			5593	0	10.c
d.	5594			5594	0	10.d
e.	5595			5595	0	10.e

(1) The \$1 billion asset size test is generally based on the total assets reported in the June 30, 2008, Report of Condition.

Schedule RC-L—Continued

		Dollar Amounts in Thousands				RCON	Tril	Bl	Mil	Thou								
11. Year-to-date merchant credit card sales volume:																		
a. Sales for which the reporting bank is the acquiring bank						C223				0	11.a							
b. Sales for which the reporting bank is the agent bank with risk						C224				0	11.b							
Dollar Amounts in Thousands		(Column A)	(Column B)	(Column C)	(Column D)													
Derivatives Position Indicators		Interest Rate Contracts	Foreign Exchange Contracts	Equity Derivative Contracts	Commodity and Other Contracts													
12. Gross amounts (e.g., notional amounts) (for each column, sum of items 12.a through 12.e must equal sum of items 13 and 14):																		
		Tril	Bl	Mil	Thou	Tril	Bl	Mil	Thou	Tril	Bl	Mil	Thou	Tril	Bl	Mil	Thou	
		RCON 8693				RCON 8694				RCON 8695				RCON 8696				
a. Futures contracts		0				0				0				0				12.a
b. Forward contracts		0				0				0				0				12.b
c. Exchange-traded option contracts:		RCON 8701				RCON 8702				RCON 8703				RCON 8704				
(1) Written options		0				0				0				0				12.c.1
(2) Purchased options		0				0				0				0				12.c.2
d. Over-the-counter option contracts:		RCON 8709				RCON 8710				RCON 8711				RCON 8712				
(1) Written options		0				0				0				0				12.d.1
(2) Purchased options		0				0				0				0				12.d.2
e. Swaps		RCON 3450				RCON 3826				RCON 8719				RCON 8720				12.e
13. Total gross notional amount of derivative contracts held for trading		RCON A126				RCON A127				RCON 8723				RCON 8724				13
14. Total gross notional amount of derivative contracts held for purposes other than trading		RCON 8725				RCON 8726				RCON 8727				RCON 8728				14
a. Interest rate swaps where the bank has agreed to pay a fixed rate		RCON A589																14.a
15. Gross fair values of derivative contracts:		RCON 8733				RCON 8734				RCON 8735				RCON 8736				
a. Contracts held for trading:																		
(1) Gross positive fair value		0				0				0				0				15.a.1
(2) Gross negative fair value		0				0				0				0				15.a.2
b. Contracts held for purposes other than trading:		RCON 8741				RCON 8742				RCON 8743				RCON 8744				
(1) Gross positive fair value		0				0				0				0				15.b.1
(2) Gross negative fair value		0				0				0				0				15.b.2

Schedule RC-M—Memoranda

		Dollar Amounts in Thousands		RCON	Bil	Mil	Thou	
1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:								
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests				6164			35	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		RCON	Number	6165			0	1.b
2. Intangible assets other than goodwill:								
a. Mortgage servicing assets				3164			0	2.a
(1) Estimated fair value of mortgage servicing assets		A590					0	2.a.1
b. Purchased credit card relationships and nonmortgage servicing assets				B026			0	2.b
c. All other identifiable intangible assets				5507			0	2.c
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10.b)				0426			0	2.d
3. Other real estate owned:								
a. Direct and indirect investments in real estate ventures				5372			0	3.a
b. All other real estate owned:								
(1) Construction, land development, and other land				5508			0	3.b.1
(2) Farmland				5509			0	3.b.2
(3) 1-4 family residential properties				5510			0	3.b.3
(4) Multifamily (5 or more) residential properties				5511			0	3.b.4
(5) Nonfarm nonresidential properties				5512			0	3.b.5
(6) Foreclosed properties from "GNMA loans"				C979			0	3.b.6
c. Total (sum of items 3.a and 3.b) (must equal Schedule RC, item 7)				2150			0	3.c
4. Investments in unconsolidated subsidiaries and associated companies:								
a. Direct and indirect investments in real estate ventures				5374			0	4.a
b. All other investments in unconsolidated subsidiaries and associated companies				5375			0	4.b
c. Total (sum of items 4.a and 4.b) (must equal Schedule RC, item 8)				2130			0	4.c
5. Other borrowed money:								
a. Federal Home Loan Bank advances:								
(1) Advances with a remaining maturity or next repricing date of: (1)								
(a) One year or less				F055			1,500	5.a.1.a
(b) Over one year through three years				F056			0	5.a.1.b
(c) Over three years through five years				F057			0	5.a.1.c
(d) Over five years				F058			0	5.a.1.d
(2) Advances with a REMAINING MATURITY of one year or less (included in item 5.a.(1)(a) above) (2)				2651			1,500	5.a.2
(3) Structured advances (included in items 5.a.(1)(a) - (d) above)				F059			0	5.a.3
b. Other borrowings:								
(1) Other borrowings with a remaining maturity or next repricing date of: (3)								
(a) One year or less				F060			0	5.b.1.a
(b) Over one year through three years				F061			0	5.b.1.b
(c) Over three years through five years				F062			0	5.b.1.c
(d) Over five years				F063			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) (4)				B571			0	5.b.2
c. Total (sum of items 5.a.(1)(a)-(d) and items 5.b.(1)(a)-(d)) (must equal Schedule RC, item 16)				3190			1,500	5.c

- (1) Report fixed rate advances by remaining maturity and floating rate advances by next repricing date.
- (2) Report both fixed and floating rate advances by remaining maturity. Exclude floating rate advances with a next repricing date of one year or less that have a remaining maturity of over one year.
- (3) Report fixed rate other borrowings by remaining maturity and floating rate other borrowings by next repricing date.
- (4) Report both fixed and floating rate other borrowings by remaining maturity. Exclude floating rate other borrowings with a next repricing date of one year or less that have a remaining maturity of over one year.

Schedule RC-M—Continued

	Dollar Amounts in Thousands	RCON	YES / NO	
6. Does the reporting bank sell private label or third party mutual funds and annuities?		B569	YES	6
7. Assets under the reporting bank's management in proprietary mutual funds and annuities		RCON B570	Bil Mil Thou 0	7
8. Primary Internet Web site address of the bank (home page), if any (Example: www.examplebank.com) (TEXT 4087) http://www.1stenterprisebank.com				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?		RCON 4088	YES / NO YES	9
10. Secured liabilities:		RCON	Bil Mil Thou	
a. Amount of "Federal funds purchased" that are secured (included in Schedule RC, item 14.a)		F064	0	10.a
b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a)-(d))		F065	0	10.b

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				
	RCON	Bil	Mill	Thou	RCON	Bil	Mill	Thou	RCON	Bil	Mill	Thou	
Dollar Amounts in Thousands													
1. Loans secured by real estate:													
a. Construction, land development, and other land loans:													
(1) 1-4 family residential construction loans	F172			0	F174			0	F176			0	1.a.1
(2) Other construction loans and all land development and other land loans	F173			0	F175			0	F177			0	1.a.2
b. Secured by farmland	3493			0	3494			0	3495			0	1.b
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	5398			0	5399			0	5400			0	1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:													
(a) Secured by first liens	C236			0	C237			0	C229			0	1.c.2.a
(b) Secured by junior liens	C238			0	C239			0	C230			0	1.c.2.b
d. Secured by multifamily (5 or more) residential properties	3499			0	3500			0	3501			0	1.d
e. Secured by nonfarm nonresidential properties:													
(1) Loans secured by owner-occupied nonfarm nonresidential properties	F178			0	F180			0	F182			0	1.e.1
(2) Loans secured by other nonfarm nonresidential properties	F179			0	F181			0	F183			0	1.e.2
2. Loans to depository institutions and acceptances of other banks	B834			0	B835			0	B836			0	2
3. Not applicable													
4. Commercial and industrial loans	1606			0	1607			0	1608			0	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			0	B579			0	B580			0	5.b
6. Loans to foreign governments and official institutions	5389			0	5390			0	5391			0	6
7. All other loans (1)	5459			0	5460			0	5461			0	7
8. Lease financing receivables	1226			0	1227			0	1228			0	8
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505			0	3506			0	3507			0	9

(1) Includes past due and nonaccrual "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Other loans."

Schedule RC-N—Continued

Amounts reported in Schedule RC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 10 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

	(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				Dollar Amounts in Thousands				Dollar Amounts in Thousands				
	RCON	Bil	Mill	Thou	RCON	Bil	Mill	Thou	RCON	Bil	Mill	Thou	
10. 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	10
a. Guaranteed portion of loans and leases included in item 10 above (exclude rebooked "GNMA loans")	5615			0	5616			0	5617			0	10.a
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above	C866			0	C867			0	C868			0	10.b

Schedule RC-N—Continued

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				
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
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):													
a. Loans secured by 1-4 family residential properties	F661		0		F662		0		F663		0		M.1.a
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures)	1658		0		1659		0		1661		0		M.1.b
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	6558		0		6559		0		6560		0		M.2
3. Memorandum items 3.a through 3.d are to be completed by banks with \$300 million or more in total assets: (1)													
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above)	1248		N/A		1249		N/A		1250		N/A		M.3.a
b. Loans to and acceptances of foreign banks (included in Schedule RC-N, item 2, above)	5380		N/A		5381		N/A		5382		N/A		M.3.b
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RC-N, item 4, above)	1254		N/A		1255		N/A		1256		N/A		M.3.c
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RC-N, item 8, above)	F166		N/A		F167		N/A		F168		N/A		M.3.d
Memorandum item 4 is to be completed by: (1)													
• banks with \$300 million or more in total assets													
• banks with less than \$300 million or more in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans:													
4. Loans to finance agricultural production and other loans to farmers (included in Schedule RC-N, item 7, above)	1594		N/A		1597		N/A		1583		N/A		M.4
5. Loans and leases held for sale and loans measured at fair value (included Schedule RC-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

(1) The \$300 million asset size test and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2008, Report of Condition.

Schedule RC-N—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days			(Column B) Past due 90 days or more		
	RCON	Bil Mil Thou		RCON	Bil Mil Thou	
<i>Memorandum item 6 is to be completed by banks with \$300 million or more in total assets: (1)</i>						
6. Interest rate, foreign exchange rate, and other commodity and equity contracts:						
Fair value of amounts carried as assets	3529		N/A	3530		N/A
						M.6
7. Additions to nonaccrual assets during the quarter	C410					0 M.7
8. Nonaccrual assets sold during the quarter	C411					0 M.8

(1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.

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

All banks must complete items 1 and 2, Memorandum item 1, and, if applicable, Memorandum items 2, 3, and 4 each quarter. Each bank that reported \$1 billion or more in total assets in its March 31, 2007, Report of Condition must complete items 4 and 5 each quarter. In addition, each bank that reported \$1 billion or more in total assets in two consecutive Reports of Condition beginning with its June 30, 2007, report must begin to complete items 4 and 5 each quarter starting six months after the second consecutive quarter in which it reports total assets of \$1 billion or more. Each bank that becomes insured by the FDIC on or after April 1, 2007, must complete items 4 and 5 each quarter. Any other bank may choose to complete items 4 and 5, but the bank must then continue to complete items 4 and 5 each quarter thereafter.

Dollar Amounts in Thousands	RCON	Bil Mil Thou	
1. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations	F236	226,544	1
2. Total allowable exclusions, including interest accrued and unpaid on allowable exclusions	F237	0	2
3. Not applicable			
4. Total daily average of deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations	F238	N/A	4
5. Total daily average of allowable exclusions, including interest accrued and unpaid on allowable exclusions	F239	N/A	5

Schedule RC-O—Continued

Memorandum

Dollar Amounts in Thousands

		RCON	Bl Mil Thou	
1. Total assessable deposits of the bank, including related interest accrued and unpaid (sum of Memorandum items 1.a.(1), 1.b.(1), 1.c.(1), and 1.d.(1) must equal Schedule RC-O, item 1 less item 2):				
a. Deposit accounts (excluding retirement accounts) of \$100,000 or less: (1)				
(1) Amount of deposit accounts (excluding retirement accounts) of \$100,000 or less		F049	25,115	M.1.a.1
(2) Number of deposit accounts (excluding retirement accounts) of \$100,000 or less (to be completed for the June report only)		RCON	Number	
		F050	N/A	M.1.a.2
b. Deposit accounts (excluding retirement accounts) of more than \$100,000: (1)				
(1) Amount of deposit accounts (excluding retirement accounts) of more than \$100,000		F051	200,434	M.1.b.1
(2) Number of deposit accounts (excluding retirement accounts) of more than \$100,000		RCON	Number	
		F052	410	M.1.b.2
c. Retirement deposit accounts of \$250,000 or less: (1)				
(1) Amount of retirement deposit accounts of \$250,000 or less		F045	325	M.1.c.1
(2) Number of retirement deposit accounts of \$250,000 or less (to be completed for the June report only)		RCON	Number	
		F046	N/A	M.1.c.2
d. Retirement deposit accounts of more than \$250,000: (1)				
(1) Amount of retirement deposit accounts of more than \$250,000		F047	670	M.1.d.1
(2) Number of retirement deposit accounts of more than \$250,000		RCON	Number	
		F048	1	M.1.d.2

Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets. (2)

2. Estimated amount of uninsured assessable deposits, including related interest accrued and unpaid (see instructions) (3)		5597	N/A	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:				
TEXT		RCON	FDIC Cert No.	
A545		A545	0	M.3

Memorandum items 4.a and 4.b are to be completed by all banks participating in the FDIC Transaction Account Guarantee Program.

		RCON	Bl Mil Thou	
4. Noninterest-bearing transaction accounts (as defined in Part 370 of the FDIC's regulations) of more than \$250,000 (see instructions):				
a. Amount of noninterest-bearing transaction accounts of more than \$250,000 (including balances swept from noninterest-bearing transaction accounts to noninterest-bearing savings accounts).		G167	79,234	M.4.a
b. Number of noninterest-bearing transaction accounts of more than \$250,000		RCON	Number	
		G168	126	M.4.b

- (1) The dollar amounts used as the basis for reporting in Memorandum items 1.a through 1.d reflect the deposit insurance limits in effect on the report date without taking into account the temporary increase in deposit insurance in effect through December 31, 2009.
- (2) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.
- (3) Uninsured assessable deposits should be estimated based on the deposit insurance limits set forth in Memorandum items 1.a through 1.d without taking into account the temporary increase in deposit insurance in effect through December 31, 2009, or a bank's participation in the FDIC's Debt Guarantee Program or Transaction Account Guarantee Program.

Schedule RC-P—1-4 Family Residential Mortgage Banking Activities

Schedule RC-P is to be completed by (1) all banks with \$1 billion or more in total assets¹ and (2) banks 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 exceed \$10 million for two consecutive quarters.

	Dollar Amounts in Thousands		
	RCON	Bil Mil Thou	
1. Retail originations during the quarter of closed-end 1-4 family residential mortgage loans for sale:(2)			
a. Closed-end first liens	F066	N/A	1.a
b. Closed-end junior liens	F067	N/A	1.b
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit	F670	N/A	1.c.1
(2) Principal amount funded under the lines of credit	F671	N/A	1.c.2
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale:(2)			
a. Closed-end first liens	F068	N/A	2.a
b. Closed-end junior liens	F069	N/A	2.b
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit	F672	N/A	2.c.1
(2) Principal amount funded under the lines of credit	F673	N/A	2.c.2
3. 1-4 family residential mortgage loans sold during the quarter:			
a. Closed-end first liens	F070	N/A	3.a
b. Closed-end junior liens	F071	N/A	3.b
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit	F674	N/A	3.c.1
(2) Principal amount funded under the lines of credit	F675	N/A	3.c.2
4. 1-4 family residential mortgage loans held for sale at quarter-end (included in Schedule RC, item 4.a):			
a. Closed-end first liens	F072	N/A	4.a
b. Closed-end junior liens	F073	N/A	4.b
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit	F676	N/A	4.c.1
(2) Principal amount funded under the lines of credit	F677	N/A	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 RI, items 5.f, 5.g, and 5.i):	RIAD		
a. Closed-end 1-4 family residential mortgage loans	F184	N/A	5.a
b. Open-end 1-4 family residential mortgage loans extended under lines of credit	F560	N/A	5.b
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:	RCON		
a. Closed-end first liens	F678	N/A	6.a
b. Closed-end junior liens	F679	N/A	6.b
c. Open-end loans extended under line of credit:			
(1) Total commitment under the lines of credit	F680	N/A	6.c.1
(2) Principal amount funded under the lines of credit	F681	N/A	6.c.2

(1) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.

(2) Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

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

Schedule RC-Q is to be completed by banks that (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 RC-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 RC)																
	(Column A) Total Fair Value Reported on Schedule RC				(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			
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou
Dollar Amounts in Thousands																
ASSETS																
1. Loans and leases	F243		N/A	F682		N/A	F690		N/A	F244		N/A	F245		N/A	1
2. Trading assets	F246		N/A	F683		N/A	F691		N/A	F247		N/A	F248		N/A	2
a. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule RC-Q, item 2, above)	F240		N/A	F684		N/A	F692		N/A	F241		N/A	F242		N/A	2.a
3. All other financial assets and servicing assets	F249		N/A	F685		N/A	F693		N/A	F250		N/A	F251		N/A	3
LIABILITIES																
4. Deposits	F252		N/A	F686		N/A	F694		N/A	F253		N/A	F254		N/A	4
5. Trading liabilities	F255		N/A	F687		N/A	F695		N/A	F256		N/A	F257		N/A	5
6. All other financial liabilities and and servicing liabilities	F258		N/A	F688		N/A	F696		N/A	F259		N/A	F260		N/A	6
7. Loan commitments (not accounted for as derivatives)	F261		N/A	F689		N/A	F697		N/A	F262		N/A	F263		N/A	7

Schedule RC-R—Regulatory Capital

Dollar Amounts in Thousands

	RCON	Bl Mil Thou			
Tier 1 capital					
1. Total bank equity capital (from Schedule RC, item 27.a)	3210	32,146	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)	8434	1,823	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	0	4		
5. LESS: Nonqualifying perpetual preferred stock	B588	0	5		
6. Qualifying noncontrolling (minority) interests in consolidated subsidiaries	B589	0	6		
7.a. LESS: Disallowed goodwill and other disallowed intangible assets	B590	0	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'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 and 6, less items 2, 3, 4, 5, 7.a, and 7.b)	C227	30,323	8		
9.a. LESS: Disallowed servicing assets and purchased credit card relationships	B591	0	9.a		
b. LESS: Disallowed deferred tax assets	5610	0	9.b		
10. Other additions to (deductions from) Tier 1 capital	B592	0	10		
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274	30,323	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	1,782	14		
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	0	15		
16. Other Tier 2 capital components	B594	0	16		
17. Tier 2 capital (sum of items 12 through 16)	5311	1,782	17		
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275	1,782	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	32,105	21		
Total assets for leverage ratio					
22. Average total assets (from Schedule RC-K, item 9)	3368	252,074	22		
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590	0	23		
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591	0	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	B596	0	26		
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224	252,074	27		
Adjustments for financial subsidiaries					
28. a. Adjustment to Tier 1 capital reported in item 11	C228	0	28.a		
b. Adjustment to total risk-based capital reported in item 21	B503	0	28.b		
29. Adjustment to risk-weighted assets reported in item 62	B504	0	29		
30. Adjustment to average total assets reported in item 27	B505	0	30		
Capital ratios					
(Column B is to be completed by all banks. Column A is to be completed by banks with financial subsidiaries.)					
31. Tier 1 leverage ratio (2)	7273	0.00%	7204	12.03%	31
32. Tier 1 risk-based capital ratio (3)	7274	0.00%	7206	16.57%	32
33. Total risk-based capital ratio (4)	7275	0.00%	7205	17.54%	33

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

(2) The ratio for column B is item 11 divided by item 27. The ratio for column A is item 11 minus item 28.a divided by (item 27 minus item 30).

(3) The ratio for column B is item 11 divided by item 62. The ratio for column A is item 11 minus item 28.a divided by (item 62 minus item 29).

(4) The ratio for column B is item 21 divided by item 62. The ratio for column A is item 21 minus item 28.b divided by (item 62 minus item 29).

Schedule RC-R—Continued

Banks 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 RC-R, each bank should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank 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).

	(Column A)	(Column B)	Allocation by Risk Weight Category			
	Totals (from Schedule RC)	Items Not Subject to Risk-Weighting	(Column C)	(Column D)	(Column E)	(Column F)
			0%	20%	50%	100%
	Dollar Amounts in Thousands		Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
Balance Sheet Asset Categories						
34. Cash and balances due from depository institutions (Column A equals the sum of Schedule RC items 1.a and 1.b)	RCO0010 16,459	RCO869 0	RCO600 726	RCO601 15,733		RCO602 0
35. Held-to-maturity securities	RCO1754 0	RCO603 0	RCO604 0	RCO605 0	RCO606 0	RCO607 0
36. Available-for-sale securities	RCO1773 114,850	RCO608 1,823	RCO609 29,228	RCO610 67,656	RCO611 0	RCO612 16,143
37. Federal funds sold and securities purchased under agreements to resell	RCO225 500		RCO603 0	RCO604 500		RCO520 0
38. Loans and leases held for sale	RCO5369 0	RCO617 0	RCO618 0	RCO619 0	RCO620 0	RCO621 0
39. Loans and leases, net of unearned income	RCO528 126,249	RCO622 0	RCO623 0	RCO624 0	RCO625 6,886	RCO626 119,363
40. LESS: Allowance for loan and lease losses	RCO3123 1,567	RCO3123 1,567				
41. Trading assets	RCO3545 0	RCO627 0	RCO628 0	RCO629 0	RCO630 0	RCO631 0
42. All other assets (1)	RCO639 5,161	RCO640 0	RCO641 130	RCO642 372	RCO643 38	RCO5339 4,621
43. Total assets (sum of items 34 through 42)	RCO2170 261,652	RCO644 256	RCO5320 30,084	RCO5327 84,261	RCO5334 6,924	RCO5340 140,127

(1) Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, intangible assets, and other assets.

Schedule RC-R—Continued

	(Column A)	Credit Conversion Factor	(Column B)	Allocation by Risk Weight Category					
	Face Value or Notional Amount			Credit Equivalent Amount (1)	(Column C)	(Column D)	(Column E)		(Column F)
	Bil Mil Thou			Bil Mil Thou	0%	20%	50%		100%
Dollar Amounts in Thousands									
Derivatives and Off-Balance Sheet Items	RCON B546	See footnote 2	RCON B547	RCON B548	RCON B581	RCON B582	RCON B583		
44. Financial standby letters of credit	814	1.00	814	0	0	0	814		44
45. Performance standby letters of credit	RCON 3821		RCON B650	RCON B651	RCON B652	RCON B653	RCON B654		
	0	.50	0	0	0	0	0		45
46. Commercial and similar letters of credit	RCON 3411		RCON B655	RCON B656	RCON B657	RCON B658	RCON B659		
	333	.20	67	0	0	0	67		46
47. Risk participations in bankers acceptances acquired by the reporting institution	RCON 3429		RCON B660	RCON B661	RCON B662		RCON B663		
	0	1.00	0	0	0		0		47
48. Securities lent	RCON 3433		RCON B664	RCON B665	RCON B666	RCON B667	RCON B668		
	0	1.00	0	0	0	0	0		48
49. Retained recourse on small business obligations sold with recourse	RCON A250		RCON B669	RCON B670	RCON B671	RCON B672	RCON B673		
	0	1.00	0	0	0	0	0		49
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	RCON B541	See footnote 3	RCON B542				RCON B543		
	0	12.500	0				0		50
51. All other financial assets sold with recourse	RCON B675		RCON B676	RCON B677	RCON B678	RCON B679	RCON B680		
	0	1.00	0	0	0	0	0		51
52. All other off-balance sheet liabilities	RCON B681		RCON B682	RCON B683	RCON B684	RCON B685	RCON B686		
	0	1.00	0	0	0	0	0		52
53. Unused commitments with an original maturity exceeding one year	RCON 3833		RCON B687	RCON B688	RCON B689	RCON B690	RCON B691		
	43,335	.50	21,668	0	0	0	21,668		53
54. Derivative contracts			RCON A167	RCON B693	RCON B694	RCON B695			
			0	0	0	0			54

(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. (Entering an 'M' allows for data entry in Column B.)

(3) Or institution specific factor.

Schedule RC-R—Continued

	(Column C)	(Column D)	(Column E)	(Column F)	
	Allocation by Risk Weight Category				
	0%	20%	50%	100%	
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Totals					
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)	RCON B696	RCON B697	RCON B698	RCON B699	
	30,084	84,261	6,924	162,676	55
56. Risk weight factor	x 0%	x 20%	x 50%	x 100%	56
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	RCON B700	RCON B701	RCON B702	RCON B703	
	0	16,852	3,462	162,676	57
58. Market risk equivalent assets				RCON 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)				RCON B704	182,990
				RCON A222	0
60. LESS: Excess allowance for loan and lease losses				RCON 3128	0
61. LESS: Allocated transfer risk reserve				RCON A223	0
62. Total risk-weighted assets (item 59 minus items 60 and 61)					182,990

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	Dollar Amounts in Thousands	RCON	Bil Mil Thou	
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards		8764	0	M.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		
	RCON	Tril Bil Mil Thou	RCON	Tril Bil Mil Thou	RCON	Tril Bil Mil Thou	
2. Notional principal amounts of derivative contracts: (1)							
a. Interest rate contracts	3809	0	8766	0	8767	0	M.2.a
b. Foreign exchange contracts	3812	0	8769	0	8770	0	M.2.b
c. Gold contracts	8771	0	8772	0	8773	0	M.2.c
d. Other precious metals contracts	8774	0	8775	0	8776	0	M.2.d
e. Other commodity contracts	8777	0	8778	0	8779	0	M.2.e
f. Equity derivative contracts	A000	0	A001	0	A002	0	M.2.f
g. Credit derivative contracts:							
(1) Investment grade	C980	0	C981	0	C982	0	M.2.g.1
(2) Subinvestment grade	C983	0	C984	0	C985	0	M.2.g.2

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

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	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
Bank Securitization Activities							
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	RCON B705 0	RCON B706 0	RCON B707 0	RCON B708 0	RCON B709 0	RCON B710 0	RCON B711 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)	RCON B712 0	RCON B713 0	RCON B714 0	RCON B715 0	RCON B716 0	RCON B717 0	RCON B718 0
b. Subordinated securities and other residual interests	RCON C393 0	RCON C394 0	RCON C395 0	RCON C396 0	RCON C397 0	RCON C398 0	RCON C399 0
c. Standby letters of credit and other enhancements	RCON C400 0	RCON C401 0	RCON C402 0	RCON C403 0	RCON C404 0	RCON C405 0	RCON C406 0
3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1	RCON B726 0	RCON B727 0	RCON B728 0	RCON B729 0	RCON B730 0	RCON B731 0	RCON B732 0
4. Past due loan amounts included in item 1:							
a. 30-89 days past due	RCON B733 0	RCON B734 0	RCON B735 0	RCON B736 0	RCON B737 0	RCON B738 0	RCON B739 0
b. 90 days or more past due	RCON B740 0	RCON B741 0	RCON B742 0	RCON B743 0	RCON B744 0	RCON B745 0	RCON B746 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	RIAD B747 0	RIAD B748 0	RIAD B749 0	RIAD B750 0	RIAD B751 0	RIAD B752 0	RIAD B753 0
b. Recoveries	RIAD B754 0	RIAD B755 0	RIAD B756 0	RIAD B757 0	RIAD B758 0	RIAD B759 0	RIAD B760 0

Schedule RC-S—Continued

	(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	
	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Dollar Amounts in Thousands								
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in Schedule RC-B or in Schedule RC, item 5)		RCON B761 0	RCON B762 0			RCON B763 0	6.a	
b. Loans (included in Schedule RC-C)		RCON B500 0	RCON B501 0			RCON B502 0	6.b	
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due		RCON B764 0	RCON B765 0			RCON B766 0	7.a	
b. 90 days or more past due		RCON B767 0	RCON B768 0			RCON B769 0	7.b	
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):								
a. Charge-offs		RIAD B770 0	RIAD B771 0			RIAD B772 0	8.a	
b. Recoveries		RIAD B773 0	RIAD B774 0			RIAD B775 0	8.b	
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
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	RCON B776 0	RCON B777 0	RCON B778 0	RCON B779 0	RCON B780 0	RCON B781 0	RCON B782 0	9
10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures	RCON B783 0	RCON B784 0	RCON B785 0	RCON B786 0	RCON B787 0	RCON B788 0	RCON B789 0	10

Schedule RC-S—Continued

	(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			
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Dollar Amounts in Thousands																						
Bank Asset Sales																						
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank	RCON B790			RCON B791			RCON B792			RCON B793			RCON B794			RCON B795			RCON B796			11
	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	RCON B797			RCON B798			RCON B799			RCON B800			RCON B801			RCON B802			RCON B803			12
	0			0			0			0			0			0			0			

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	Dollar Amounts in Thousands		
	RCON	Bil Mil Thou	
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. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804	0	M.2.a
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805	0	M.2.b
c. Other financial assets (includes home equity lines) (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	0	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's 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's 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 RC-S, item 1, column C (2)	C407	N/A	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 banks that (1) 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) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.

Schedule RC-T—Fiduciary and Related Services

1. Does the institution have fiduciary powers? (If "NO," do not complete Schedule RC-T)	RCON A345	YES / NO NO	1
2. Does the institution exercise the fiduciary powers it has been granted?	RCON A346	YES / NO NO	2
3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule? (If "NO," do not complete the rest of Schedule RC-T.)	RCON B867	YES / NO NO	3

If the answer to item 3 is "YES," complete the applicable items of Schedule RC-T, as follows:

Institutions with total fiduciary assets (item 9, sum of columns A and B) greater than \$250 million (as of the preceding December 31) or with gross fiduciary and related services income greater than 10% of revenue (net interest income plus noninterest income) for the preceding calendar year must complete:

- Items 4 through 19 quarterly,
- Items 20 through 23 annually with the December report, and
- Memorandum items 1 through 4 annually with the December report.

Institutions with total fiduciary assets (item 9, sum of columns A and B) greater than \$100 million but less than or equal to \$250 million (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 23 annually with the December report, and
- Memorandum items 1 through 4 annually with the December report.

Institutions with total fiduciary assets (item 9, sum of columns A and B) of \$100 million or less (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 10 annually with the December report, and
- Memorandum items 1 through 3 annually with the December report.

	(Column A) Managed Assets	(Column B) Non-Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts	
Dollar Amounts in Thousands	Tril Bil Mil Thou	Tril Bil Mil Thou			
FIDUCIARY AND RELATED ASSETS	RCON B868	RCON B869	RCON B870	RCON B871	
4. Personal trust and agency accounts	N/A	N/A	N/A	N/A	4
5. Retirement related trust & agency accounts:	RCON B872	RCON B873	RCON B874	RCON B875	
a. Employee benefit-defined contribution	N/A	N/A	N/A	N/A	5.a
b. Employee benefit-defined benefit	RCON B876	RCON B877	RCON B878	RCON B879	5.b
c. Other retirement accounts	N/A	N/A	N/A	N/A	5.c
6. Corporate trust and agency accounts	RCON B884	RCON B885	RCON C001	RCON C002	6
7. Investment management agency accounts	RCON B886		RCON B888		7
8. Other fiduciary accounts	RCON B890	RCON B891	RCON B892	RCON B893	8
9. Total fiduciary accounts (sum of items 4 through 8)	RCON B894	RCON B895	RCON B896	RCON B897	9
10. Custody and safekeeping accounts		RCON B898		RCON B899	10
11. Not applicable		N/A		N/A	

Schedule RC-T—Continued

		Dollar Amounts in Thousands		RIAD	Bil Mil Thou	
FIDUCIARY AND RELATED SERVICES INCOME						
12.	Personal trust and agency accounts			B904	N/A	12
13.	Retirement related trust and agency accounts:					
a.	Employee benefit—defined contribution			B905	N/A	13.a
b.	Employee benefit—defined benefit			B906	N/A	13.b
c.	Other retirement accounts			B907	N/A	13.c
14.	Corporate trust and agency accounts			A479	N/A	14
15.	Investment management agency accounts			B908	N/A	15
16.	Other fiduciary accounts			A480	N/A	16
17.	Custody and safekeeping accounts			B909	N/A	17
18.	Other fiduciary and related services income			B910	N/A	18
19.	Total gross fiduciary and related services income (sum of items 12 through 18) (must equal Schedule RI, item 5.a)			4070	N/A	19
20.	LESS: Expenses			C058	N/A	20
21.	LESS: Net losses from fiduciary and related services			A488	N/A	21
22.	PLUS: Intracompany income credits for fiduciary and related services			B911	N/A	22
23.	Net fiduciary and related services income			A491	N/A	23

Memoranda		Dollar Amounts in Thousands		Managed Assets		
		RCON	Bil Mil Thou			
1.	Managed assets held in personal trust and agency accounts:					
a.	Noninterest-bearing deposits	B913	N/A			M.1.a
b.	Interest-bearing deposits	B914	N/A			M.1.b
c.	U.S. Treasury and U.S. Government agency obligations	B915	N/A			M.1.c
d.	State, county and municipal obligations	B916	N/A			M.1.d
e.	Money market mutual funds	B917	N/A			M.1.e
f.	Other short-term obligations	B918	N/A			M.1.f
g.	Other notes and bonds	B919	N/A			M.1.g
h.	Common and preferred stocks	B920	N/A			M.1.h
i.	Real estate mortgages	B921	N/A			M.1.i
j.	Real estate	B922	N/A			M.1.j
k.	Miscellaneous assets	B923	N/A			M.1.k
l.	Total managed assets held in personal trust and agency accounts (sum of Memorandum items 1.a through 1.k) (must equal Schedule RC-T, item 4, column A)	B868	N/A			M.1.l

		Dollar Amounts in Thousands		(Column A) Number of Issues	(Column B) Principal Amount Outstanding	
		RCON			Tril Bil Mil Thou	
2.	Corporate trust and agency accounts:				RCON B928	
a.	Corporate and municipal trusteeships	B927	N/A		N/A	M.2.a
b.	Transfer agent, registrar, paying agent, and other corporate agency	B929	N/A			M.2.b

Schedule RC-T—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Number of Funds		(Column B) Market Value of Fund Assets		
	RCON		RCON	Bill Mil Thou	
3. Collective investment funds and common trust funds:					
a. Domestic equity	B931	N/A	B932	N/A	M.3.a
b. International/Global equity	B933	N/A	B934	N/A	M.3.b
c. Stock/Bond blend	B935	N/A	B936	N/A	M.3.c
d. Taxable bond	B937	N/A	B938	N/A	M.3.d
e. Municipal bond	B939	N/A	B940	N/A	M.3.e
f. Short term investments/Money market	B941	N/A	B942	N/A	M.3.f
g. Specialty/Other	B943	N/A	B944	N/A	M.3.g
h. Total collective investment funds (sum of Memorandum items 3.a through 3.g)	B945	N/A	B946	N/A	M.3.h

Dollar Amounts in Thousands	(Column A) Gross Losses Managed Accounts		(Column B) Gross Losses Non-Managed Accounts		(Column C) Recoveries		
	RIAD	Mill Thou	RIAD	Mill Thou	RIAD	Mill Thou	
4. Fiduciary settlements, surcharges and other losses:							
a. Personal trust and agency accounts	B947	N/A	B948	N/A	B949	N/A	M.4.a
b. Retirement related trust and agency accounts	B950	N/A	B951	N/A	B952	N/A	M.4.b
c. Investment management agency accounts	B953	N/A	B954	N/A	B955	N/A	M.4.c
d. Other fiduciary accounts and related services	B956	N/A	B957	N/A	B958	N/A	M.4.d
e. Total fiduciary settlements, surcharges, and other losses (sum of Memorandum items 4.a through 4.d) (sum of columns A and B minus column C must equal Schedule RC-T, item 21)	B959	N/A	B960	N/A	B961	N/A	M.4.e

Person to whom questions about Schedule RC-T—Fiduciary and Related Services should be directed:

N/A
Name and Title (TEXT B962)

N/A
E-mail Address (TEXT B926)

N/A
Telephone: Area code/phone number/extension (TEXT B963) FAX: Area code/phone number (TEXT B964)

1st Enterprise Bank

Legal Title of Bank

Los Angeles

City

CA 90017-3449

State Zip Code

FDIC Certificate Number: 58321

**Consolidated Report of Income
for the period January 1, 2009 – June 30, 2009**

All Report of Income schedules are to be reported on a calendar year-to-date basis in thousands of dollars.

Schedule RI—Income Statement

Dollar Amounts in Thousands		RIAD	Bil Mil Thou	
1. Interest Income:				
a. Interest and fee income on loans:				
(1) Loans secured by real estate:				
(a) Loans secured by 1-4 family residential properties	4435		394	1.a.1.a
(b) All other loans secured by real estate	4436		1,962	1.a.1.b
(2) Commercial and industrial loans	4012		629	1.a.2
(3) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards	B485		0	1.a.3.a
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B486		12	1.a.3.b
(4) Loans to foreign governments and official institutions	4056		0	1.a.4
(5) All other loans (1)	4058		0	1.a.5
(6) Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(5))	4010		2,997	1.a.6
b. Income from lease financing receivables	4065		0	1.b
c. Interest income on balances due from depository institutions (2)	4115		98	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		590	1.d.1
(2) Mortgage-backed securities	B489		1,425	1.d.2
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.)	4060		411	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		10	1.f
g. Other interest income	4518		(11)	1.g
h. Total interest income (sum of items 1.a.(6) through 1.g)	4107		5,520	1.h
2. Interest expense:				
a. Interest on deposits:				
(1) Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)				
	4508		9	2.a.1
(2) Nontransaction accounts:				
(a) Savings deposits (includes MMDAs)	0093		399	2.a.2.a
(b) Time deposits of \$100,000 or more	A517		14	2.a.2.b
(c) Time deposits of less than \$100,000	A518		4	2.a.2.c
b. Expense of federal funds purchased and securities sold under agreements to repurchase	4180		0	2.b
c. Interest on trading liabilities and other borrowed money	4185		1	2.c

(1) Includes interest and fee income on "Loans to depository institutions and acceptances of other banks," "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Other loans."

(2) Includes interest income on time certificates of deposit not held for trading.

Schedule RI—Continued

	Year-to-date			
	RIAD	Bill Mil Thou		
Dollar Amounts in Thousands				
2. Interest expense (continued):				
d. Interest on subordinated notes and debentures	4200	0	2.d	
e. Total interest expense (sum of items 2.a through 2.d)	4073	427	2.e	
3. Net interest income (item 1.h minus 2.e)			4074	5,093 3
4. Provision for loan and lease losses			4230	160 4
5. Noninterest income:				
a. Income from fiduciary activities (1)	4070	0	5.a	
b. Service charges on deposit accounts	4080	166	5.b	
c. Trading revenue (2)	A220	0	5.c	
d. (1) Fees and commissions from securities brokerage	C886	0	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	0	5.d.3	
(4) Underwriting income from insurance and reinsurance activities	C386	0	5.d.4	
(5) Income from other insurance activities	C387	0	5.d.5	
e. Venture capital revenue	B491	0	5.e	
f. Net servicing fees	B492	0	5.f	
g. Net securitization income	B493	0	5.g	
h. Not applicable				
i. Net gains (losses) on sales of loans and leases	5416	0	5.i	
j. Net gains (losses) on sales of other real estate owned	5415	0	5.j	
k. Net gains (losses) on sales of other assets (excluding securities)	B496	0	5.k	
l. Other noninterest income*	B497	150	5.l	
m. Total noninterest income (sum of items 5.a through 5.l)			4079	316 5.m
6. a. Realized gains (losses) on held-to-maturity securities			3521	0 6.a
b. Realized gains (losses) on available-for-sale securities			3196	102 6.b
7. Noninterest expense:				
a. Salaries and employee benefits	4135	3,048	7.a	
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	488	7.b	
c. (1) Goodwill impairment losses	C216	0	7.c.1	
(2) Amortization expense and impairment losses for other intangible assets	C232	0	7.c.2	
d. Other noninterest expense*	4092	1,529	7.d	
e. Total noninterest expense (sum of items 7.a through 7.d)			4093	5,065 7.e
8. Income (loss) before income taxes and extraordinary items and other adjustments (item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e)			4301	286 8
9. Applicable income taxes (on item 8)			4302	(202) 9
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)			4300	488 10
11. Extraordinary items and other adjustments, net of income taxes*			4320	0 11
12. Net income (loss) attributable to bank and noncontrolling (minority) interests (sum of items 10 and 11)			G104	488 12
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)			G103	0 13
14. Net income (loss) attributable to bank (item 12 minus item 13)			4340	488 14

* Describe on Schedule RI-E—Explanations

- (1) For banks required to complete Schedule RC-T, items 12 through 19, income from fiduciary activities reported in Schedule RI, item 5.a, must equal the amount reported in Schedule RC-T, item 19.
- (2) For banks required to complete Schedule RI, Memorandum item 8, trading revenue reported in Schedule RI, item 5.c, must equal the sum of Memorandum items 8.a through 8.e.

Schedule RI—Continued

Memoranda	Dollar Amounts in Thousands	Year-to-date		
		RIAD	Bill Mil Thou	
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	4513		0	M.1
Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets. (1)				
2. Income from the sale and servicing of mutual funds and annuities (included in Schedule RI, item 8)	8431		N/A	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)	4313		0	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))	4507		0	M.4
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	4150	Number	44	M.5
Memorandum item 6 is to be completed by: (1)				
• banks with \$300 million or more in total assets, and				
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans.				
6. Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5))	4024		N/A	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 (2)	RIAD	CCYY/MM/DD	0	M.7
8. Trading revenue (from cash instruments and derivative instruments) (sum of Memorandum items 8.a through 8.e must equal Schedule RI, item 5.c) (To be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more for any quarter of the preceding calendar year.):				
a. Interest rate exposures	8757		N/A	M.8.a
b. Foreign exchange exposures	8758		N/A	M.8.b
c. Equity security and index exposures	8759		N/A	M.8.c
d. Commodity and other exposures	8760		N/A	M.8.d
e. Credit exposures	F186		N/A	M.8.e
9. 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.9.a
b. Net gains (losses) on credit derivatives held for purposes other than trading	C890		0	M.9.b
10. To be completed by banks with \$300 million or more in total assets: (1) Credit losses on derivatives (see instructions)	A251		N/A	M.10
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?	RIAD	YES / NO	NO	M.11
	A530			
Memorandum item 12 is to be completed by banks that are required to complete Schedule RC-C, part I, Memorandum Items 8.b and 8.c.				
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)(a))	F228		N/A	M.12
Memorandum item 13 is to be completed by banks that have elected to account for assets and liabilities under a fair value option.				
13. 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		N/A	M.13.a
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552		N/A	M.13.a.1
b. Net gains (losses) on liabilities	F553		N/A	M.13.b
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	F554		N/A	M.13.b.1

(1) The asset size tests and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2008, Report of Condition.

(2) For example, a bank acquired on March 1, 2008, would report 2008/03/01

Schedule RI-A—Changes in Bank Equity Capital

Indicate decreases and losses in parentheses. Dollar Amounts in Thousands

	RIAD	Bil Mil Thou	
1. Total bank equity capital most recently reported for the December 31, 2008, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	3217	27,315	1
2. Restatements due to corrections of material accounting errors and changes in accounting principles*	8507	0	2
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	8508	27,315	3
4. Net income (loss) attributable to bank (must equal Schedule RI, item 14)	4340	488	4
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions)	8509	4,840	5
6. Treasury stock transactions, net	8510	0	6
7. Changes incident to business combinations, net	4356	0	7
8. LESS: Cash dividends declared on preferred stock	4470	61	8
9. LESS: Cash dividends declared on common stock	4460	0	9
10. Other comprehensive income (1)	8511	102	10
11. Other transactions with parent holding company* (not included in items 5, 6, 8, or 9 above)	4415	0	11
12. Total bank equity capital end of current period (sum of items 3 through 11)(must equal Schedule RC, item 27.a)	3210	32,684	12

* Describe on Schedule RI-E - Explanations.

(1) Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, and pension and other postretirement plan-related changes other than net periodic benefit cost.

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

Part I. Charge-offs and Recoveries on Loans and Leases

Part I includes charge-offs and recoveries through the allocated transfer risk reserve.

Dollar Amounts in Thousands

	(Column A) Charge-offs (1)		(Column B) Recoveries		
	Calendar year-to-date				
	RIAD	Bil Mil Thou	RIAD	Bil Mil Thou	
1. Loans secured by real estate:					
a. Construction, land development, and other land loans:					
(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	0	C894	0	1.a.2
b. Secured by farmland	3584	0	3585	0	1.b
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	5411	0	5412	0	1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens	C234	0	C217	0	1.c.2.a
(b) Secured by junior liens	C235	0	C218	0	1.c.2.b
d. Secured by multifamily (5 or more) residential properties	3588	0	3589	0	1.d
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	0	C896	0	1.e.1
(2) Loans secured by other nonfarm nonresidential properties	C897	0	C898	0	1.e.2
2. Loans to depository institutions and acceptances of other banks	4481	0	4482	0	2
3. Not applicable					
4. Commercial and industrial loans	4638	0	4608	0	4
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards	8514	0	8515	0	5.a
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	8516	0	8517	0	5.b
6. Loans to foreign governments and official institutions	4643	0	4627	0	6
7. All other loans (2)	4644	0	4628	0	7
8. Lease financing receivables	4266	0	4267	0	8
9. Total (sum of items 1 through 8)	4635	0	4605	0	9

(1) Include write-downs arising from transfers of loans to a held-for-sale account.

(2) Includes charge-offs and recoveries on "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Other loans."

Schedule RI-B Continued

Part I. Continued

Memoranda

	(Column A) Charge-offs (1)		(Column B) Recoveries		
	Calendar year-to-date				
	RIAD	Bl Mil Thou	RIAD	Bl Mil Thou	
Dollar Amounts in Thousands					
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	5409	0	5410	0	M.1
2. Memorandum items 2.a through 2.d are to be completed by banks with \$300 million or more in total assets: (2)					
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above)	4652	N/A	4662	N/A	M.2.a
b. Loans to and acceptances of foreign banks (included in Schedule RI-B, part I, item 2, above)	4654	N/A	4664	N/A	M.2.b
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 4, above)	4646	N/A	4618	N/A	M.2.c
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RI-B, part I, item 8, above)	F185	N/A	F187	N/A	M.2.d
3. Memorandum item 3 is to be completed by: (2)					
• banks with \$300 million or more in total assets, and					
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans:					
Loans to finance agricultural production and other loans to farmers (included in Schedule RI-B, part I, item 7, above)	4655	N/A	4665	N/A	M.3
Memorandum item 4 is to be completed by banks that (1) 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) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.					
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)	C388			N/A	M.4

(1) Include write-downs arising from transfers of loans to a held-for-sale account.
 (2) The \$300 million asset size test and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2008, Report of Condition.

Schedule RI-B Continued

Part II. Changes in Allowance for Loan and Lease Losses

	Dollar Amounts in Thousands		
	RIAD	Bil Mil Thou	
1. Balance most recently reported for the December 31, 2008, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	B522	1,535	1
2. Recoveries (must equal part I, item 9, column B, above)	4605	0	2
3. LESS: Charge-offs (must equal part I, item 9, column A, above less Schedule RI-B, part II, item 4)	C079	0	3
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	5523	0	4
5. Provision for loan and lease losses (must equal Schedule RI, item 4)	4230	160	5
6. Adjustments* (see instructions for this schedule)	C233	0	6
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule RC, item 4.c)	3123	1,695	7

	Dollar Amounts in Thousands		
	RIAD	Bil Mil Thou	
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above	C435	0	M.1
<i>Memorandum items 2 and 3 are to be completed by banks that (1) 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) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>			
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389	N/A	M.2
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges	C390	N/A	M.3
Memorandum item 4 is to be completed by all banks.			
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)	C781	0	M.4

* Describe on Schedule RI-E—Explanations.

Schedule RI-E—Explanations

Schedule RI-E is to be completed each quarter on a calendar year-to-date basis.

Detail all adjustments in Schedule RI-A and RI-B, all extraordinary items and other adjustments in Schedule RI, and all significant items of other noninterest income and other noninterest expense in Schedule RI. (See instructions for details.)

		Dollar Amounts in Thousands		Year-to-date		
				RIAD	BII MII Thou	
1. Other noninterest income (from Schedule RI, item 5.i)						
Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 5.i:						
a.	Income and fees from the printing and sale of checks	C013	0			1.a
b.	Earnings on/increase in value of cash surrender value of life insurance	C014	0			1.b
c.	Income and fees from automated teller machines (ATMs)	C016	0			1.c
d.	Rent and other income from other real estate owned	4042	0			1.d
e.	Safe deposit box rent	C015	0			1.e
f.	Net change in the fair values of financial instruments accounted for under a fair value option	F229	0			1.f
g.	Bank card and credit card interchange fees	F555	0			1.g
TEXT						
h.	4461 Servicing fee for sweep accounts into mutual fund	4461	45			1.h
i.	4462 Appraisal/Credit fees	4462	74			1.i
j.	4463	4463	0			1.j
2. Other noninterest expense (from Schedule RI, item 7.d)						
Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 7.d:						
a.	Data processing expenses	C017	276			2.a
b.	Advertising and marketing expenses	D497	0			2.b
c.	Directors' fees	4136	0			2.c
d.	Printing, stationery, and supplies	C018	78			2.d
e.	Postage	8403	0			2.e
f.	Legal fees and expenses	4141	59			2.f
g.	FDIC deposit insurance assessments	4146	328			2.g
h.	Accounting and auditing expenses	F556	58			2.h
i.	Consulting and advisory expenses	F557	189			2.i
j.	Automated teller machine (ATM) and interchange expenses	F558	0			2.j
k.	Telecommunications expenses	F559	71			2.k
TEXT						
l.	4464 Loan appraisal Fees	4464	75			2.l
m.	4467 Courier Service - clients	4467	67			2.m
n.	4468 Correspondent bank fees	4468	51			2.n
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11) (itemize and describe all extraordinary items and other adjustments):						
TEXT						
a.(1)	4469			4469	0	3.a.1
(2)	Applicable income tax effect	4486	0			3.a.2
b.(1)	4487			4487	0	3.b.1
(2)	Applicable income tax effect	4488	0			3.b.2
c.(1)	4489			4489	0	3.c.1
(2)	Applicable income tax effect	4491	0			3.c.2

Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for June 30, 2009

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Schedule RC—Balance Sheet

		Dollar Amounts in Thousands		RCON	Bil	Mil	Thou	
ASSETS								
1. Cash and balances due from depository institutions (from Schedule RC-A):								
a. Noninterest-bearing balances and currency and coin (1)				0081		8,665		1.a
b. Interest-bearing balances (2)				0071		5,990		1.b
2. Securities:								
a. Held-to-maturity securities (from Schedule RC-B, column A)				1754		0		2.a
b. Available-for-sale securities (from Schedule RC-B, column D)				1773		135,407		2.b
3. Federal funds sold and securities purchased under agreements to resell:								
a. Federal funds sold				B987		19,245		3.a
b. Securities purchased under agreements to resell (3)				B989		0		3.b
4. Loans and lease financing receivables (from Schedule RC-C):								
a. Loans and leases held for sale				5369		0		4.a
b. Loans and leases, net of unearned income		B528	135,932					4.b
c. LESS: Allowance for loan and lease losses		3123	1,695					4.c
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)				B529		134,237		4.d
5. Trading assets (from Schedule RC-D)				3545		0		5
6. Premises and fixed assets (including capitalized leases)				2145		2,224		6
7. Other real estate owned (from Schedule RC-M)				2150		0		7
8. Investments in unconsolidated subsidiaries and associated companies				2130		0		8
9. Direct and indirect investments in real estate ventures				3656		0		9
10. Intangible assets:								
a. Goodwill				3163		0		10.a
b. Other intangible assets (from Schedule RC-M)				0426		0		10.b
11. Other assets (from Schedule RC-F)				2160		3,759		11
12. Total assets (sum of items 1 through 11)				2170		309,527		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, regardless of maturity.

Schedule RC - Continued

		Dollar Amounts in Thousands		RCON	Bill Mil Thou	
LIABILITIES						
13. Deposits:						
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E)				2200	275,078	13.a
(1) Noninterest-bearing (1)		6631	106,863			13.a.1
(2) Interest-bearing		6636	168,215			13.a.2
b. Not applicable						
14. Federal funds purchased and securities sold under agreements to repurchase:						
a. Federal funds purchased (2)				8993	0	14.a
b. Securities sold under agreements to repurchase (3)				8995	0	14.b
15. Trading liabilities (from Schedule RC-D)						
				3548	0	15
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)						
				3190	0	16
17. and 18. Not applicable						
19. Subordinated notes and debentures (4)						
				3200	0	19
20. Other liabilities (from Schedule RC-G)						
				2930	1,765	20
21. Total liabilities (sum of items 13 through 20)						
				2948	276,843	21
22. Not applicable						
EQUITY CAPITAL						
Bank Equity Capital						
23. Perpetual preferred stock and related surplus						
				3838	4,396	23
24. Common stock						
				3230	27,536	24
25. Surplus (excludes all surplus related to preferred stock)						
				3839	2,560	25
26. a. Retained earnings						
				3632	(3,603)	26.a
b. Accumulated other comprehensive income (5)						
				8530	1,795	26.b
c. Other equity capital components (6)						
				1130	0	26.c
27. a. Total bank equity capital (sum of items 23 through 26.c)						
				3210	32,684	27.a
b. Noncontrolling (minority) interests in consolidated subsidiaries						
				3000	0	27.b
28. Total equity capital (sum of items 27.a and 27.b)						
				6105	32,684	28
29. Total liabilities and equity capital (sum of items 21 and 28)						
				3300	309,527	29

Memorandum

To be reported with the March Report of Condition.

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 2008

RCON	Number
6724	N/A

M.1

- 1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank
- 2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)
- 3 = Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm

- 4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)
- 5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)
- 6 = Review of the bank's financial statements by external auditors
- 7 = Compilation of the bank's financial statements by external auditors
- 8 = Other audit procedures (excluding tax preparation work)
- 9 = No external audit work

To be reported with the March Report of Condition.

2. Bank's fiscal year-end date

RCON	MM / DD
8678	N/A

M.2

- (1) Includes total demand deposits and noninterest-bearing time and savings deposits.
- (2) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."
- (3) Includes all securities repurchase agreements, 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, and minimum pension liability adjustments.
- (6) Includes treasury stock and unearned Employee Stock Ownership Plan shares.

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

Schedule RC-A is to be completed only by banks with \$300 million or more in total assets.

Exclude assets held for trading.

	Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. Cash items in process of collection, unposted debits, and currency and coin:					
a. Cash items in process of collection and unposted debits			0020	N/A	1.a
b. Currency and coin			0080	N/A	1.b
2. Balances due from depository institutions in the U.S.:					
a. U.S. branches and agencies of foreign banks			0083	N/A	2.a
b. Other commercial banks in the U.S. and other depository institutions in the U.S.			0085	N/A	2.b
3. Balances due from banks in foreign countries and foreign central banks:					
a. Foreign branches of other U.S. banks			0073	N/A	3.a
b. Other banks in foreign countries and foreign central banks			0074	N/A	3.b
4. Balances due from Federal Reserve Banks			0090	N/A	4
5. Total (sum of items 1 through 4) (must equal Schedule RC, sum of items 1.a and 1.b)			0010	N/A	5

Schedule RC-B—Securities

Exclude assets held for trading.

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		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
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	3,390	1293	3,411	2.a
b. Issued by U.S. Government- sponsored agencies (2)	1294	0	1295	0	1297	13,286	1298	13,546	2.b
3. Securities issued by states and political subdivisions in the U.S.	8496	0	8497	0	8498	1,010	8499	1,009	3

(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 RC-B—Continued

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		
	RCON	Bil Mil Thou		RCON	Bil Mil Thou		RCON	Bil Mil Thou	RCON	Bil Mil Thou	
4. Mortgage-backed securities (MBS):											
a. Residential mortgage pass-through securities:											
(1) Guaranteed by GNMA	G300	0		G301	0		G302	8,808	G303	8,887	4.a.1
(2) Issued by FNMA and FHLMC	G304	0		G305	0		G306	33,239	G307	33,864	4.a.2
(3) Other pass-through securities	G308	0		G309	0		G310	0	G311	0	4.a.3
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):											
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	G312	0		G313	0		G314	57,817	G315	58,451	4.b.1
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	G316	0		G317	0		G318	0	G319	0	4.b.2
(3) All other residential MBS	G320	0		G321	0		G322	0	G323	0	4.b.3
c. Commercial MBS:											
(1) Commercial mortgage pass-through securities	G324	0		G325	0		G326	0	G327	0	4.c.1
(2) Other commercial MBS	G328	0		G329	0		G330	0	G331	0	4.c.2
5. Asset-backed securities and structured financial products:											
a. Asset-backed securities (ABS)											
	C026	0		C988	0		C989	0	C027	0	5.a
b. Structured financial products:											
(1) Cash	G336	0		G337	0		G338	0	G339	0	5.b.1
(2) Synthetic	G340	0		G341	0		G342	0	G343	0	5.b.2
(3) Hybrid	G344	0		G345	0		G346	0	G347	0	5.b.3
6. Other debt securities:											
a. Other domestic debt securities	1737	0		1738	0		1739	16,061	1741	16,239	6.a
b. Foreign debt securities	1742	0		1743	0		1744	0	1746	0	6.b
7. Investments in mutual funds and other equity securities with readily determinable fair values (1)							A510	0	A511	0	7
8. Total (sum of items 1 through 7) (total of column A must equal Schedule RC, item 2.a) (total of column D must equal Schedule RC, item 2.b)	1754	0		1771	0		1772	133,611	1773	135,407	8

(1) Report Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock in Schedule RC-F, item 4.

Schedule RC-B—Continued

Memoranda

	Dollar Amounts in Thousands		
	RCON	Bl Mll Thou	
1. Pledged securities (1)	0416	19,837	M.1
2. Maturity and repricing data for debt securities (1, 2) (excluding those in nonaccrual status):			
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: (3, 4)			
(1) Three months or less	A549	1,510	M.2.a.1
(2) Over three months through 12 months	A550	3,487	M.2.a.2
(3) Over one year through three years	A551	14,029	M.2.a.3
(4) Over three years through five years	A552	9,730	M.2.a.4
(5) Over five years through 15 years	A553	3,540	M.2.a.5
(6) Over 15 years	A554	1,910	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: (3, 5)			
(1) Three months or less	A555	0	M.2.b.1
(2) Over three months through 12 months	A556	5,030	M.2.b.2
(3) Over one year through three years	A557	9,131	M.2.b.3
(4) Over three years through five years	A558	2,978	M.2.b.4
(5) Over five years through 15 years	A559	9,192	M.2.b.5
(6) Over 15 years	A560	16,420	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: (6)			
(1) Three years or less	A561	42,076	M.2.c.1
(2) Over three years	A562	16,374	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)	A248	5,429	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)	1778	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):			
a. Amortized cost	8782	2,244	M.4.a
b. Fair value	8783	2,321	M.4.b

- (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 rate debt securities by next repricing date.
- (4) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus any nonaccrual debt securities in the categories of debt securities reported in Memorandum item 2.a that are included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, sum of items 1, 2, 3, 4.c.(1), 5, and 6, columns A and D, plus residential mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
- (5) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus any nonaccrual mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.a, sum of columns A and D, less the amount of residential mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
- (6) Sum of Memorandum items 2.c.(1) and 2.c.(2) plus any nonaccrual "Other mortgage-backed securities" included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, sum of items 4.b and 4.c.(2), columns A and D.

Schedule RC-B—Continued

Memoranda — Continued

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		
	RCON	Bl Mil Thou		RCON	Bl Mil Thou		RCON	Bl Mil Thou	RCON	Bl Mil Thou	
<i>Memorandum items 5.a through 5.f are to be completed by banks with \$1 billion or more in total assets. (1)</i>											
5. Asset-backed securities (ABS)(for each column, sum of Memorandum items 5.a through 5.f must equal Schedule RC-B, item 5.a):											
a. Credit card receivables	B838	N/A	B839	N/A	B840	N/A	B841	N/A	B842	N/A	M.5.a
b. Home equity lines	B842	N/A	B843	N/A	B844	N/A	B845	N/A	B846	N/A	M.5.b
c. Automobile loans	B846	N/A	B847	N/A	B848	N/A	B849	N/A	B850	N/A	M.5.c
d. Other consumer loans	B850	N/A	B851	N/A	B852	N/A	B853	N/A	B854	N/A	M.5.d
e. Commercial and industrial loans	B854	N/A	B855	N/A	B856	N/A	B857	N/A	B858	N/A	M.5.e
f. Other	B858	N/A	B859	N/A	B860	N/A	B861	N/A	B862	N/A	M.5.f

(1) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.

Schedule RC-B—Continued

Memoranda — Continued	Held-to-maturity				Available-for-sale				
	(Column A)		(Column B)		(Column C)		(Column D)		
	Amortized Cost		Fair Value		Amortized Cost		Fair Value		
Dollar Amounts in Thousands	RCON	Bl Mil Thou	RCON	Bl Mil Thou	RCON	Bl Mil Thou	RCON	Bl Mil Thou	
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule RC-B sum of items 5.b(1) through (3)):									
a. Trust preferred securities issued by financial institutions	G348	0	G349	0	G350	0	G351	0	M.6.a
b. Trust preferred securities issued by real estate investment trusts	G352	0	G353	0	G354	0	G355	0	M.6.b
c. Corporate and similar loans	G356	0	G357	0	G358	0	G359	0	M.6.c
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G360	0	G361	0	G362	0	G363	0	M.6.d
e. 1-4 family residential MBS not issued or guaranteed by GSEs	G364	0	G365	0	G366	0	G367	0	M.6.e
f. Diversified (mixed) pools of structured financial products	G368	0	G369	0	G370	0	G371	0	M.6.f
g. Other collateral or reference assets	G372	0	G373	0	G374	0	G375	0	M.6.g

Schedule RC-C—Loans and Lease Financing Receivables

Part I. Loans and Leases

Do not deduct the allowance for loan and lease losses or the allocated transfer risk reserve 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) To Be Completed by Banks with \$300 Million or More in Total Assets (1)			(Column B) To Be Completed by All Banks		
	RCON	Bil Mil Thou		RCON	Bil Mil Thou	
1. Loans secured by real estate:						
a. Construction, land development, and other land loans:						
(1) 1-4 family residential construction loans				F158		0
(2) Other construction loans and all land development and other land loans				F159		579
b. Secured by farmland (including farm residential and other improvements)				1420		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				1797		12,106
(2) Closed-end loans secured by 1-4 family residential properties:						
(a) Secured by first liens				5367		10,562
(b) Secured by junior liens				5368		0
d. Secured by multifamily (5 or more) residential properties				1460		0
e. Secured by nonfarm nonresidential properties:						
(1) Loans secured by owner-occupied nonfarm nonresidential properties				F160		33,782
(2) Loans secured by other nonfarm nonresidential properties				F161		38,389
2. Loans to depository institutions and acceptances of other banks				1288		0
a. To commercial banks in the U.S.:						
(1) To U.S. branches and agencies of foreign banks	B532		N/A			
(2) To other commercial banks in the U.S.	B533		N/A			
b. To other depository institutions in the U.S.	B534		N/A			
c. To banks in foreign countries:						
(1) To foreign branches of other U.S. banks	B536		N/A			
(2) To other banks in foreign countries	B537		N/A			
3. Loans to finance agricultural production and other loans to farmers				1590		0
4. Commercial and industrial loans				1766		37,549
a. To U.S. addressees (domicile)	1763		N/A			
b. To non-U.S. addressees (domicile)	1764		N/A			
5. Not applicable						
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):						
a. Credit cards				B538		27
b. Other revolving credit plans				B539		566
c. Other consumer loans (includes single payment, installment, and all student loans)				2011		1,077
7. Loans to foreign governments and official institutions (including foreign central banks)				2081		0
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.				2107		0
9. Other Loans				1563		1,296
a. Loans for purchasing or carrying securities (secured and unsecured)	1545		N/A			
b. All other loans (exclude consumer loans)	1564		N/A			

(1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.

Schedule RC-C—Continued

Part I. Continued

Dollar Amounts in Thousands

	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets (1)				(Column B) To Be Completed by All Banks				
	RCON	Bil	Mill	Thou	RCON	Bil	Mill	Thou	
10. Lease financing receivables (net of unearned income)					2165			0	10
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162		N/A						10.a
b. All other leases	F163		N/A						10.b
11. LESS: Any unearned income on loans reflected in items 1-9 above					2123			0	11.
12. Total loans and leases, net of unearned income (sum of items 1 through 10 minus item 11) (must equal Schedule RC, sum of items 4.a and 4.b)					2122			135,933	12

Memoranda

Dollar Amounts in Thousands

	RCON	Bil	Mill	Thou	
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):					
a. Loans secured by 1-4 family residential properties	F576			0	M.1.a
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures)	1616			0	M.1.b
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):					
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: (2, 3)					
(1) Three months or less	A564			0	M.2.a.1
(2) Over three months through 12 months	A565			0	M.2.a.2
(3) Over one year through three years	A566			0	M.2.a.3
(4) Over three years through five years	A567			9,727	M.2.a.4
(5) Over five years through 15 years	A568			835	M.2.a.5
(6) Over 15 years	A569			0	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: (2, 4)					
(1) Three months or less	A570			49,075	M.2.b.1
(2) Over three months through 12 months	A571			9,968	M.2.b.2
(3) Over one year through three years	A572			13,145	M.2.b.3
(4) Over three years through five years	A573			18,885	M.2.b.4
(5) Over five years through 15 years	A574			34,298	M.2.b.5
(6) Over 15 years	A575			0	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)	A247			11,160	M.2.c

- (1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.
- (2) Report fixed rate loans and leases by remaining maturity and floating rate loans by next repricing date.
- (3) Sum of Memorandum Items 2.a.(1) through 2.a.(6) plus total nonaccrual closed-end loans secured by first liens on 1-4 family residential properties included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.
- (4) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus total nonaccrual loans and leases from Schedule RC-N, sum of items 1 through 8, column C, minus nonaccrual closed-end loans secured by first liens on 1-4 family residential properties included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total loans and leases from Schedule RC-C, part I, sum of items 1 through 10, column B, minus total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.

Schedule RC-C—Continued

Part I. Continued

Memoranda — Continued	Dollar Amounts in Thousands		
	RCON	Bl Mil Thou	
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 (5)	2746	129	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)	5370	9,709	M.4
5. To be completed by banks with \$300 million or more in total assets: (6) 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)	B837	N/A	M.5
<i>Memorandum item 6 is to be completed by banks that (1) 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) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>			
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a.	C391	N/A	M.6
Memorandum item 7 is to be completed by all banks.			
7. 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.7.a
b. Carrying amount included in Schedule RC-C, part I, items 1 through 9	C780	0	M.7.b
8. Closed-end loans with negative amortization features secured by 1-4 family residential properties:			
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 (b))	F230	0	M.8.a
<i>Memorandum items 8.b and 8.c are to be completed by banks that had closed-end loans with negative amortization features secured by 1-4 family residential properties (as reported in Schedule RC-C, part I, Memorandum item 8.a.) as of December 31, 2008, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income (as reported in Schedule RC-C, part I, 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	N/A	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	F232	N/A	M.8.c
9. Loans secured by 1-4 family residential properties in process of foreclosure (included in Schedule RC-C, part I, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))	F577	0	M.9
<i>Memorandum items 10 and 11 are to be completed by banks that have elected to measure loans included in Schedule RC-C, part I, items 1 through 9, at fair value under a fair value option.</i>			
10. Loans measured at fair value (included in Schedule RC-C, part I, items 1 through 9):			
a. Loans secured by real estate:			
(1) Construction, land development, and other land loans	F578	N/A	M.10.a.1
(2) Secured by farmland (including farm residential and other improvements)	F579	N/A	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	N/A	M.10.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:			
(1) Secured by first liens	F581	N/A	M.10.a.3.b.1
(2) Secured by junior liens	F582	N/A	M.10.a.3.b.2

(5) Exclude loans secured by real estate that are included in Schedule RC-C, part I, items 1.a through 1.e, column B.

(6) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.

Schedule RC-C—Continued

Part I. Continued

Memoranda — Continued	Dollar Amounts in Thousands		RCON	Bil Mil Thou	
10. a. (4) Secured by multifamily (5 or more) residential properties	F583		N/A		M.10.a.4
(5) Secured by nonfarm nonresidential properties	F584		N/A		M.10.a.5
b. Commercial and industrial loans	F585		N/A		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		N/A		M.10.c.1
(2) Other revolving credit plans	F587		N/A		M.10.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F588		N/A		M.10.c.3
d. Other loans	F589		N/A		M.10.d
11. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-C, part I, Memorandum Item 10):					
a. Loans secured by real estate:					
(1) Construction, land development, and other land loans	F590		N/A		M.11.a.1
(2) Secured by farmland (including farm residential and other improvements)	F591		N/A		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		N/A		M.11.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:					
(1) Secured by first liens	F593		N/A		M.11.a.3.b.1
(2) Secured by junior liens	F594		N/A		M.11.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties	F595		N/A		M.11.a.4
(5) Secured by nonfarm nonresidential properties	F596		N/A		M.11.a.5
b. Commercial and industrial loans	F597		N/A		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		N/A		M.11.c.1
(2) Other revolving credit plans	F599		N/A		M.11.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F600		N/A		M.11.c.3
d. Other loans	F601		N/A		M.11.d

Dollar Amounts in Thousands	(Column A) Fair value of acquired loans and leases at acquisition date			(Column B) Gross contractual amounts receivable at acquisition date			(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected		
	RCON	Bil Mil Thou	Thou	RCON	Bil Mil Thou	Thou	RCON	Bil Mil Thou	Thou
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that were acquired in business combinations with acquisition dates in the current calendar year:									
a. Loans secured by real estate	G091		0	G092		0	G093		0
b. Commercial and industrial loans	G094		0	G095		0	G096		0
c. Loans to individuals for household, family, and other personal expenditures	G097		0	G098		0	G099		0
d. All other loans and all leases	G100		0	G101		0	G102		0

Schedule RC-C—Continued

Part I. Continued

Memoranda — Continued

Dollar Amounts in Thousands

	RCON	BII MFI Thou	
<i>Memorandum item 13 is to be completed by banks that had construction, land development, and other land loans (as reported in Schedule RC-C, part I, item 1.a, column B) that exceeded 100 percent of total risk-based capital (as reported in Schedule RC-R, item 21) as of December 31, 2008.</i>			
13. Construction, land development, and other land loans with interest reserves:			
a. Amount of loans that provide for the use of interest reserves (included in Schedule RC-C, part I, item 1.a, column B)	G376	N/A	M.13.a
b. Amount of interest capitalized from interest reserves on construction, land development, and other land loans that is included in interest and fee income on loans during the quarter (included in Schedule RI, item 1a.(1)(b))	RIAD		
	G377	N/A	M.13.b
<i>Memorandum item 14 is to be completed by all banks.</i>			
14. Pledged loans and leases	RCON		
	G378	0	M.14

Schedule RC-C—Continued

Part II. Loans to Small Businesses and Small Farms

Schedule RC-C, Part II is to be reported only with the June Report of Condition.

Report the number and amount currently outstanding as of June 30 of business loans with "original amounts" of \$1,000,000 or less and farm loans with "original amounts" of \$500,000 or less. The following guidelines should be used to determine the "original amount" of a loan: (1) For loans drawn down under lines of credit or loan commitments, the "original amount" of the loan is the size of the line of credit or loan commitment when the line of credit or loan commitment was most recently approved, extended, or renewed prior to the report date. However, if the amount currently outstanding as of the report date exceeds this size, the "original amount" is the amount currently outstanding on the report date. (2) For loan participations and syndications, the "original amount" of the loan participation or syndication is the entire amount of the credit originated by the lead lender. (3) For all other loans, the "original amount" is the total amount of the loan at origination or the amount currently outstanding as of the report date, whichever is larger.

Loans to Small Businesses

1. Indicate in the 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, items 1.e.(1) and 1.e.(2), 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, (1) have original amounts of \$ 100,000 or less (If your bank has no loans outstanding in both of these two loan categories, place the word "NO" in the box to the right.)

RCON	YES / NO
6999	NO

1

If YES, complete items 2.a and 2.b below, skip items 3 and 4, and go to item 5.

If NO, and your bank has loans outstanding in either loan category, skip items 2.a and 2.b, complete items 3 and 4 below, and go to item 5.

If NO and your bank has no loans outstanding in both loan categories, skip items 2 through 4, and go to item 5.

2. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:

a. "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2) (Note: Sum of items 1.e.(1) and 1.e.(2) divided by the number of loans should NOT exceed \$100,000.)

Number of Loans	
RCON	
5562	N/A

2.a

b. "Commercial and industrial loans " reported in Schedule RC-C, part I, item 4. (1) (Note: Item 4, (1) divided by the number of loans should NOT exceed \$100,000.)

RCON	
5563	N/A

2.b

Dollar Amounts in Thousands

3. Number and amount currently outstanding of "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2) (sum of items 3.a through 3.c must be less than or equal to Schedule RC-C, part I, sum of items 1.e.(1) and 1.e.(2)):

- a. With original amounts of \$100,000 or less
- b. With original amounts of more than \$100,000 through \$250,000
- c. With original amounts of more than \$250,000 through \$1,000,000

(Column A) Number of Loans		(Column B) Amount Currently Outstanding	
RCON		RCON	Bill Mil Thou
5564	0	5565	0
5566	2	5567	281
5568	23	5569	14,379
5570	58	5571	2,083
5572	45	5573	3,706
5574	70	5575	12,474

3.a

3.b

3.c

4. Number and amount currently outstanding of "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4 (1) (sum of items 4.a through 4.c must be less than or equal to Schedule RC-C, part I, item 4 (1)):

- a. With original amounts of \$100,000 or less
- b. With original amounts of more than \$100,000 through \$250,000
- c. With original amounts of more than \$250,000 through \$1,000,000

4.a

4.b

4.c

(1) Banks with \$300 million or more in total assets should provide the requested information for "Commercial and industrial loans" based on the loans reported in Schedule RC-C, part I item 4.a, column A, "Commercial and industrial loans to U.S. addressees."

Schedule RC-C—Continued

Part II. Continued

Agricultural Loans to Small Farms

5. Indicate in the 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 (If your bank has no loans outstanding in BOTH of these two loan categories, place the word "NO" in the box to the right.)

RCON	YES / NO
6860	NO

5

If YES, complete items 6.a and 6.b below and do not complete items 7 and 8.

If NO and your bank has loans outstanding in either loan category, skip items 6.a and 6.b and complete items 7 and 8 below.

If NO and your bank has no loans outstanding in both loan categories, do not complete items 6 through 8.

6. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:

a. "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b, (Note: Item 1.b divided by the number of loans should NOT exceed \$100,000.)

b. "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3 (Note: Item 3 divided by the number of loans should NOT exceed \$100,000.)

Number of Loans	
RCON	
5576	N/A
RCON	
5577	N/A

6.a

6.b

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 (sum of items 7.a through 7.c must be less than or equal to Schedule RC-C, part I, item 1.b):

a. With original amounts of \$100,000 or less

b. With original amounts of more than \$100,000 through \$250,000

c. With original amounts of more than \$250,000 through \$500,000

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 (sum of items 8.a through 8.c must be less than or equal to Schedule RC-C, part I, item 3):

a. With original amounts of \$100,000 or less

b. With original amounts of more than \$100,000 through \$250,000

c. With original amounts of more than \$250,000 through \$500,000

Dollar Amounts in Thousands	(Column A) Number of Loans		(Column B) Amount Currently Outstanding	
	RCON		RCON	Bill Mil Thou
a.	5578	N/A	5579	N/A
b.	5580	N/A	5581	N/A
c.	5582	N/A	5583	N/A
a.	5584	N/A	5585	N/A
b.	5586	N/A	5587	N/A
c.	5588	N/A	5589	N/A

7.a

7.b

7.c

8.a

8.b

8.c

Schedule RC-D - Trading Assets and Liabilities

Schedule RC-D is to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more in any of the four preceding calendar quarters.

		Dollar Amounts in Thousands		
		RCON	Bil Mil Thou	
ASSETS				
1.	U.S. Treasury securities	3531	N/A	1
2.	U.S. Government agency obligations (exclude mortgage-backed securities)	3532	N/A	2
3.	Securities issued by states and political subdivisions in the U.S.	3533	N/A	3
4.	Mortgage-backed securities (MBS):			
a.	Residential mortgage pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	G379	N/A	4.a
b.	Other residential MBS issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)	G380	N/A	4.b
c.	All other residential MBS	G381	N/A	4.c
d.	Commercial MBS	G382	N/A	4.d
5.	Other debt securities			
a.	Structured financial products:			
(1)	Cash	G383	N/A	5.a.1
(2)	Synthetic	G384	N/A	5.a.2
(3)	Hybrid	G385	N/A	5.a.3
b.	All other debt securities	G386	N/A	5.b
6.	Loans:			
a.	Loans secured by real estate:			
(1)	Construction, land development, and other land loans	F604	N/A	6.a.1
(2)	Secured by farmland (including farm residential and other improvements)	F605	N/A	6.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	F606	N/A	6.a.3.a
(b)	Closed-end loans secured by 1-4 family residential properties:			
(1)	Secured by first liens	F607	N/A	6.a.3.b.1
(2)	Secured by junior liens	F611	N/A	6.a.3.b.2
(4)	Secured by multifamily (5 or more) residential properties	F612	N/A	6.a.4
(5)	Secured by nonfarm nonresidential properties	F613	N/A	6.a.5
b.	Commercial and industrial loans	F614	N/A	6.b
c.	Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			
(1)	Credit cards	F615	N/A	6.c.1
(2)	Other revolving credit plans	F616	N/A	6.c.2
(3)	Other consumer loans (includes single payment, installment, and all student loans)	F617	N/A	6.c.3
d.	Other loans	F618	N/A	6.d
7. and 8.	Not applicable			
9.	Other trading assets	3541	N/A	9
10.	Not applicable			
11.	Derivatives with a positive fair value	3543	N/A	11
12.	Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5)	3545	N/A	12
LIABILITIES				
13. a.	Liability for short positions	3546	N/A	13.a
b.	Other trading liabilities	F624	N/A	13.b
14.	Derivatives with a negative fair value	3547	N/A	14
15.	Total trading liabilities (sum of items 13.a through 14) (must equal Schedule RC, item 15)	3548	N/A	15

Schedule RC-D - Continued

Memoranda

Dollar Amounts in Thousands

	RCON	Bill	Mil	Thou	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-D, items 6.a.(1) through 6.d.):					
a. Loans secured by real estate:					
(1) Construction, land development, and other land loans	F625			N/A	M.1.a.1
(2) Secured by farmland (including farm residential and other improvements)	F626			N/A	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			N/A	M.1.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:					
(1) Secured by first liens	F628			N/A	M.1.a.3.b.1
(2) Secured by junior liens	F629			N/A	M.1.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties	F630			N/A	M.1.a.4
(5) Secured by nonfarm nonresidential properties	F631			N/A	M.1.a.5
b. Commercial and industrial loans	F632			N/A	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			N/A	M.1.c.1
(2) Other revolving credit plans	F634			N/A	M.1.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F635			N/A	M.1.c.3
d. Other loans	F636			N/A	M.1.d
2. Loans measured at fair value that are past due 90 days or more:					
a. Fair value	F639			N/A	M.2.a
b. Unpaid principal balance	F640			N/A	M.2.b
3. Structured financial products by underlying collateral or reference assets (sum of Memorandum items 3.a through 3.g must equal Schedule RC-D, sum of items 5.a.(1) through (3)):					
a. Trust preferred securities issued by financial institutions	G299			N/A	M.3.a
b. Trust preferred securities issued by real estate investment trusts	G332			N/A	M.3.b
c. Corporate and similar loans	G333			N/A	M.3.c
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G334			N/A	M.3.d
e. 1-4 family residential MBS not issued or guaranteed by GSEs	G335			N/A	M.3.e
f. Diversified (mixed) pools of structured financial products	G651			N/A	M.3.f
g. Other collateral or reference assets	G652			N/A	M.3.g
4. Pledged trading assets:					
a. Pledged securities	G387			N/A	M.4.a
b. Pledged Loans	G388			N/A	M.4.b
<i>Memorandum items 5 through 10 are to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$1 billion or more in any of the four preceding calendar quarters.</i>					
5. Asset-backed securities:					
a. Credit card receivables	F643			N/A	M.5.a
b. Home equity lines	F644			N/A	M.5.b
c. Automobile loans	F645			N/A	M.5.c
d. Other consumer loans	F646			N/A	M.5.d
e. Commercial and industrial loans	F647			N/A	M.5.e
f. Other	F648			N/A	M.5.f
6. Retained beneficial interests in securitizations (first-loss or equity tranches)	F651			N/A	M.6
7. Equity securities:					
a. Readily determinable fair values	F652			N/A	M.7.a
b. Other	F653			N/A	M.7.b
8. Loans pending securitization	F654			N/A	M.8

Schedule RC-D - Continued

Memoranda - Continued

Dollar Amounts in Thousands

		RCON	Bil Mil Thou	
9. Other trading assets (itemize and describe amounts included in Schedule RC-D, item 9, that are greater than \$25,000 and exceed 25% of the item):				
TEXT				
a.	F655 N/A	F655	N/A	M.9.a
b.	F656 N/A	F656	N/A	M.9.b
c.	F657 N/A	F657	N/A	M.9.c
10. Other trading liabilities (itemize and describe amounts included in Schedule RC-D, item 13.b, that are greater than \$25,000 and exceed 25% of the item):				
TEXT				
a.	F658 N/A	F658	N/A	M.10.a
b.	F659 N/A	F659	N/A	M.10.b
c.	F660 N/A	F660	N/A	M.10.c

Schedule RC-E—Deposit Liabilities

Dollar Amounts in Thousands	Transaction Accounts				Nontransaction Accounts			
	(Column A) Total transaction accounts (including total demand deposits)		(Column B) Memo: Total demand deposits (included in column A)		(Column C) Total nontransaction accounts (including MMDAs)			
	RCON	Bl Mil Thou	RCON	Bl Mil Thou	RCON	Bl Mil Thou	RCON	Bl Mil Thou
Deposits of:								
1. Individuals, partnerships, and corporations (include all certified and official checks)	B549	44,003			B550	231,075		
2. U.S. Government	2202	0			2520	0		
3. States and political subdivisions in the U.S.	2203	0			2530	0		
4. Commercial banks and other depository institutions in the U.S.	B551	0			B552	0		
5. Banks in foreign countries	2213	0			2236	0		
6. Foreign governments and official institutions (including foreign central banks)	2216	0			2377	0		
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a)	2215	44,003	2210	24,797	2385	231,075		

Memoranda

Dollar Amounts in Thousands	RCON	Bl Mil Thou	
1. Selected components of total deposits (i.e., sum of item 7, columns A and C):			
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts	6835	976	M.1.a
b. Total brokered deposits	2365	0	M.1.b
c. Fully insured brokered deposits (included in Memorandum item 1.b above): (1)			
(1) Brokered deposits issued in denominations of less than \$100,000	2343	0	M.1.c.1
(2) Brokered deposits issued in denominations of \$100,000 and certain brokered retirement deposit accounts	2344	0	M.1.c.2
d. Maturity data for brokered deposits:			
(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)	A243	0	M.1.d.1
(2) Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less (included in Memorandum item 1.b above)	A244	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)	5590	N/A	M.1.e
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.c must equal item 7, column C above):			
a. Savings deposits:			
(1) Money market deposit accounts (MMDAs)	6810	224,517	M.2.a.1
(2) Other savings deposits (excludes MMDAs)	0352	3,472	M.2.a.2
b. Total time deposits of less than \$100,000	6648	730	M.2.b
c. Total time deposits of \$100,000 or more	2604	2,356	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	F233	654	M.2.c.1

(1) Report brokered retirement deposit accounts eligible for \$250,000 in deposit insurance coverage in Memorandum item 1.c.(1) only if they have been issued in denominations of less than \$100,000 (see instructions). Report brokered retirement deposit accounts in Memorandum item 1.c.(2) if they have been issued either in denominations of exactly \$100,000 through exactly \$250,000 or in denominations greater than \$250,000 and participated out by the broker in shares of exactly \$100,000 through exactly \$250,000 or less.

Schedule RC-E—Continued

Memoranda — Continued

	Dollar Amounts in Thousands	RCON	Bil Mil Thou	
3. Maturity and repricing data for time deposits of less than \$100,000:				
a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of: (1, 2)				
(1) Three months or less		A579	588	M.3.a.1
(2) Over three months through 12 months		A580	142	M.3.a.2
(3) Over one year through three years		A581	0	M.3.a.3
(4) Over three years		A582	0	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) (3)				
		A241	730	M.3.b
4. Maturity and repricing data for time deposits of \$100,000 or more:				
a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of: (1, 4)				
(1) Three months or less		A584	1,604	M.4.a.1
(2) Over three months through 12 months		A585	752	M.4.a.2
(3) Over one year through three years		A586	0	M.4.a.3
(4) Over three years		A587	0	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) (3)				
		A242	2,356	M.4.b

- (1) Report fixed rate time deposits by remaining maturity and floating rate time deposits by next repricing date.
- (2) Sum of Memorandum items 3.a.(1) through 3.a.(4) must equal Schedule RC-E, Memorandum item 2.b.
- (3) Report both fixed and floating rate time deposits by remaining maturity. Exclude floating rate time deposits with a next repricing date of one year or less that have a remaining maturity of over one year.
- (4) Sum of Memorandum items 4.a.(1) through 4.a.(4) must equal Schedule RC-E, Memorandum item 2.c.

Schedule RC-F—Other Assets

		Dollar Amounts in Thousands		RCON	Bl Mil Thou	
1.	Accrued interest receivable (1)			B556	1,210	1
2.	Net deferred tax assets (2)			2148	548	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	1,398	4
5.	Life insurance assets			C009	0	5
6.	All other assets (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2168	603	6
a.	Prepaid Expenses	2166	313			6.a
b.	Repossessed personal property (including vehicles)	1578	0			6.b
c.	Derivatives with a positive fair value held for purposes other than trading	C010	0			6.c
d.	Retained interests in accrued interest receivable related to					
	TEXT securitized credit cards	C436	0			6.d
e.	3549 software	3549	198			6.e
f.	3550	3550	0			6.f
g.	3551	3551	0			6.g
7.	Total (sum of items 1 through 6) (must equal Schedule RC, item 11)			2160	3,759	7

Schedule RC-G—Other Liabilities

		Dollar Amounts in Thousands		RCON	Bl Mil Thou	
1. a.	Interest accrued and unpaid on deposits (5)			3645	9	1.a
b.	Other expenses accrued and unpaid (includes accrued income taxes payable)			3646	1,057	1.b
2.	Net deferred tax liabilities (2)			3049	0	2
3.	Allowance for credit losses on off-balance sheet credit exposures			B557	215	3
4.	All other liabilities (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2938	484	4
a.	Accounts Payable	3066	0			4.a
b.	Deferred compensation liabilities	C011	0			4.b
c.	Dividends declared but not yet payable	2932	0			4.c
d.	Derivatives with a negative fair value held for purposes other than trading	C012	0			4.d
	TEXT					
e.	3552 Landlord portion of Leasehold Improvement, Net	3552	483			4.e
f.	3553	3553	0			4.f
g.	3554	3554	0			4.g
5.	Total (sum of items 1 through 4) (must equal Schedule RC, item 20)			2930	1,765	5

(1) Includes 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 RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.

(4) Includes Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

(5) For savings banks, include "dividends" accrued and unpaid on deposits.

Schedule RC-K—Quarterly Averages (1)

	Dollar Amounts in Thousands		
	RCON	Bil Mil Thou	
ASSETS			
1. Interest-bearing balances due from depository institutions	3381	4,082	1
2. U.S. Treasury securities and U.S. Government agency obligations (2) (excluding mortgage-backed securities)	8558	20,361	2
3. Mortgage-backed securities (2)	8559	76,325	3
4. All other securities (2, 3) (includes securities issued by states and political subdivisions in the U.S.)	8560	18,348	4
5. Federal funds sold and securities purchased under agreements to resell	3365	14,014	5
6. Loans:			
a. Total loans	3360	134,596	6.a
b. Loans secured by real estate:			
(1) Loans secured by 1-4 family residential properties	3465	21,107	6.b.1
(2) All other loans secured by real estate	3466	71,253	6.b.2
c. Commercial and industrial loans	3387	40,754	6.c
d. Loans to individuals for household, family, and other personal expenditures:			
(1) Credit cards	8561	26	6.d.1
(2) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	8562	1,455	6.d.2
7. To be completed by banks with \$100 million or more in total assets: (4)			
Trading assets	3401	0	7
8. Lease financing receivables (net of unearned income)	3484	0	8
9. Total assets (5)	3368	281,090	9
LIABILITIES			
10. Interest-bearing transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits)	3485	17,537	10
11. Nontransaction accounts:			
a. Savings deposits (includes MMDAs)	8563	204,943	11.a
b. Time deposits of \$100,000 or more	A514	2,523	11.b
c. Time deposits of less than \$100,000	A529	719	11.c
12. Federal funds purchased and securities sold under agreements to repurchase	3353	0	12
13. To be completed by banks with \$100 million or more in total assets: (4)			
Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)	3355	362	13

Memorandum

	Dollar Amounts in Thousands		
	RCON	Bil Mil Thou	
<i>Memorandum item 1 is to be completed by: (4)</i>			
• banks with \$300 million or more in total assets, and			
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans.			
1. Loans to finance agricultural production and other loans to farmers	3386	N/A	M.1

- (1) For all items, banks have the option of reporting either (1) an average of DAILY figures for the quarter, or (2) an average of WEEKLY figures (i.e., the Wednesday of each week of the quarter).
- (2) Quarterly averages for all debt securities should be based on amortized cost.
- (3) Quarterly averages for all equity securities should be based on historical cost.
- (4) The asset size tests and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2008, Report of Condition.
- (5) The quarterly average for total assets should reflect all debt securities (not held for trading) at amortized cost, equity securities with readily determinable fair values at the lower of cost or fair value, and equity securities without readily determinable fair values at historical cost.

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

Please read carefully the instructions for the preparation of Schedule RC-L. Some of the amounts reported in Schedule RC-L are regarded as volume indicators and not necessarily as measures of risk.

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. Unused commitments:						
a.	Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines			3814	7,934	1.a
b.	Credit card lines			3815	1,226	1.b
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate:						
(a)	1-4 family residential construction loan commitments			F164	0	1.c.1.a
(b)	Commercial real estate, other construction loan, and land development loan commitments			F165	2,226	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	65,550	1.e
2. Financial standby letters of credit						
<i>Item 2.a is to be completed by banks with \$1 billion or more in total assets. 1</i>						
a.	Amount of financial standby letters of credit conveyed to others	3820	N/A			2.a
3. Performance standby letters of credit						
<i>Item 3.a is to be completed by banks with \$1 billion or more in total assets. 1</i>						
a.	Amount of performance standby letters of credit conveyed to others	3822	N/A			3.a
4. Commercial and similar letters of credit						
				3411	328	4
5. Not applicable						
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank)						
				3433	0	6
7. Credit derivatives:						
a. Notional amounts:		(Column A) Sold Protection		(Column B) Purchased Prote		
		RCON	Bil Mil Thou	RCON	Bil Mil Thou	
(1)	Credit default swaps	C968	0	C969	0	7.a.(1)
(2)	Total return swaps	C970	0	C971	0	7.a.(2)
(3)	Credit options	C972	0	C973	0	7.a.(3)
(4)	Other credit derivatives	C974	0	C975	0	7.a.(4)
b. Gross fair values:						
(1)	Gross positive fair value	C219	0	C221	0	7.b.(1)
(2)	Gross negative fair value	C220	0	C222	0	7.b.(2)
c. Notional amounts by regulatory capital treatment:(2)						
(1) Positions covered under the Market Risk Rule:						
(a)	Sold protection			G401	0	7.c.(1)(a)
(b)	Purchased protection			G402	0	7.c.(1)(b)
(2) All other positions:						
(a)	Sold protection			G403	0	7.c.(2)(a)
(b)	Purchased protection that is recognized as a guarantee for regulatory capital purposes			G404	0	7.c.(2)(b)
(c)	Purchased protection that is not recognized as a guarantee for regulatory capital purposes			G405	0	7.c.(2)(c)

(1) The \$1 billion asset size test is generally based on the total assets reported in the June 30, 2008, Report of Condition.

(2) Sum of items 7.c.(1)(a) and 7.c.(2)(a) must equal sum of items 7.a.(1) through (4), column A. Sum of items 7.c.(1)(b), 7.c.(2)(b) and 7.c.(2)(c) must equal sum of items 7.a.(1) through (4), column B.

Schedule RC-L—Continued

Dollar Amounts in Thousands	Remaining Maturity of:									
	(Column A) One Year or Less			(Column B) Over One Year Through Five Years			(Column C) Over Five Years			
	RCON	Bl Mll Thou		RCON	Bl Mll Thou		RCON	Bl Mll Thou		
7.d. Notional amounts by remaining maturity:										
(1) Sold credit protection:(1)										
(a) Investment grade	G406		0	G407		0	G408		0	7.d.(1)(a)
(b) Subinvestment grade	G409		0	G410		0	G411		0	7.d.(1)(b)
(2) Purchased credit protection:(2)										
(a) Investment grade	G412		0	G413		0	G414		0	7.d.(2)(a)
(b) Subinvestment grade	G415		0	G416		0	G417		0	7.d.(2)(b)
8. Spot foreign exchange contracts							RCON	Trl Bl Mll Thou		
							8765		0	8
9. All other off-balance sheet liabilities (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 27.a, "Total bank equity capital")										
							3430		0	9
TEXT										
a. Securities borrowed			3432		0					9.a
b. Commitments to purchase when-issued securities			3434		0					9.b
c. Standby letters of credit issued by a Federal Home Loan Bank on the bank's behalf			C978		0					9.c
d. 3555			3555		0					9.d
e. 3556			3556		0					9.e
f. 3557			3557		0					9.f
10. All other off-balance sheet assets (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 27.a, "Total bank equity capital")										
							5591		0	10
TEXT										
a. Commitments to sell when-issued securities			3435		0					10.a
b. 5592			5592		0					10.b
c. 5593			5593		0					10.c
d. 5594			5594		0					10.d
e. 5595			5595		0					10.e
11. Year-to-date merchant credit card sales volume:							RCON	Trl Bl Mll Thou		
a. Sales for which the reporting bank is the acquiring bank							C223		0	11.a
b. Sales for which the reporting bank is the agent bank with risk							C224		0	11.b

(1) Sum of items 7.d.(1)(a) and (b), columns A through C, must equal sum of items 7.a.(1) through (4), column A.

(2) Sum of items 7.d.(2)(a) and (b), columns A through C, must equal sum of items 7.a.(1) through (4), column B.

Schedule RC-L—Continued

Dollar Amounts in Thousands					(Column A)	(Column B)	(Column C)	(Column D)	
Derivatives Position Indicators					Interest Rate Contracts	Foreign Exchange Contracts	Equity Derivative Contracts	Commodity and Other Contracts	
12. Gross amounts (e.g., notional amounts) (for each column, sum of items 12.a through 12.e must equal sum of items 13 and 14):					Tril Bil Mil Thou	Tril Bil Mil Thou	Tril Bil Mil Thou	Tril Bil Mil Thou	
					RCON 8693	RCON 8694	RCON 8695	RCON 8696	
a. Futures contracts					0	0	0	0	12.a
					RCON 8697	RCON 8698	RCON 8699	RCON 8700	
b. Forward contracts					0	0	0	0	12.b
c. Exchange-traded option contracts:					RCON 8701	RCON 8702	RCON 8703	RCON 8704	
(1) Written options					0	0	0	0	12.c.1
					RCON 8705	RCON 8706	RCON 8707	RCON 8708	
(2) Purchased options					0	0	0	0	12.c.2
d. Over-the-counter option contracts:					RCON 8709	RCON 8710	RCON 8711	RCON 8712	
(1) Written options					0	0	0	0	12.d.1
					RCON 8713	RCON 8714	RCON 8715	RCON 8716	
(2) Purchased options					0	0	0	0	12.d.2
e. Swaps					RCON 3450	RCON 3826	RCON 8719	RCON 8720	12.e
13. Total gross notional amount of derivative contracts held for trading					RCON A126	RCON A127	RCON 8723	RCON 8724	13
					0	0	0	0	
14. Total gross notional amount of derivative contracts held for purposes other than trading					RCON 8725	RCON 8726	RCON 8727	RCON 8728	14
					0	0	0	0	
a. Interest rate swaps where the bank has agreed to pay a fixed rate					RCON A589				14.a
					0				
15. Gross fair values of derivative contracts:									
a. Contracts held for trading:					RCON 8733	RCON 8734	RCON 8735	RCON 8736	
(1) Gross positive fair value					0	0	0	0	15.a.1
					RCON 8737	RCON 8738	RCON 8739	RCON 8740	
(2) Gross negative fair value					0	0	0	0	15.a.2
b. Contracts held for purposes other than trading:					RCON 8741	RCON 8742	RCON 8743	RCON 8744	
(1) Gross positive fair value					0	0	0	0	15.b.1
					RCON 8745	RCON 8746	RCON 8747	RCON 8748	
(2) Gross negative fair value					0	0	0	0	15.b.2

Schedule RC-L—Continued

Item 16 is to be completed only by banks with total assets of \$10 billion or more.(1)

	(Column A) Banks and Securities Firms		(Column B) Monoline Financial Guarantors		(Column C) Hedge Funds		(Column D) Sovereign Governments		(Column E) Corporations and All Other Counterparties		
	RCON	Bl Mil Thou	RCON	Bl Mil Thou	RCON	Bl Mil Thou	RCON	Bl Mil Thou	RCON	Bl Mil Thou	
Dollar Amounts in Thousands											
16. Over-the-counter derivatives:											
a. Net current credit exposure	G418	N/A	G419	N/A	G420	N/A	G421	N/A	G422	N/A	16.a
b. Fair value of collateral:											
(1) Cash - U.S. dollar	G423	N/A	G424	N/A	G425	N/A	G426	N/A	G427	N/A	16.b(1)
(2) Cash - Other currencies	G428	N/A	G429	N/A	G430	N/A	G431	N/A	G432	N/A	16.b(2)
(3) U.S. Treasury securities	G433	N/A	G434	N/A	G435	N/A	G436	N/A	G437	N/A	16.b(3)
(4) U.S. Government agency and U.S. Government- sponsored agency debt securities	G438	N/A	G439	N/A	G440	N/A	G441	N/A	G442	N/A	16.b(4)
(5) Corporate bonds	G443	N/A	G444	N/A	G445	N/A	G446	N/A	G447	N/A	16.b(5)
(6) Equity securities	G448	N/A	G449	N/A	G450	N/A	G451	N/A	G452	N/A	16.b(6)
(7) All other collateral	G453	N/A	G454	N/A	G455	N/A	G456	N/A	G457	N/A	16.b(7)
(8) Total fair value of collateral (sum of items 16.b.(1) through (7))	G458	N/A	G459	N/A	G460	N/A	G461	N/A	G462	N/A	16.b(8)

(1) The \$10 billion asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.

Schedule RC-M—Memoranda

Dollar Amounts in Thousands

		RCON	Bil Mil Thou	
1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:				
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests		6164	830	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		RCON 6165	Number 1	1.b
2. Intangible assets other than goodwill:				
a. Mortgage servicing assets		3164	0	2.a
(1) Estimated fair value of mortgage servicing assets		A590	0	2.a.1
b. Purchased credit card relationships and nonmortgage servicing assets		B026	0	2.b
c. All other identifiable intangible assets		5507	0	2.c
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10.b)		0426	0	2.d
3. Other real estate owned:				
a. Construction, land development, and other land		5508	0	3.a
b. Farmland		5509	0	3.b
c. 1-4 family residential properties		5510	0	3.c
d. Multifamily (5 or more) residential properties		5511	0	3.d
e. Nonfarm nonresidential properties		5512	0	3.e
f. Foreclosed properties from "GNMA loans"		C979	0	3.f
g. Total (sum of items 3.a through 3.f) (must equal Schedule RC, item 7)		2150	0	3.g
4. Not applicable				
5. Other borrowed money:				
a. Federal Home Loan Bank advances:				
(1) Advances with a remaining maturity or next repricing date of: (1)				
(a) One year or less		F055	0	5.a.1.a
(b) Over one year through three years		F056	0	5.a.1.b
(c) Over three years through five years		F057	0	5.a.1.c
(d) Over five years		F058	0	5.a.1.d
(2) Advances with a REMAINING MATURITY of one year or less (included in item 5.a.(1)(a) above) (2)		2651	0	5.a.2
(3) Structured advances (included in items 5.a.(1)(a) - (d) above)		F059	0	5.a.3
b. Other borrowings:				
(1) Other borrowings with a remaining maturity or next repricing date of: (3)				
(a) One year or less		F060	0	5.b.1.a
(b) Over one year through three years		F061	0	5.b.1.b
(c) Over three years through five years		F062	0	5.b.1.c
(d) Over five years		F063	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) (4)		B571	0	5.b.2
c. Total (sum of items 5.a.(1)(a)-(d) and items 5.b.(1)(a)-(d)) (must equal Schedule RC, item 16)		3190	0	5.c

- (1) Report fixed rate advances by remaining maturity and floating rate advances by next repricing date.
- (2) Report both fixed and floating rate advances by remaining maturity. Exclude floating rate advances with a next repricing date of one year or less that have a remaining maturity of over one year.
- (3) Report fixed rate other borrowings by remaining maturity and floating rate other borrowings by next repricing date.
- (4) Report both fixed and floating rate other borrowings by remaining maturity. Exclude floating rate other borrowings with a next repricing date of one year or less that have a remaining maturity of over one year.

Schedule RC-M—Continued

	Dollar Amounts in Thousands	RCON	YES / NO	
6. Does the reporting bank sell private label or third party mutual funds and annuities? _____		B569	YES	6
7. Assets under the reporting bank's management in proprietary mutual funds and annuities _____		B570	Bl Mil Thou 0	7
8. Primary Internet Web site address of the bank (home page), if any (Example: www.examplebank.com) (TEXT 4087) http://www.1stenterprisebank.com _____				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? _____		RCON 4088	YES / NO YES	9
10. Secured liabilities:		RCON	Bl Mil Thou	
a. Amount of "Federal funds purchased" that are secured (included in Schedule RC, item 14.a) _____		F064	0	10.a
b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a)-(d)) _____		F065	0	10.b
11. Does the bank act as trustee or custodian for Individual Retirement Accounts, Health Savings Accounts, and other similar accounts? _____		RCON G463	YES / NO NO	11
12. Does the bank provide custody, safekeeping, or other services involving the acceptance of orders for the sale or purchase of securities? _____		RCON G464	YES / NO NO	12

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		
	RCON	Bil Mil Thou		RCON	Bil Mil Thou		RCON	Bil Mil Thou	
Dollar Amounts in Thousands									
1. Loans secured by real estate:									
a. Construction, land development, and other land loans:									
(1) 1-4 family residential construction loans	F172	0		F174	0		F176	0	1.a.1
(2) Other construction loans and all land development and other land loans	F173	0		F175	0		F177	0	1.a.2
b. Secured by farmland	3493	0		3494	0		3495	0	1.b
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	5398	0		5399	0		5400	0	1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:									
(a) Secured by first liens	C236	0		C237	0		C229	0	1.c.2.a
(b) Secured by junior liens	C238	0		C239	0		C230	0	1.c.2.b
d. Secured by multifamily (5 or more) residential properties	3499	0		3500	0		3501	0	1.d
e. Secured by nonfarm nonresidential properties:									
(1) Loans secured by owner-occupied nonfarm nonresidential properties	F178	0		F180	0		F182	0	1.e.1
(2) Loans secured by other nonfarm nonresidential properties	F179	0		F181	0		F183	0	1.e.2
2. Loans to depository institutions and acceptances of other banks	B834	0		B835	0		B836	0	2
3. Not applicable									
4. Commercial and industrial loans	1606	0		1607	0		1608	0	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	0		B579	0		B580	0	5.b
6. Loans to foreign governments and official institutions	5389	0		5390	0		5391	0	6
7. All other loans (1)	5459	0		5460	0		5461	0	7
8. Lease financing receivables	1226	0		1227	0		1228	0	8
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	0		3506	0		3507	0	9

(1) Includes past due and nonaccrual "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Other loans."

Schedule RC-N—Continued

Amounts reported in Schedule RC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 10 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

	(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				
	RCN	Bil	Mill	Thou	RCN	Bil	Mill	Thou	RCN	Bil	Mill	Thou	
Dollar Amounts in Thousands													
10. 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		10
a. Guaranteed portion of loans and leases included in item 10 above (exclude rebooked "GNMA loans")	5615		0		5616		0		5617		0		10.a
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above	C866		0		C867		0		C868		0		10.b

Schedule RC-N—Continued

Memoranda	(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				RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou
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):																
a. Loans secured by 1-4 family residential properties	F661	0			F662	0			F663	0			M.1.a			
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures)	1658	0			1659	0			1661	0			M.1.b			
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	6558	0			6559	0			6560	0			M.2			
3. Memorandum items 3.a through 3.d are to be completed by banks with \$300 million in total assets: (1)																
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above)	1248	N/A			1249	N/A			1250	N/A			M.3.a			
b. Loans to and acceptances of foreign banks (included in Schedule RC-N, item 2, above)	5380	N/A			5381	N/A			5382	N/A			M.3.b			
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RC-N, item 4, above)	1254	N/A			1255	N/A			1256	N/A			M.3.c			
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RC-N, item 8, above)	F166	N/A			F167	N/A			F168	N/A			M.3.d			
Memorandum item 4 is to be completed by: (1)																
• banks with \$300 million or more in total assets																
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans:																
4. Loans to finance agricultural production and other loans to farmers (Included in Schedule RC-N, item 7, above)	1594	N/A			1597	N/A			1583	N/A			M.4			
5. Loans and leases held for sale and loans measured at fair value (included Schedule RC-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			

(1) The \$300 million asset size test and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2008, Report of Condition.

Schedule RC-N—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days				(Column B) Past due 90 days or more			
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou
<i>Memorandum item 6 is to be completed by banks with \$300 million or more in total assets: (1)</i>								
6. Derivative contracts:								
Fair value of amounts carried as assets	3529			N/A	3530			N/A
								M.6
7. Additions to nonaccrual assets during the quarter	C410							0
8. Nonaccrual assets sold during the quarter	C411							0

(1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.

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

All banks must complete items 1 and 2, items 7 through 9, Memorandum item 1, and, if applicable, Memorandum items 2, 3 and 4 each quarter. Each bank that reported \$1 billion or more in total assets in its March 31, 2007, Report of Condition must complete items 4 and 5 each quarter. In addition, each bank that reported \$1 billion or more in total assets in two consecutive Reports of Condition beginning with its June 30, 2007, report must begin to complete items 4 and 5 each quarter starting six months after the second consecutive quarter in which it reports total assets of \$1 billion or more. Each bank that becomes insured by the FDIC on or after April 1, 2007, must complete items 4 and 5 each quarter. Any other bank may choose to complete items 4 and 5, but the bank must then continue to complete items 4 and 5 each quarter thereafter.

Dollar Amounts in Thousands	RCON	Bil	Mil	Thou
1. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations	F236		275,087	
2. Total allowable exclusions, including interest accrued and unpaid on allowable exclusions	F237		0	
3. Not applicable				
4. Total daily average of deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations	F238		N/A	
5. Total daily average of allowable exclusions, including interest accrued and unpaid on allowable exclusions	F239		N/A	
6. Not applicable				
7. Unsecured "Other borrowings" with a remaining maturity of (sum of items 7.a through 7.d must be less than or equal to Schedule RC-M, items 5.b.(1)(a)-(d) minus item 10.b):				
a. One year or less	G465		0	
b. Over one year through three years	G466		0	
c. Over three years through five years	G467		0	
d. Over five years	G468		0	
8. Subordinated notes and debentures with a remaining maturity of (sum of items 8.a through 8.d must equal Schedule RC, item 19):				
a. One year or less	G469		0	
b. Over one year through three years	G470		0	
c. Over three years through five years	G471		0	
d. Over five years	G472		0	
9. Reciprocal brokered deposits (included in Schedule RC-E, Memorandum item 1.b)	G803		0	

Schedule RC-O—Continued

Memorandum

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. Total assessable deposits of the bank, including related interest accrued and unpaid (sum of Memorandum items 1.a.(1), 1.b.(1), 1.c.(1), and 1.d.(1) must equal Schedule RC-O, item 1 less item 2):						
a. Deposit accounts (excluding retirement accounts) of \$100,000 or less: (1)						
(1) Amount of deposit accounts (excluding retirement accounts) of \$100,000 or less				F049	27,962	M.1.a.1
(2) Number of deposit accounts (excluding retirement accounts) of \$100,000 or less (to be completed for the June report only):						
	RCON	Number				
	F050	1,340				M.1.a.2
b. Deposit accounts (excluding retirement accounts) of more than \$100,000: (1)						
(1) Amount of deposit accounts (excluding retirement accounts) of more than \$100,000				F051	246,149	M.1.b.1
(2) Number of deposit accounts (excluding retirement accounts) of more than \$100,000:						
	RCON	Number				
	F052	478				M.1.b.2
c. Retirement deposit accounts of \$250,000 or less: (1)						
(1) Amount of retirement deposit accounts of \$250,000 or less				F045	304	M.1.c.1
(2) Number of retirement deposit accounts of \$250,000 or less (to be completed for the June report only):						
	RCON	Number				
	F046	4				M.1.c.2
d. Retirement deposit accounts of more than \$250,000: (1)						
(1) Amount of retirement deposit accounts of more than \$250,000				F047	672	M.1.d.1
(2) Number of retirement deposit accounts of more than \$250,000:						
	RCON	Number				
	F048	1				M.1.d.2

Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets. (2)

2. Estimated amount of uninsured assessable deposits, including related interest accrued and unpaid (see instructions) (3):						
				5597	N/A	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:						
TEXT				RCON	FDIC Cert No.	
A545				A545	0	M.3

Memorandum items 4.a and 4.b are to be completed by all banks participating in the FDIC Transaction Account Guarantee Program.

		RCON		Bil Mil Thou		
4. Noninterest-bearing transaction accounts (as defined in Part 370 of the FDIC's regulations) of more than \$250,000 (see instructions):						
a. Amount of noninterest-bearing transaction accounts of more than \$250,000 (including balances swept from noninterest-bearing transaction accounts to noninterest-bearing savings accounts):						
				G167	87,008	M.4.a
b. Number of noninterest-bearing transaction accounts of more than \$250,000:						
	RCON	Number				
	G168	122				M.4.b

- (1) The dollar amounts used as the basis for reporting in Memorandum items 1.a through 1.d reflect the deposit insurance limits in effect on the report date without taking into account the temporary increase in deposit insurance in effect through December 31, 2009.
- (2) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.
- (3) Uninsured assessable deposits should be estimated based on the deposit insurance limits set forth in Memorandum items 1.a through 1.d without taking into account the temporary increase in deposit insurance in effect through December 31, 2009, or a bank's participation in the FDIC's Debt Guarantee Program or Transaction Account Guarantee Program.

Schedule RC-P—1-4 Family Residential Mortgage Banking Activities

Schedule RC-P is to be completed by (1) all banks with \$1 billion or more in total assets¹ and (2) banks 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 exceed \$10 million for two consecutive quarters.

		Dollar Amounts in Thousands		RCON	Bil	Mill	Thou	
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale:(2)								
a. Closed-end first liens				F066			N/A	1.a
b. Closed-end junior liens				F067			N/A	1.b
c. Open-end loans extended under lines of credit:								
(1) Total commitment under the lines of credit				F670			N/A	1.c.1
(2) Principal amount funded under the lines of credit				F671			N/A	1.c.2
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale:(2)								
a. Closed-end first liens				F068			N/A	2.a
b. Closed-end junior liens				F069			N/A	2.b
c. Open-end loans extended under lines of credit:								
(1) Total commitment under the lines of credit				F672			N/A	2.c.1
(2) Principal amount funded under the lines of credit				F673			N/A	2.c.2
3. 1-4 family residential mortgage loans sold during the quarter:								
a. Closed-end first liens				F070			N/A	3.a
b. Closed-end junior liens				F071			N/A	3.b
c. Open-end loans extended under lines of credit:								
(1) Total commitment under the lines of credit				F674			N/A	3.c.1
(2) Principal amount funded under the lines of credit				F675			N/A	3.c.2
4. 1-4 family residential mortgage loans held for sale at quarter-end (included in Schedule RC, item 4.a):								
a. Closed-end first liens				F072			N/A	4.a
b. Closed-end junior liens				F073			N/A	4.b
c. Open-end loans extended under lines of credit:								
(1) Total commitment under the lines of credit				F676			N/A	4.c.1
(2) Principal amount funded under the lines of credit				F677			N/A	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 RI, items 5.f, 5.g, and 5.i):								
a. Closed-end 1-4 family residential mortgage loans				RIAD				
b. Open-end 1-4 family residential mortgage loans extended under lines of credit				F184			N/A	5.a
c. Open-end 1-4 family residential mortgage loans extended under lines of credit				F560			N/A	5.b
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:								
				RCON				
a. Closed-end first liens				F678			N/A	6.a
b. Closed-end junior liens				F679			N/A	6.b
c. Open-end loans extended under line of credit:								
(1) Total commitment under the lines of credit				F680			N/A	6.c.1
(2) Principal amount funded under the lines of credit				F681			N/A	6.c.2

(1) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.

(2) Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

Schedule RC-Q—Assets and Liabilities Measured at Fair Value on a Recurring Basis

Schedule RC-Q is to be completed by banks that:

- (1) Had total assets of \$500 million or more as of the beginning of their fiscal year; or
- (2) Had total assets of less than \$500 million as of the beginning of their fiscal year and either:
 - (a) Have elected to report financial instruments or servicing assets and liabilities at fair value under a fair value option with changes in fair value recognized in earnings, or
 - (b) Are required to complete Schedule RC-D, Trading Assets and Liabilities.

	(Column A) Total Fair Value Reported on Schedule RC			(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		
	RCON	Bil Mil Thou		RCON	Bil Mil Thou		RCON	Bil Mil Thou		RCON	Bil Mil Thou		RCON	Bil Mil Thou	
Dollar Amounts in Thousands															
ASSETS															
1. Available-for-sale securities	1773	N/A	G474	N/A	G475	N/A	G476	N/A	G477	N/A					1
2. Federal funds sold and securities purchased under agreements to resell	G478	N/A	G479	N/A	G480	N/A	G481	N/A	G482	N/A					2
3. Loans and leases held for sale	G483	N/A	G484	N/A	G485	N/A	G486	N/A	G487	N/A					3
4. Loans and leases held for investment	G488	N/A	G489	N/A	G490	N/A	G491	N/A	G492	N/A					4
5. Trading assets:															
a. Derivative assets	3543	N/A	G493	N/A	G494	N/A	G495	N/A	G496	N/A					5.a
b. Other trading assets	G497	N/A	G498	N/A	G499	N/A	G500	N/A	G501	N/A					5.b
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule RC-Q, item 5.b, above)	F240	N/A	F684	N/A	F692	N/A	F241	N/A	F242	N/A					5.b.1
6. All other assets	G391	N/A	G392	N/A	G395	N/A	G396	N/A	G804	N/A					6
7. Total assets measured at fair value on a recurring basis (sum of items 1 through 6)	G502	N/A	G503	N/A	G504	N/A	G505	N/A	G506	N/A					7

Schedule RC-Q—Continued

	(Column A) Total Fair Value Reported on Schedule RC				(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			
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou
Dollar Amounts in Thousands																				
LIABILITIES																				
8. Deposits	F252		N/A	F686		N/A	F694		N/A	F253		N/A	F254		N/A					8
9. Federal funds purchased and securities sold under agreements to repurchase	G507		N/A	G508		N/A	G509		N/A	G510		N/A	G511		N/A					9
10. Trading liabilities:																				
a. Derivative liabilities	3547		N/A	G512		N/A	G513		N/A	G514		N/A	G515		N/A					10.a
b. Other trading liabilities	G516		N/A	G517		N/A	G518		N/A	G519		N/A	G520		N/A					10.b
11. Other borrowed money	G521		N/A	G522		N/A	G523		N/A	G524		N/A	G525		N/A					11
12. Subordinated notes and debentures	G526		N/A	G527		N/A	G528		N/A	G529		N/A	G530		N/A					12
13. All other liabilities	G805		N/A	G806		N/A	G807		N/A	G808		N/A	G809		N/A					13
14. Total liabilities measured at fair value on a recurring basis (sum of items 8 through 13)	G531		N/A	G532		N/A	G533		N/A	G534		N/A	G535		N/A					14

Schedule RC-Q—Continued

		(Column A) Total Fair Value Reported on Schedule RC			(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		RCON	Bl Mil Thou	RCON	Bl Mil Thou	RCON	Bl Mil Thou	RCON	Bl Mil Thou	RCON	Bl Mil Thou	RCON	Bl Mil Thou		
Memoranda															
1. All other assets (itemize and describe amounts included in Schedule RC-Q, item 6, that are greater than \$25,000 and exceed 25% of item 6):															
a. Mortgage servicing assets		G536	N/A	G537	N/A	G538	N/A	G539	N/A	G540	N/A	M.1.a			
b. Nontrading derivative assets		G541	N/A	G542	N/A	G543	N/A	G544	N/A	G545	N/A	M.1.b			
TEXT															
c.	G546	G546	N/A	G547	N/A	G548	N/A	G549	N/A	G550	N/A	M.1.c			
d.	G551	G551	N/A	G552	N/A	G553	N/A	G554	N/A	G555	N/A	M.1.d			
e.	G556	G556	N/A	G557	N/A	G558	N/A	G559	N/A	G560	N/A	M.1.e			
f.	G561	G561	N/A	G562	N/A	G563	N/A	G564	N/A	G565	N/A	M.1.f			
2. All other liabilities (itemize and describe amounts included in Schedule RC-Q, item 13, that are greater than \$25,000 and exceed 25% of item 13.)															
a. Loan commitments (not accounted for as derivatives)		F261	N/A	F689	N/A	F697	N/A	F262	N/A	F263	N/A	M.2.a			
b. Nontrading derivative liabilities		G566	N/A	G567	N/A	G568	N/A	G569	N/A	G570	N/A	M.2.b			
TEXT															
c.	G571	G571	N/A	G572	N/A	G573	N/A	G574	N/A	G575	N/A	M.2.c			
d.	G576	G576	N/A	G577	N/A	G578	N/A	G579	N/A	G580	N/A	M.2.d			
e.	G581	G581	N/A	G582	N/A	G583	N/A	G584	N/A	G585	N/A	M.2.e			
f.	G586	G586	N/A	G587	N/A	G588	N/A	G589	N/A	G590	N/A	M.2.f			

Schedule RC-R—Regulatory Capital

	Dollar Amounts in Thousands			
	RCON	Bil Mil Thou		
Tier 1 capital				
1. Total bank equity capital (from Schedule RC, item 27.a)	3210	32,684	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)	8434	1,795	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	0	4	
5. LESS: Nonqualifying perpetual preferred stock	B588	0	5	
6. Qualifying noncontrolling (minority) interests in consolidated subsidiaries	B589	0	6	
7.a. LESS: Disallowed goodwill and other disallowed intangible assets	B590	0	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'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 and 6, less items 2, 3, 4, 5, 7.a, and 7.b)	C227	30,889	8	
9.a. LESS: Disallowed servicing assets and purchased credit card relationships	B591	0	9.a	
b. LESS: Disallowed deferred tax assets	5610	0	9.b	
10. Other additions to (deductions from) Tier 1 capital	B592	0	10	
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274	30,889	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	1,910	14	
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	0	15	
16. Other Tier 2 capital components	B594	0	16	
17. Tier 2 capital (sum of items 12 through 16)	5311	1,910	17	
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275	1,910	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	32,799	21	
Total assets for leverage ratio				
22. Average total assets (from Schedule RC-K, item 9)	3368	281,090	22	
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590	0	23	
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591	0	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	B596	0	26	
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224	281,090	27	
Adjustments for financial subsidiaries				
28. a. Adjustment to Tier 1 capital reported in item 11	C228	0	28.a	
b. Adjustment to total risk-based capital reported in item 21	B503	0	28.b	
29. Adjustment to risk-weighted assets reported in item 62	B504	0	29	
30. Adjustment to average total assets reported in item 27	B505	0	30	
Capital ratios				
(Column B is to be completed by all banks. Column A is to be completed by banks with financial subsidiaries.)				
	(Column A)		(Column B)	
	RCON	Percentage	RCON	Percentage
31. Tier 1 leverage ratio (2)	7273	0.00%	7204	10.99%
32. Tier 1 risk-based capital ratio (3)	7274	0.00%	7206	15.42%
33. Total risk-based capital ratio (4)	7275	0.00%	7205	16.37%

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

(2) The ratio for column B is item 11 divided by item 27. The ratio for column A is item 11 minus item 28.a divided by (item 27 minus item 30).

(3) The ratio for column B is item 11 divided by item 62. The ratio for column A is item 11 minus item 28.a divided by (item 62 minus item 29).

(4) The ratio for column B is item 21 divided by item 62. The ratio for column A is item 21 minus item 28.b divided by (item 62 minus item 29).

Schedule RC-R—Continued

Banks 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 RC-R, each bank should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank 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).

	(Column A)		(Column B)	Allocation by Risk Weight Category				
	Totals		Items Not	(Column C)	(Column D)	(Column E)	(Column F)	
	(from		Subject to	0%	20%	50%	100%	
	<i>Schedule RC</i>)		Risk-Weighting					
	Dollar Amounts in Thousands			Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
Balance Sheet Asset Categories								
34. Cash and balances due from depository institutions (Column A equals the sum of Schedule RC items 1.a and 1.b)	RCON 0010		RCON C869	RCON B600	RCON B601		RCON B602	34
	14,655		0	494	14,161		0	
35. Held-to-maturity securities	RCON 1754		RCON B603	RCON B604	RCON B605	RCON B606	RCON B607	35
	0		0	0	0	0	0	
36. Available-for-sale securities	RCON 1773		RCON B608	RCON B609	RCON B610	RCON B611	RCON B612	36
	135,407		1,795	30,690	86,861	0	16,061	
37. Federal funds sold and securities purchased under agreements to resell	RCON C225			RCON C063	RCON C064		RCON B520	37
	19,245			0	19,245		0	
38. Loans and leases held for sale	RCON 5369		RCON B617	RCON B618	RCON B619	RCON B620	RCON B621	38
	0		0	0	0	0	0	
39. Loans and leases, net of unearned income	RCON B528		RCON B622	RCON B623	RCON B624	RCON B625	RCON B626	39
	135,932		0	0	0	10,544	125,388	
40. LESS: Allowance for loan and lease losses	RCON 3123		RCON 3123					40
	1,695		1,695					
41. Trading assets	RCON 3545		RCON B627	RCON B628	RCON B629	RCON B630	RCON B631	41
	0		0	0	0	0	0	
42. All other assets (1)	RCON B639		RCON B640	RCON B641	RCON B642	RCON B643	RCON 5339	42
	5,983		0	187	430	50	5,317	
43. Total assets (sum of items 34 through 42)	RCON 2170		RCON B644	RCON 5320	RCON 5327	RCON 5334	RCON 5340	43
	309,527		100	31,371	120,697	10,594	146,766	

(1) Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, intangible assets, and other assets.

Schedule RC-R—Continued

	(Column A)	Credit Conversion Factor	(Column B) Credit Equivalent Amount (1)	(Column C)	(Column D)	(Column E)	(Column F)	
	Face Value or Notional Amount			Allocation by Risk Weight Category				
				0%	20%	50%	100%	
Dollar Amounts in Thousands	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	
Derivatives and Off-Balance Sheet Items	RCON B546	See footnote 2	RCON B547	RCON B548	RCON B581	RCON B582	RCON B583	
44. Financial standby letters of credit	469	1.00	469	0	0	0	469	44
45. Performance standby letters of credit	RCON 3821		RCON B650	RCON B651	RCON B652	RCON B653	RCON B654	
of credit	0	.50	0	0	0	0	0	45
46. Commercial and similar letters of credit	RCON 3411		RCON B655	RCON B656	RCON B657	RCON B658	RCON B659	
of credit	328	.20	66	0	0	0	66	46
47. Risk participations in bankers acceptances acquired by the reporting institution	RCON 3429		RCON B660	RCON B661	RCON B662		RCON B663	
	0	1.00	0	0	0		0	47
48. Securities lent	RCON 3433		RCON B664	RCON B665	RCON B666	RCON B667	RCON B668	
	0	1.00	0	0	0	0	0	48
49. Retained recourse on small business obligations sold with recourse	RCON A250		RCON B669	RCON B670	RCON B671	RCON B672	RCON B673	
	0	1.00	0	0	0	0	0	49
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	RCON B541	See footnote 3	RCON B542				RCON B543	
	0	12.500	0				0	50
51. All other financial assets sold with recourse	RCON B675		RCON B676	RCON B677	RCON B678	RCON B679	RCON B680	
	0	1.00	0	0	0	0	0	51
52. All other off-balance sheet liabilities	RCON B681		RCON B682	RCON B683	RCON B684	RCON B685	RCON B686	
	0	1.00	0	0	0	0	0	52
53. Unused commitments:								
a. With an original maturity exceeding one year	RCON 3833		RCON B687	RCON B688	RCON B689	RCON B690	RCON B691	
	47,233	.50	23,617	0	0	0	23,617	53.a
b. With an original maturity of one year or less to asset-backed commercial paper conduits	RCON G591		RCON G592	RCON G593	RCON G594	RCON G595	RCON G596	
	0	.10	0	0	0	0	0	53.b
54. Derivative contracts			RCON A167	RCON B693	RCON B694	RCON B695		
			0	0	0	0		54

(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. (Entering an 'M' allows for data entry in Column B.)

(3) Or institution specific factor.

Schedule RC-R—Continued

	(Column C)	(Column D)	(Column E)	(Column F)	
	Allocation by Risk Weight Category				
	0%	20%	50%	100%	
	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
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)	RCON B696 31,371	RCON B697 120,697	RCON B698 10,594	RCON B699 170,918	55
56. Risk weight factor	x 0%	x 20%	x 50%	x 100%	56
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	RCON B700 0	RCON B701 24,139	RCON B702 5,297	RCON B703 170,918	57
58. Market risk equivalent assets				RCON 1651 0	58
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)				RCON B704 200,354	59
60. LESS: Excess allowance for loan and lease losses				RCON A222 0	60
61. LESS: Allocated transfer risk reserve				RCON 3128 0	61
62. Total risk-weighted assets (item 59 minus items 60 and 61)				RCON A223 200,354	62
Memoranda					
	Dollar Amounts in Thousands			RCON	Bil Mil Thou
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards				8764	0

M.1

Schedule RC-R—Continued

Memoranda—Continued

Dollar Amounts in Thousands	With a remaining maturity of									
	(Column A) One year or less			(Column B) Over one year through five years			(Column C) Over five years			
	RCON	Tril Bil Mil Thou		RCON	Tril Bil Mil Thou		RCON	Tril Bil Mil Thou		
2. Notional principal amounts of derivative contracts: (1)										
a. Interest rate contracts	3809		0	8766		0	8767		0	M.2.a
b. Foreign exchange contracts	3812		0	8769		0	8770		0	M.2.b
c. Gold contracts	8771		0	8772		0	8773		0	M.2.c
d. Other precious metals contracts	8774		0	8775		0	8776		0	M.2.d
e. Other commodity contracts	8777		0	8778		0	8779		0	M.2.e
f. Equity derivative contracts	A000		0	A001		0	A002		0	M.2.f
g. Credit derivative contracts:	[REDACTED]									
Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:										
(1) Investment grade										G597
(2) Subinvestment grade	G600		0	G601		0	G602		0	M.2.g.2

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

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	Bl Mil Thou	Bl Mil Thou	Bl Mil Thou	Bl Mil Thou	Bl Mil Thou	Bl Mil Thou	Bl Mil Thou	
Bank Securitization Activities								
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	RCON B705 0	RCON B706 0	RCON B707 0	RCON B708 0	RCON B709 0	RCON B710 0	RCON B711 0	1
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)	RCON B712 0	RCON B713 0	RCON B714 0	RCON B715 0	RCON B716 0	RCON B717 0	RCON B718 0	2.a
b. Subordinated securities and other residual interests	RCON C393 0	RCON C394 0	RCON C395 0	RCON C396 0	RCON C397 0	RCON C398 0	RCON C399 0	2.b
c. Standby letters of credit and other enhancements	RCON C400 0	RCON C401 0	RCON C402 0	RCON C403 0	RCON C404 0	RCON C405 0	RCON C406 0	2.c
3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1	RCON B726 0	RCON B727 0	RCON B728 0	RCON B729 0	RCON B730 0	RCON B731 0	RCON B732 0	3
4. Past due loan amounts included in item 1:								
a. 30-89 days past due	RCON B733 0	RCON B734 0	RCON B735 0	RCON B736 0	RCON B737 0	RCON B738 0	RCON B739 0	4.a
b. 90 days or more past due	RCON B740 0	RCON B741 0	RCON B742 0	RCON B743 0	RCON B744 0	RCON B745 0	RCON B746 0	4.b
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	RIAD B747 0	RIAD B748 0	RIAD B749 0	RIAD B750 0	RIAD B751 0	RIAD B752 0	RIAD B753 0	5.a
b. Recoveries	RIAD B754 0	RIAD B755 0	RIAD B756 0	RIAD B757 0	RIAD B758 0	RIAD B759 0	RIAD B760 0	5.b

Schedule RC-S—Continued

	(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	
	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Dollar Amounts in Thousands								
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in Schedule RC-B or in Schedule RC, item 5)		RCON B761 0	RCON B762 0			RCON B763 0		6.a
b. Loans (included in Schedule RC-C)		RCON B500 0	RCON B501 0			RCON B502 0		6.b
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due		RCON B764 0	RCON B765 0			RCON B766 0		7.a
b. 90 days or more past due		RCON B767 0	RCON B768 0			RCON B769 0		7.b
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):								
a. Charge-offs		RIAD B770 0	RIAD B771 0			RIAD B772 0		8.a
b. Recoveries		RIAD B773 0	RIAD B774 0			RIAD B775 0		8.b
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
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	RCON B776 0	RCON B777 0	RCON B778 0	RCON B779 0	RCON B780 0	RCON B781 0	RCON B782 0	9
10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures	RCON B783 0	RCON B784 0	RCON B785 0	RCON B786 0	RCON B787 0	RCON B788 0	RCON B789 0	10

Schedule RC-S—Continued

	(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	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
Bank Asset Sales							
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank	RCON B790 0	RCON B791 0	RCON B792 0	RCON B793 0	RCON B794 0	RCON B795 0	RCON B796 0
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	RCON B797 0	RCON B798 0	RCON B799 0	RCON B800 0	RCON B801 0	RCON B802 0	RCON B803 0

Memoranda

	Dollar Amounts in Thousands	RCON	Bil Mil Thou	
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. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements		B804	0	M.2.a
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements		B805	0	M.2.b
c. Other financial assets (includes home equity lines) (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	0	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's 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's 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 RC-S, item 1, column C (2)		C407	N/A	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 banks that (1) 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) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.

Schedule RC-T—Fiduciary and Related Services

1. Does the institution have fiduciary powers? (If "NO," do not complete Schedule RC-T)	RCON A345	YES / NO NO	1
2. Does the institution exercise the fiduciary powers it has been granted?	RCON A346	YES / NO NO	2
3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule? (If "NO," do not complete the rest of Schedule RC-T.)	RCON B867	YES / NO NO	3

If the answer to item 3 is "YES," complete the applicable items of Schedule RC-T, as follows:

Institutions with total fiduciary assets (item 9, sum of columns A and B) greater than \$250 million (as of the preceding December 31) or with gross fiduciary and related services income greater than 10% of revenue (net interest income plus noninterest income) for the preceding calendar year must complete:

- Items 4 through 19 quarterly,
- Items 20 through 23 annually with the December report, and
- Memorandum items 1 through 4 annually with the December report.

Institutions with total fiduciary assets (item 9, sum of columns A and B) greater than \$100 million but less than or equal to \$250 million (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 23 annually with the December report, and
- Memorandum items 1 through 4 annually with the December report.

Institutions with total fiduciary assets (item 9, sum of columns A and B) of \$100 million or less (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 10 annually with the December report, and
- Memorandum items 1 through 3 annually with the December report.

	(Column A)	(Column B)	(Column C)	(Column D)	
	Managed Assets	Non-Managed Assets	Number of Managed Accounts	Number of Non-Managed Accounts	
Dollar Amounts in Thousands	Tril Bil Mil Thou	Tril Bil Mil Thou			
FIDUCIARY AND RELATED ASSETS	RCON B868	RCON B869	RCON B870	RCON B871	
4. Personal trust and agency accounts	N/A	N/A	N/A	N/A	4
5. Retirement related trust & agency accounts:	RCON B872	RCON B873	RCON B874	RCON B875	
a. Employee benefit-defined contribution	N/A	N/A	N/A	N/A	5.a
b. Employee benefit-defined benefit	RCON B876	RCON B877	RCON B878	RCON B879	5.b
c. Other retirement accounts	N/A	N/A	N/A	N/A	5.c
6. Corporate trust and agency accounts	RCON B884	RCON B885	RCON C001	RCON C002	6
7. Investment management agency accounts	RCON B886		RCON B888		7
8. Other fiduciary accounts	N/A	RCON B891	RCON B892	RCON B893	8
9. Total fiduciary accounts (sum of items 4 through 8)	RCON B894	RCON B895	RCON B896	RCON B897	9
10. Custody and safekeeping accounts		RCON B898		RCON B899	10
11. Not applicable					

Schedule RC-T—Continued

	Dollar Amounts in Thousands		RJAD	Bil Mil Thou	
FIDUCIARY AND RELATED SERVICES INCOME					
12. Personal trust and agency accounts	B904	N/A			12
13. Retirement related trust and agency accounts:					
a. Employee benefit—defined contribution	B905	N/A			13.a
b. Employee benefit—defined benefit	B906	N/A			13.b
c. Other retirement accounts	B907	N/A			13.c
14. Corporate trust and agency accounts	A479	N/A			14
15. Investment management agency accounts	B908	N/A			15
16. Other fiduciary accounts	A480	N/A			16
17. Custody and safekeeping accounts	B909	N/A			17
18. Other fiduciary and related services income	B910	N/A			18
19. Total gross fiduciary and related services income (sum of items 12 through 18) (must equal Schedule RI, item 5.a)	4070	N/A			19
20. LESS: Expenses	C058	N/A			20
21. LESS: Net losses from fiduciary and related services	A488	N/A			21
22. PLUS: Intracompany income credits for fiduciary and related services	B911	N/A			22
23. Net fiduciary and related services income	A491	N/A			23

Memoranda	Dollar Amounts in Thousands		Managed Assets		
	RCON	Bil Mil Thou			
1. Managed assets held in personal trust and agency accounts:					
a. Noninterest-bearing deposits	B913	N/A			M.1.a
b. Interest-bearing deposits	B914	N/A			M.1.b
c. U.S. Treasury and U.S. Government agency obligations	B915	N/A			M.1.c
d. State, county and municipal obligations	B916	N/A			M.1.d
e. Money market mutual funds	B917	N/A			M.1.e
f. Other short-term obligations	B918	N/A			M.1.f
g. Other notes and bonds	B919	N/A			M.1.g
h. Common and preferred stocks	B920	N/A			M.1.h
i. Real estate mortgages	B921	N/A			M.1.i
j. Real estate	B922	N/A			M.1.j
k. Miscellaneous assets	B923	N/A			M.1.k
l. Total managed assets held in personal trust and agency accounts (sum of Memorandum items 1.a through 1.k) (must equal Schedule RC-T, item 4, column A)	B868	N/A			M.1.l

	Dollar Amounts in Thousands		(Column A) Number of Issues	(Column B) Principal Amount Outstanding	
	RCON			Tri Bil Mil Thou	
2. Corporate trust and agency accounts:					
a. Corporate and municipal trusteeships	B927	N/A		N/A	M.2.a
b. Transfer agent, registrar, paying agent, and other corporate agency	B929	N/A		N/A	M.2.b

Consolidated Report of Income for the period January 1, 2009 – September 30, 2009

All Report of Income schedules are to be reported on a calendar year-to-date basis in thousands of dollars.

Schedule RI—Income Statement

	Dollar Amounts in Thousands		
	RIAD	Bl Mil Thou	
1. Interest Income:			
a. Interest and fee income on loans:			
(1) Loans secured by real estate:			
(a) Loans secured by 1-4 family residential properties	4435	652	1.a.1.a
(b) All other loans secured by real estate	4436	3,031	1.a.1.b
(2) Commercial and industrial loans	4012	944	1.a.2
(3) Loans to individuals for household, family, and other personal expenditures:			
(a) Credit cards	B485	0	1.a.3.a
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B486	16	1.a.3.b
(4) Loans to foreign governments and official institutions	4056	0	1.a.4
(5) All other loans (1)	4058	0	1.a.5
(6) Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(5))	4010	4,643	1.a.6
b. Income from lease financing receivables	4065	0	1.b
c. Interest income on balances due from depository institutions (2)	4115	135	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	732	1.d.1
(2) Mortgage-backed securities	B489	2,576	1.d.2
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.)	4060	656	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	12	1.f
g. Other interest income	4518	(8)	1.g
h. Total interest income (sum of items 1.a.(6) through 1.g)	4107	8,746	1.h
2. Interest expense:			
a. Interest on deposits:			
(1) Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	4508	14	2.a.1
(2) Nontransaction accounts:			
(a) Savings deposits (includes MMDAs)	0093	627	2.a.2.a
(b) Time deposits of \$100,000 or more	A517	21	2.a.2.b
(c) Time deposits of less than \$100,000	A518	6	2.a.2.c
b. Expense of federal funds purchased and securities sold under agreements to repurchase	4180	0	2.b
c. Interest on trading liabilities and other borrowed money	4185	1	2.c

(1) Includes interest and fee income on "Loans to depository institutions and acceptances of other banks," "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Other loans."

(2) Includes interest income on time certificates of deposit not held for trading.

Schedule RI—Continued

	Year-to-date		
	RTAD	Bill Mil Thou	
Dollar Amounts in Thousands			
2. Interest expense (continued):			
d. Interest on subordinated notes and debentures	4200	0	2.d
e. Total interest expense (sum of items 2.a through 2.d)	4073	669	2.e
3. Net interest income (item 1.h minus 2.e)			3
4. Provision for loan and lease losses			4
5. Noninterest income:			
a. Income from fiduciary activities (1)	4070	0	5.a
b. Service charges on deposit accounts	4080	256	5.b
c. Trading revenue (2)	A220	0	5.c
d. (1) Fees and commissions from securities brokerage	C886	0	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	0	5.d.3
(4) Underwriting income from insurance and reinsurance activities	C386	0	5.d.4
(5) Income from other insurance activities	C387	0	5.d.5
e. Venture capital revenue	B491	0	5.e
f. Net servicing fees	B492	0	5.f
g. Net securitization income	B493	0	5.g
h. Not applicable			
i. Net gains (losses) on sales of loans and leases	5416	0	5.i
j. Net gains (losses) on sales of other real estate owned	5415	0	5.j
k. Net gains (losses) on sales of other assets (excluding securities)	B496	0	5.k
l. Other noninterest income*	B497	214	5.l
m. Total noninterest income (sum of items 5.a through 5.l)			5.m
6. a. Realized gains (losses) on held-to-maturity securities			6.a
b. Realized gains (losses) on available-for-sale securities			6.b
7. Noninterest expense:			
a. Salaries and employee benefits	4135	4,548	7.a
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	746	7.b
c. (1) Goodwill impairment losses	C216	0	7.c.1
(2) Amortization expense and impairment losses for other intangible assets	C232	0	7.c.2
d. Other noninterest expense*	4092	2,297	7.d
e. Total noninterest expense (sum of items 7.a through 7.d)			7.e
8. Income (loss) before income taxes and extraordinary items and other adjustments (item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e)			8
9. Applicable income taxes (on item 8)			9
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)			10
11. Extraordinary items and other adjustments, net of income taxes*			11
12. Net income (loss) attributable to bank and noncontrolling (minority) interests (sum of items 10 and 11)			12
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)			13
14. Net income (loss) attributable to bank (item 12 minus item 13)			14

* Describe on Schedule RI-E—Explanations

- (1) For banks required to complete Schedule RC-T, items 12 through 19, income from fiduciary activities reported in Schedule RI, item 5.a, must equal the amount reported in Schedule RC-T, item 19.
- (2) For banks required to complete Schedule RI, Memorandum item 8, trading revenue reported in Schedule RI, item 5.c, must equal the sum of Memorandum items 8.a through 8.e.

Schedule RI—Continued

Memoranda

Dollar Amounts in Thousands

	Year-to-date		
	RIAD	Bill Mil Thou	
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	4513	0	M.1
Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets. (1)			
2. Income from the sale and servicing of mutual funds and annuities (included in Schedule RI, item 8)	8431	N/A	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)	4313	0	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))	4507	16	M.4
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)		Number	
	4150	47	M.5
Memorandum item 6 is to be completed by: (1)			
• banks with \$300 million or more in total assets, and			
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans.			
6. Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5))	4024	N/A	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 (2)	RIAD	CCYY/MM/DD	
	9106	0	M.7
8. Trading revenue (from cash instruments and derivative instruments) (sum of Memorandum items 8.a through 8.e must equal Schedule RI, item 5.c) (To be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more for any quarter of the preceding calendar year.):			
Year-to-date			
	RIAD	Bill Mil Thou	
a. Interest rate exposures	8757	N/A	M.8.a
b. Foreign exchange exposures	8758	N/A	M.8.b
c. Equity security and index exposures	8759	N/A	M.8.c
d. Commodity and other exposures	8760	N/A	M.8.d
e. Credit exposures	F186	N/A	M.8.e
9. 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.9.a
b. Net gains (losses) on credit derivatives held for purposes other than trading	C890	0	M.9.b
10. To be completed by banks with \$300 million or more in total assets: (1) Credit losses on derivatives (see instructions)	A251	N/A	M.10
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?	RIAD	YES / NO	
	A530	NO	M.11
Memorandum item 12 is to be completed by banks that are required to complete Schedule RC-C, part I, Memorandum items 8.b and 8.c.			
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)(a))	F228	N/A	M.12
Memorandum item 13 is to be completed by banks that have elected to account for assets and liabilities under a fair value option.			
13. 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	N/A	M.13.a
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552	N/A	M.13.a.1
b. Net gains (losses) on liabilities	F553	N/A	M.13.b
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	F554	N/A	M.13.b.1

(1) The asset size tests and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2008, Report of Condition.

(2) For example, a bank acquired on March 1, 2008, would report 2008/03/01

Schedule RI-A—Changes in Bank Equity Capital

Indicate decreases and losses in parentheses.

Dollar Amounts in Thousands

	RIAD	Bil Mil Thou	
1. Total bank equity capital most recently reported for the December 31, 2008, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	3217	27,315	1
2. Restatements due to corrections of material accounting errors and changes in accounting principles*	8507	0	2
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	8508	27,315	3
4. Net income (loss) attributable to bank (must equal Schedule RI, item 14)	4340	1,093	4
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions)	8509	4,889	5
6. Treasury stock transactions, net	8510	0	6
7. Changes incident to business combinations, net	4356	0	7
8. LESS: Cash dividends declared on preferred stock	4470	121	8
9. LESS: Cash dividends declared on common stock	4460	0	9
10. Other comprehensive income (1)	8511	(71)	10
11. Other transactions with parent holding company* (not included in items 5, 6, 8, or 9 above)	4415	0	11
12. Total bank equity capital end of current period (sum of items 3 through 11)(must equal Schedule RC, item 27.a)	3210	33,105	12

* Describe on Schedule RI-E - Explanations.

(1) Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, and pension and other postretirement plan-related changes other than net periodic benefit cost.

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

Part I. Charge-offs and Recoveries on Loans and Leases

Part I includes charge-offs and recoveries through the allocated transfer risk reserve.

Dollar Amounts in Thousands

	(Column A) Charge-offs (1)				(Column B) Recoveries				
	Calendar year-to-date								
	RIAD	Bil Mil Thou	RIAD	Bil Mil Thou	RIAD	Bil Mil Thou	RIAD	Bil Mil Thou	
1. Loans secured by real estate:									
a. Construction, land development, and other land loans:									
(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	0	C894	0					1.a.2
b. Secured by farmland	3584	0	3585	0					1.b
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	5411	0	5412	0					1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:									
(a) Secured by first liens	C234	0	C217	0					1.c.2.a
(b) Secured by junior liens	C235	0	C218	0					1.c.2.b
d. Secured by multifamily (5 or more) residential properties	3588	0	3589	0					1.d
e. Secured by nonfarm nonresidential properties:									
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	0	C896	0					1.e.1
(2) Loans secured by other nonfarm nonresidential properties	C897	0	C898	0					1.e.2
2. Loans to depository institutions and acceptances of other banks	4481	0	4482	0					2
3. Not applicable									
4. Commercial and industrial loans	4638	0	4608	0					4
5. Loans to individuals for household, family, and other personal expenditures:									
a. Credit cards	8514	0	8515	0					5.a
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	8516	0	8517	0					5.b
6. Loans to foreign governments and official institutions	4643	0	4627	0					6
7. All other loans (2)	4644	0	4628	0					7
8. Lease financing receivables	4266	0	4267	0					8
9. Total (sum of items 1 through 8)	4635	0	4605	0					9

(1) Include write-downs arising from transfers of loans to a held-for-sale account.

(2) Includes charge-offs and recoveries on "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Other loans."

Schedule RI-B Continued

Part I. Continued

Memoranda

Dollar Amounts in Thousands

	(Column A) Charge-offs (1)				(Column B) Recoveries				
	Calendar year-to-date								
	RIAD	Bil	Mill	Thou	RIAD	Bil	Mill	Thou	
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	5409		0		5410		0		M.1
2. Memorandum items 2.a through 2.d are to be completed by banks with \$300 million or more in total assets: (2)									
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above)	4652		N/A		4662		N/A		M.2.a
b. Loans to and acceptances of foreign banks (included in Schedule RI-B, part I, item 2, above)	4654		N/A		4664		N/A		M.2.b
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 4, above)	4646		N/A		4618		N/A		M.2.c
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RI-B, part I, item 8, above)	F185		N/A		F187		N/A		M.2.d
3. Memorandum item 3 is to be completed by: (2)									
• banks with \$300 million or more in total assets, and									
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans: Loans to finance agricultural production and other loans to farmers (included in Schedule RI-B, part I, item 7, above)	4655		N/A		4665		N/A		M.3
Memorandum item 4 is to be completed by banks that (1) 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) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.									
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)	C388						N/A		M.4

(1) Include write-downs arising from transfers of loans to a held-for-sale account.

(2) The \$300 million asset size test and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2008, Report of Condition.

Schedule RI-B Continued

Part II. Changes in Allowance for Loan and Lease Losses

	Dollar Amounts in Thousands		
	RIAD	Bl Mil Thou	
1. Balance most recently reported for the December 31, 2008, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	B522	1,535	1
2. Recoveries (must equal part I, item 9, column B, above)	4605	0	2
3. LESS: Charge-offs (must equal part I, item 9, column A, above less Schedule RI-B, part II, item 4)	C079	0	3
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	5523	0	4
5. Provision for loan and lease losses (must equal Schedule RI, item 4)	4230	389	5
6. Adjustments* (see instructions for this schedule)	C233	0	6
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule RC, item 4.c)	3123	1,924	7

Memoranda	Dollar Amounts in Thousands		
	RIAD	Bl Mil Thou	
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above <i>Memorandum items 2 and 3 are to be completed by banks that (1) 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) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>	C435	0	M.1
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389	N/A	M.2
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges <i>Memorandum item 4 is to be completed by all banks.</i>	C390	N/A	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)	C781	0	M.4

* Describe on Schedule RI-E—Explanations.

Schedule RI-E—Explanations

Schedule RI-E is to be completed each quarter on a calendar year-to-date basis.

Detail all adjustments in Schedule RI-A and RI-B, all extraordinary items and other adjustments in Schedule RI, and all significant items of other noninterest income and other noninterest expense in Schedule RI.

(See instructions for details.)

		Dollar Amounts in Thousands		Year-to-date		
		RIAD		Bl Mil Thou		
1. Other noninterest income (from Schedule RI, item 5.i)						
Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 5.i:						
a.	Income and fees from the printing and sale of checks	C013		0		1.a
b.	Earnings on/increase in value of cash surrender value of life insurance	C014		0		1.b
c.	Income and fees from automated teller machines (ATMs)	C016		0		1.c
d.	Rent and other income from other real estate owned	4042		-0		1.d
e.	Safe deposit box rent	C015		0		1.e
f.	Net change in the fair values of financial instruments accounted for under a fair value option	F229		0		1.f
g.	Bank card and credit card interchange fees	F555		0		1.g
TEXT						
h.	4461 Servicing fee for sweep accounts into mutual fund		4461		49	1.h
i.	4462 Appraisal / Credit Fees		4462		121	1.i
j.	4463		4463		0	1.j
2. Other noninterest expense (from Schedule RI, item 7.d)						
Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 7.d:						
a.	Data processing expenses	C017		395		2.a
b.	Advertising and marketing expenses	0497		0		2.b
c.	Directors' fees	4136		0		2.c
d.	Printing, stationery, and supplies	C018		71		2.d
e.	Postage	8403		0		2.e
f.	Legal fees and expenses	4141		85		2.f
g.	FDIC deposit insurance assessments	4146		464		2.g
h.	Accounting and auditing expenses	F556		91		2.h
i.	Consulting and advisory expenses	F557		274		2.i
j.	Automated teller machine (ATM) and interchange expenses	F558		0		2.j
k.	Telecommunications expenses	F559		106		2.k
TEXT						
l.	4464 Loan appraisal fees		4464		125	2.l
m.	4467 Couriers services - clients		4467		99	2.m
n.	4468 Correspondent Bank Fees		4468		73	2.n
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11) (itemize and describe all extraordinary items and other adjustments):						
TEXT						
a.(1)	4469		4469		0	3.a.1
(2)	Applicable income tax effect	4486		0		3.a.2
b.(1)	4487		4487		0	3.b.1
(2)	Applicable income tax effect	4488		0		3.b.2
c.(1)	4489		4489		0	3.c.1
(2)	Applicable income tax effect	4491		0		3.c.2

Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for September 30, 2009

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Schedule RC—Balance Sheet

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
ASSETS						
1. Cash and balances due from depository institutions (from Schedule RC-A):						
a. Noninterest-bearing balances and currency and coin (1)				0081	10,972	1.a
b. Interest-bearing balances (2)				0071	35,181	1.b
2. Securities:						
a. Held-to-maturity securities (from Schedule RC-B, column A)				1754	0	2.a
b. Available-for-sale securities (from Schedule RC-B, column D)				1773	177,070	2.b
3. Federal funds sold and securities purchased under agreements to resell:						
a. Federal funds sold				B987	0	3.a
b. Securities purchased under agreements to resell (3)				B989	0	3.b
4. Loans and lease financing receivables (from Schedule RC-C):						
a. Loans and leases held for sale				5369	0	4.a
b. Loans and leases, net of unearned income		B528	138,108			4.b
c. LESS: Allowance for loan and lease losses		3123	1,924			4.c
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)				B529	136,184	4.d
5. Trading assets (from Schedule RC-D)						
				3545	0	5
6. Premises and fixed assets (including capitalized leases)						
				2145	2,249	6
7. Other real estate owned (from Schedule RC-M)						
				2150	0	7
8. Investments in unconsolidated subsidiaries and associated companies						
				2130	0	8
9. Direct and indirect investments in real estate ventures						
				3656	0	9
10. Intangible assets:						
a. Goodwill				3163	0	10.a
b. Other intangible assets (from Schedule RC-M)				0426	0	10.b
11. Other assets (from Schedule RC-F)						
				2160	4,094	11
12. Total assets (sum of items 1 through 11)						
				2170	365,750	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, regardless of maturity.

Schedule RC - Continued

		Dollar Amounts in Thousands		RCON	Bil	Mill	Thou	
LIABILITIES								
13. Deposits:								
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E)				2200			329,644	13.a
(1) Noninterest-bearing (1)		6631	131,882					13.a.1
(2) Interest-bearing		6636	197,762					13.a.2
b. Not applicable								
14. Federal funds purchased and securities sold under agreements to repurchase:								
a. Federal funds purchased (2)				B993			0	14.a
b. Securities sold under agreements to repurchase (3)				B995			0	14.b
15. Trading liabilities (from Schedule RC-D)								
				3548			0	15
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)								
				3190			0	16
17. and 18. Not applicable								
19. Subordinated notes and debentures (4)								
				3200			0	19
20. Other liabilities (from Schedule RC-G)								
				2930			3,001	20
21. Total liabilities (sum of items 13 through 20)								
				2948			332,645	21
22. Not applicable								
EQUITY CAPITAL								
Bank Equity Capital								
23. Perpetual preferred stock and related surplus								
				3838			4,407	23
24. Common stock								
				3230			27,465	24
25. Surplus (excludes all surplus related to preferred stock)								
				3839			2,609	25
26. a. Retained earnings								
				3632			(2,998)	26.a
b. Accumulated other comprehensive income (5)								
				B530			1,622	26.b
c. Other equity capital components (6)								
				A130			0	26.c
27. a. Total bank equity capital (sum of items 23 through 26.c)								
				3210			33,105	27.a
b. Noncontrolling (minority) interests in consolidated subsidiaries								
				3000			0	27.b
28. Total equity capital (sum of items 27.a and 27.b)								
				G105			33,105	28
29. Total liabilities and equity capital (sum of items 21 and 28)								
				3300			365,750	29

Memoranda

To be reported with the March Report of Condition.

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 2008

RCON	Number
6724	N/A

M.1

- 1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank
- 2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)
- 3 = Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm

- 4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)
- 5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)
- 6 = Review of the bank's financial statements by external auditors
- 7 = Compilation of the bank's financial statements by external auditors
- 8 = Other audit procedures (excluding tax preparation work)
- 9 = No external audit work

To be reported with the March Report of Condition.

2. Bank's fiscal year-end date

RCON	MM / DD
8678	N/A

M.2

- (1) Includes total demand deposits and noninterest-bearing time and savings deposits.
- (2) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."
- (3) Includes all securities repurchase agreements, 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, and minimum pension liability adjustments.
- (6) Includes treasury stock and unearned Employee Stock Ownership Plan shares.

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

Schedule RC-A is to be completed only by banks with \$300 million or more in total assets.
 Exclude assets held for trading.

	Dollar Amounts in Thousands		RCON	Bil Mil Thou		
	RCON	Bil Mil Thou		RCON	Bil Mil Thou	
1. Cash items in process of collection, unposted debits, and currency and coin:						
a. Cash items in process of collection and unposted debits	0020				N/A	1.a
b. Currency and coin	0080				N/A	1.b
2. Balances due from depository institutions in the U.S.:						
a. U.S. branches and agencies of foreign banks	0083				N/A	2.a
b. Other commercial banks in the U.S. and other depository institutions in the U.S.	0085				N/A	2.b
3. Balances due from banks in foreign countries and foreign central banks:						
a. Foreign branches of other U.S. banks	0073				N/A	3.a
b. Other banks in foreign countries and foreign central banks	0074				N/A	3.b
4. Balances due from Federal Reserve Banks	0090				N/A	4
5. Total (sum of items 1 through 4) (must equal Schedule RC, sum of items 1.a and 1.b)	0010				N/A	5

Schedule RC-B—Securities

Exclude assets held for trading.

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale				
	(Column A)		(Column B)		(Column C)		(Column D)		
	Amortized Cost		Fair Value		Amortized Cost		Fair Value		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
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	3,210	1293	3,429	2.a
b. Issued by U.S. Government-sponsored agencies (2)	1294	0	1295	0	1297	13,613	1298	13,834	2.b
3. Securities issued by states and political subdivisions in the U.S.	8496	0	8497	0	8498	2,149	8499	2,198	3

(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 RC-B--Continued

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale				
	(Column A)		(Column B)		(Column C)		(Column D)		
	Amortized Cost		Fair Value		Amortized Cost		Fair Value		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
4. Mortgage-backed securities (MBS):									
a. Residential mortgage pass-through securities:									
(1) Guaranteed by GNMA	G300	0	G301	0	G302	7,776	G303	7,946	4.a.1
(2) Issued by FNMA and FHLMC	G304	0	G305	0	G306	60,714	G307	61,534	4.a.2
(3) Other pass-through securities	G308	0	G309	0	G310	0	G311	0	4.a.3
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	G312	0	G313	0	G314	72,314	G315	73,034	4.b.1
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	G316	0	G317	0	G318	0	G319	0	4.b.2
(3) All other residential MBS	G320	0	G321	0	G322	0	G323	0	4.b.3
c. Commercial MBS:									
(1) Commercial mortgage pass-through securities	G324	0	G325	0	G326	0	G327	0	4.c.1
(2) Other commercial MBS	G328	0	G329	0	G330	0	G331	0	4.c.2
5. Asset-backed securities and structured financial products:									
a. Asset-backed securities (ABS)	C026	0	C988	0	C989	0	C027	0	5.a
b. Structured financial products:									
(1) Cash	G336	0	G337	0	G338	0	G339	0	5.b.1
(2) Synthetic	G340	0	G341	0	G342	0	G343	0	5.b.2
(3) Hybrid	G344	0	G345	0	G346	0	G347	0	5.b.3
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	14,538	1741	15,095	6.a
b. Foreign debt securities	1742	0	1743	0	1744	0	1746	0	6.b
7. Investments in mutual funds and other equity securities with readily determinable fair values (1)					A510	0	A511	0	7
8. Total (sum of items 1 through 7) (total of column A must equal Schedule RC, item 2.a) (total of column D must equal Schedule RC, item 2.b)	1754	0	1771	0	1772	174,314	1773	177,070	8

(1) Report Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock in Schedule RC-F, Item 4.

Schedule RC-B—Continued

Memoranda

	Dollar Amounts in Thousands		
	RCON	Bl Mil Thou	
1. Pledged securities (1)	0416	32,905	M.1
2. Maturity and repricing data for debt securities (1, 2) (excluding those in nonaccrual status):			
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: (3, 4)			
(1) Three months or less	A549	1,003	M.2.a.1
(2) Over three months through 12 months	A550	2,480	M.2.a.2
(3) Over one year through three years	A551	18,829	M.2.a.3
(4) Over three years through five years	A552	5,631	M.2.a.4
(5) Over five years through 15 years	A553	4,705	M.2.a.5
(6) Over 15 years	A554	1,908	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: (3, 5)			
(1) Three months or less	A555	1,895	M.2.b.1
(2) Over three months through 12 months	A556	5,457	M.2.b.2
(3) Over one year through three years	A557	9,031	M.2.b.3
(4) Over three years through five years	A558	2,810	M.2.b.4
(5) Over five years through 15 years	A559	14,294	M.2.b.5
(6) Over 15 years	A560	36,993	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: (6)			
(1) Three years or less	A561	54,400	M.2.c.1
(2) Over three years	A562	18,634	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)	A248	5,407	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)	1778	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):			
a. Amortized cost	8782	3,031	M.4.a
b. Fair value	8783	3,108	M.4.b

- (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 rate debt securities by next repricing date.
- (4) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus any nonaccrual debt securities in the categories of debt securities reported in Memorandum item 2.a that are included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, sum of items 1, 2, 3, 4.c.(1), 5, and 6, columns A and D, plus residential mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
- (5) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus any nonaccrual mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.a, sum of columns A and D, less the amount of residential mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
- (6) Sum of Memorandum items 2.c.(1) and 2.c.(2) plus any nonaccrual "Other mortgage-backed securities" included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, sum of items 4.b and 4.c.(2), columns A and D.

Schedule RC-B—Continued

Memoranda — Continued

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		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
<i>Memorandum items 5.a through 5.f are to be completed by banks with \$1 billion or more in total assets. (1)</i>									
5. Asset-backed securities (ABS)(for each column, sum of Memorandum items 5.a through 5.f must equal Schedule RC-B, item 5.a):									
a. Credit card receivables	B838	N/A	B839	N/A	B840	N/A	B841	N/A	M.5.a
b. Home equity lines	B842	N/A	B843	N/A	B844	N/A	B845	N/A	M.5.b
c. Automobile loans	B846	N/A	B847	N/A	B848	N/A	B849	N/A	M.5.c
d. Other consumer loans	B850	N/A	B851	N/A	B852	N/A	B853	N/A	M.5.d
e. Commercial and industrial loans	B854	N/A	B855	N/A	B856	N/A	B857	N/A	M.5.e
f. Other	B858	N/A	B859	N/A	B860	N/A	B861	N/A	M.5.f

(1) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.

Schedule RC-B—Continued

Memoranda — Continued

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		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule RC-B sum of items 5.b(1) through (3)):									
a. Trust preferred securities issued by financial institutions	G348	0	G349	0	G350	0	G351	0	M.6.a
b. Trust preferred securities issued by real estate investment trusts	G352	0	G353	0	G354	0	G355	0	M.6.b
c. Corporate and similar loans	G356	0	G357	0	G358	0	G359	0	M.6.c
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G360	0	G361	0	G362	0	G363	0	M.6.d
e. 1-4 family residential MBS not issued or guaranteed by GSEs	G364	0	G365	0	G366	0	G367	0	M.6.e
f. Diversified (mixed) pools of structured financial products	G368	0	G369	0	G370	0	G371	0	M.6.f
g. Other collateral or reference assets	G372	0	G373	0	G374	0	G375	0	M.6.g

Schedule RC-C—Loans and Lease Financing Receivables

Part I. Loans and Leases

Do not deduct the allowance for loan and lease losses or the allocated transfer risk reserve 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) To Be Completed by Banks with \$300 Million or More in Total Assets (1)			(Column B) To Be Completed by All Banks		
	RCON	Bil Mil Thou		RCON	Bil Mil Thou	
1. Loans secured by real estate:						
a. Construction, land development, and other land loans:						
(1) 1-4 family residential construction loans			F158		290	1.a.1
(2) Other construction loans and all land development and other land loans			F159		612	1.a.2
b. Secured by farmland (including farm residential and other improvements)			1420		0	1.b
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			1797		12,409	1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:						
(a) Secured by first liens			5367		10,532	1.c.2.a
(b) Secured by junior liens			5368		0	1.c.2.b
d. Secured by multifamily (5 or more) residential properties			1460		0	1.d
e. Secured by nonfarm nonresidential properties:						
(1) Loans secured by owner-occupied nonfarm nonresidential properties			F160		34,351	1.e.1
(2) Loans secured by other nonfarm nonresidential properties			F161		40,157	1.e.2
2. Loans to depository institutions and acceptances of other banks			1288		0	2
a. To commercial banks in the U.S.:						
(1) To U.S. branches and agencies of foreign banks	B532	N/A				2.a.1
(2) To other commercial banks in the U.S.	B533	N/A				2.a.2
b. To other depository institutions in the U.S.	B534	N/A				2.b
c. To banks in foreign countries:						
(1) To foreign branches of other U.S. banks	B536	N/A				2.c.1
(2) To other banks in foreign countries	B537	N/A				2.c.2
3. Loans to finance agricultural production and other loans to farmers			1590		0	3
4. Commercial and industrial loans			1766		35,114	4
a. To U.S. addressees (domicile)	1763	N/A				4.a
b. To non-U.S. addressees (domicile)	1764	N/A				4.b
5. Not applicable						
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):						
a. Credit cards			B538		34	6.a
b. Other revolving credit plans			B539		579	6.b
c. Other consumer loans (includes single payment, installment, and all student loans)			2011		885	6.c
7. Loans to foreign governments and official institutions (including foreign central banks)			2081		0	7
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.			2107		0	8
9. Other Loans			1563		3,145	9
a. Loans for purchasing or carrying securities (secured and unsecured)	1545	N/A				9.a
b. All other loans (exclude consumer loans)	1564	N/A				9.b

(1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.

Schedule RC-C—Continued

Part I. Continued

Dollar Amounts in Thousands

	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets (1)				(Column B) To Be Completed by All Banks				
	RCON	Bil	Mill	Thou	RCON	Bil	Mill	Thou	
10. Lease financing receivables (net of unearned income)					2165			0	10
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162			N/A					10.a
b. All other leases	F163			N/A					10.b
11. LESS: Any unearned income on loans reflected in items 1-9 above					2123			0	11.
12. Total loans and leases, net of unearned income (sum of items 1 through 10 minus item 11) (must equal Schedule RC, sum of items 4.a and 4.b)					2122			138,108	12

Memoranda

Dollar Amounts in Thousands

	RCON	Bil	Mill	Thou	
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):					
a. Loans secured by 1-4 family residential properties	F576			2,150	M.1.a
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures)	1616			0	M.1.b
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):					
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: (2, 3)					
(1) Three months or less	A564			0	M.2.a.1
(2) Over three months through 12 months	A565			0	M.2.a.2
(3) Over one year through three years	A566			0	M.2.a.3
(4) Over three years through five years	A567			9,699	M.2.a.4
(5) Over five years through 15 years	A568			833	M.2.a.5
(6) Over 15 years	A569			0	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: (2, 4)					
(1) Three months or less	A570			48,869	M.2.b.1
(2) Over three months through 12 months	A571			7,609	M.2.b.2
(3) Over one year through three years	A572			9,039	M.2.b.3
(4) Over three years through five years	A573			26,711	M.2.b.4
(5) Over five years through 15 years	A574			35,348	M.2.b.5
(6) Over 15 years	A575			0	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)	A247			11,873	M.2.c

- (1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.
- (2) Report fixed rate loans and leases by remaining maturity and floating rate loans by next repricing date.
- (3) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus total nonaccrual closed-end loans secured by first liens on 1-4 family residential properties included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.
- (4) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus total nonaccrual loans and leases from Schedule RC-N, sum of items 1 through 8, column C, minus nonaccrual closed-end loans secured by first liens on 1-4 family residential properties included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total loans and leases from Schedule RC-C, part I, sum of items 1 through 10, column B, minus total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.

Schedule RC-C—Continued

Part I. Continued

Memoranda — Continued

Dollar Amounts in Thousands

	RCON	Bil Mil Thou	
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 (5)	2746	9	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)	5370	9,681	M.4
5. To be completed by banks with \$300 million or more in total assets: (6) 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)	B837	N/A	M.5
<i>Memorandum item 6 is to be completed by banks that (1) 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) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>			
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a.	C391	N/A	M.6
<i>Memorandum item 7 is to be completed by all banks.</i>			
7. 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.7.a
b. Carrying amount included in Schedule RC-C, part I, items 1 through 9	C780	0	M.7.b
8. Closed-end loans with negative amortization features secured by 1-4 family residential properties:			
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 (b))	F230	0	M.8.a
<i>Memorandum items 8.b and 8.c are to be completed by banks that had closed-end loans with negative amortization features secured by 1-4 family residential properties (as reported in Schedule RC-C, part I, Memorandum item 8.a.) as of December 31, 2008, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income (as reported in Schedule RC-C, part I, 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	N/A	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	F232	N/A	M.8.c
9. Loans secured by 1-4 family residential properties in process of foreclosure (included in Schedule RC-C, part I, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))	F577	0	M.9
<i>Memorandum items 10 and 11 are to be completed by banks that have elected to measure loans included in Schedule RC-C, part I, items 1 through 9, at fair value under a fair value option.</i>			
10. Loans measured at fair value (included in Schedule RC-C, part I, items 1 through 9):			
a. Loans secured by real estate:			
(1) Construction, land development, and other land loans	F578	N/A	M.10.a.1
(2) Secured by farmland (including farm residential and other improvements)	F579	N/A	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	N/A	M.10.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:			
(1) Secured by first liens	F581	N/A	M.10.a.3.b.1
(2) Secured by junior liens	F582	N/A	M.10.a.3.b.2

(5) Exclude loans secured by real estate that are included in Schedule RC-C, part I, items 1.a through 1.e, column B.

(6) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.

Schedule RC-C—Continued

Part I. Continued

Memoranda — Continued	Dollar Amounts in Thousands		RCON	Bil Mil Thou	
10. a. (4) Secured by multifamily (5 or more) residential properties			F583	N/A	M.10.a.4
(5) Secured by nonfarm nonresidential properties			F584	N/A	M.10.a.5
b. Commercial and industrial loans			F585	N/A	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	N/A	M.10.c.1
(2) Other revolving credit plans			F587	N/A	M.10.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)			F588	N/A	M.10.c.3
d. Other loans			F589	N/A	M.10.d
11. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-C, part I, Memorandum item 10):					
a. Loans secured by real estate:					
(1) Construction, land development, and other land loans			F590	N/A	M.11.a.1
(2) Secured by farmland (including farm residential and other improvements)			F591	N/A	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	N/A	M.11.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:					
(1) Secured by first liens			F593	N/A	M.11.a.3.b.1
(2) Secured by junior liens			F594	N/A	M.11.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties			F595	N/A	M.11.a.4
(5) Secured by nonfarm nonresidential properties			F596	N/A	M.11.a.5
b. Commercial and industrial loans			F597	N/A	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	N/A	M.11.c.1
(2) Other revolving credit plans			F599	N/A	M.11.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)			F600	N/A	M.11.c.3
d. Other loans			F601	N/A	M.11.d

Dollar Amounts in Thousands	(Column A) Fair value of acquired loans and leases at acquisition date		(Column B) Gross contractual amounts receivable at acquisition date		(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that were acquired in business combinations with acquisition dates in the current calendar year:							
a. Loans secured by real estate	G091	0	G092	0	G093	0	M.12.a
b. Commercial and industrial loans	G094	0	G095	0	G096	0	M.12.b
c. Loans to individuals for household, family, and other personal expenditures	G097	0	G098	0	G099	0	M.12.c
d. All other loans and all leases	G100	0	G101	0	G102	0	M.12.d

Schedule RC-C—Continued

Part I. Continued

Memoranda — Continued

Dollar Amounts in Thousands

	RCON	Bill Mil Thou	
<i>Memorandum item 13 is to be completed by banks that had construction, land development, and other land loans (as reported in Schedule RC-C, part I, item 1.a, column B) that exceeded 100 percent of total risk-based capital (as reported in Schedule RC-R, item 21) as of December 31, 2008.</i>			
13. Construction, land development, and other land loans with interest reserves:			
a. Amount of loans that provide for the use of interest reserves (included in Schedule RC-C, part I, item 1.a, column B)	G376	N/A	M.13.a
b. Amount of interest capitalized from interest reserves on construction, land development, and other land loans that is included in interest and fee income on loans during the quarter (included in Schedule RI, item 1a.(1)(b))	RIAD G377	N/A	M.13.b
<i>Memorandum item 14 is to be completed by all banks.</i>			
14. Pledged loans and leases	RCON G378	0	M.14

Schedule RC-D - Trading Assets and Liabilities

Schedule RC-D is to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more in any of the four preceding calendar quarters.

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
ASSETS						
1.	U.S. Treasury securities			3531	N/A	1
2.	U.S. Government agency obligations (exclude mortgage-backed securities)			3532	N/A	2
3.	Securities issued by states and political subdivisions in the U.S.			3533	N/A	3
4.	Mortgage-backed securities (MBS):					
	a. Residential mortgage pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA			G379	N/A	4.a
	b. Other residential MBS issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)			G380	N/A	4.b
	c. All other residential MBS			G381	N/A	4.c
	d. Commercial MBS			G382	N/A	4.d
5.	Other debt securities					
	a. Structured financial products:					
	(1) Cash			G383	N/A	5.a.1
	(2) Synthetic			G384	N/A	5.a.2
	(3) Hybrid			G385	N/A	5.a.3
	b. All other debt securities			G386	N/A	5.b
6.	Loans:					
	a. Loans secured by real estate:					
	(1) Construction, land development, and other land loans			F604	N/A	6.a.1
	(2) Secured by farmland (including farm residential and other improvements)			F605	N/A	6.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			F606	N/A	6.a.3.a
	(b) Closed-end loans secured by 1-4 family residential properties:					
	(1) Secured by first liens			F607	N/A	6.a.3.b.1
	(2) Secured by junior liens			F611	N/A	6.a.3.b.2
	(4) Secured by multifamily (5 or more) residential properties			F612	N/A	6.a.4
	(5) Secured by nonfarm nonresidential properties			F613	N/A	6.a.5
	b. Commercial and industrial loans			F614	N/A	6.b
	c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
	(1) Credit cards			F615	N/A	6.c.1
	(2) Other revolving credit plans			F616	N/A	6.c.2
	(3) Other consumer loans (includes single payment, installment, and all student loans)			F617	N/A	6.c.3
	d. Other loans			F618	N/A	6.d
7. and 8.	Not applicable					
9.	Other trading assets			3541	N/A	9
10.	Not applicable					
11.	Derivatives with a positive fair value			3543	N/A	11
12.	Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5)			3545	N/A	12
LIABILITIES						
13. a.	Liability for short positions			3546	N/A	13.a
	b. Other trading liabilities			F624	N/A	13.b
14.	Derivatives with a negative fair value			3547	N/A	14
15.	Total trading liabilities (sum of items 13.a through 14) (must equal Schedule RC, item 15)			3548	N/A	15

Schedule RC-D - Continued

Memoranda

	Dollar Amounts in Thousands		RCON	Bil	Mill	Thou	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-D, items 6.a.(1) through 6.d.):							
a. Loans secured by real estate:							
(1) Construction, land development, and other land loans	F625					N/A	M.1.a.1
(2) Secured by farmland (including farm residential and other improvements)	F626					N/A	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					N/A	M.1.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:							
(1) Secured by first liens	F628					N/A	M.1.a.3.b.1
(2) Secured by junior liens	F629					N/A	M.1.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties	F630					N/A	M.1.a.4
(5) Secured by nonfarm nonresidential properties	F631					N/A	M.1.a.5
b. Commercial and industrial loans	F632					N/A	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					N/A	M.1.c.1
(2) Other revolving credit plans	F634					N/A	M.1.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F635					N/A	M.1.c.3
d. Other loans	F636					N/A	M.1.d
2. Loans measured at fair value that are past due 90 days or more:							
a. Fair value	F639					N/A	M.2.a
b. Unpaid principal balance	F640					N/A	M.2.b
3. Structured financial products by underlying collateral or reference assets (sum of Memorandum items 3.a through 3.g must equal Schedule RC-D, sum of items 5.a.(1) through (3)):							
a. Trust preferred securities issued by financial institutions	G299					N/A	M.3.a
b. Trust preferred securities issued by real estate investment trusts	G332					N/A	M.3.b
c. Corporate and similar loans	G333					N/A	M.3.c
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G334					N/A	M.3.d
e. 1-4 family residential MBS not issued or guaranteed by GSEs	G335					N/A	M.3.e
f. Diversified (mixed) pools of structured financial products	G651					N/A	M.3.f
g. Other collateral or reference assets	G652					N/A	M.3.g
4. Pledged trading assets:							
a. Pledged securities	G387					N/A	M.4.a
b. Pledged Loans	G388					N/A	M.4.b
<i>Memorandum items 5 through 10 are to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$1 billion or more in any of the four preceding calendar quarters.</i>							
5. Asset-backed securities:							
a. Credit card receivables	F643					N/A	M.5.a
b. Home equity lines	F644					N/A	M.5.b
c. Automobile loans	F645					N/A	M.5.c
d. Other consumer loans	F646					N/A	M.5.d
e. Commercial and industrial loans	F647					N/A	M.5.e
f. Other	F648					N/A	M.5.f
6. Retained beneficial interests in securitizations (first-loss or equity tranches)	F651					N/A	M.6
7. Equity securities:							
a. Readily determinable fair values	F652					N/A	M.7.a
b. Other	F653					N/A	M.7.b
8. Loans pending securitization	F654					N/A	M.8

Schedule RC-D - Continued

Memoranda - Continued

Dollar Amounts in Thousands

		RCON	Bil	Mil	Thou	
9. Other trading assets (itemize and describe amounts included in Schedule RC-D, item 9, that are greater than \$25,000 and exceed 25% of the item):						
TEXT						
a.	F655 N/A	F655			N/A	M.9.a
b.	F656 N/A	F656			N/A	M.9.b
c.	F657 N/A	F657			N/A	M.9.c
10. Other trading liabilities (itemize and describe amounts included in Schedule RC-D, item 13.b, that are greater than \$25,000 and exceed 25% of the item):						
TEXT						
a.	F658 N/A	F658			N/A	M.10.a
b.	F659 N/A	F659			N/A	M.10.b
c.	F660 N/A	F660			N/A	M.10.c

Schedule RC-E—Deposit Liabilities

Dollar Amounts in Thousands	Transaction Accounts						Nontransaction Accounts		
	(Column A) Total transaction accounts (including total demand deposits)			(Column B) Memo: Total demand deposits (included in column A)			(Column C) Total nontransaction accounts (including MMDAs)		
	RCON	Bil Mil Thou		RCON	Bil Mil Thou		RCON	Bil Mil Thou	
Deposits of:									
1. Individuals, partnerships, and corporations (include all certified and official checks)	B549	48,568					B550	281,076	1
2. U.S. Government	2202	0					2520	0	2
3. States and political subdivisions in the U.S.	2203	0					2530	0	3
4. Commercial banks and other depository institutions in the U.S.	B551	0					B552	0	4
5. Banks in foreign countries	2213	0					2236	0	5
6. Foreign governments and official institutions (including foreign central banks)	2216	0					2377	0	6
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a)	2215	48,568	2210	29,096	2385	281,076			7

Memoranda

Dollar Amounts in Thousands	RCON	Bil Mil Thou	
1. Selected components of total deposits (i.e., sum of item 7, columns A and C):			
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts	6835	978	M.1.a
b. Total brokered deposits	2365	0	M.1.b
c. Fully insured brokered deposits (included in Memorandum item 1.b above): (1)			
(1) Brokered deposits issued in denominations of less than \$100,000	2343	0	M.1.c.1
(2) Brokered deposits issued in denominations of \$100,000 and certain brokered retirement deposit accounts	2344	0	M.1.c.2
d. Maturity data for brokered deposits:			
(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)	A243	0	M.1.d.1
(2) Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less (included in Memorandum item 1.b above)	A244	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)	5590	N/A	M.1.e
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.c must equal item 7, column C above):			
a. Savings deposits:			
(1) Money market deposit accounts (MMDAs)	6810	270,857	M.2.a.1
(2) Other savings deposits (excludes MMDAs)	0352	3,475	M.2.a.2
b. Total time deposits of less than \$100,000	6648	782	M.2.b
c. Total time deposits of \$100,000 or more	2604	5,962	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	F233	915	M.2.c.1

(1) Report brokered retirement deposit accounts eligible for \$250,000 in deposit insurance coverage in Memorandum item 1.c.(1) only if they have been issued in denominations of less than \$100,000 (see instructions). Report brokered retirement deposit accounts in Memorandum item 1.c.(2) if they have been issued either in denominations of exactly \$100,000 through exactly \$250,000 or in denominations greater than \$250,000 and participated out by the broker in shares of exactly \$100,000 through exactly \$250,000 or less.

Schedule RC-E—Continued

Memoranda — Continued

	Dollar Amounts in Thousands	RCON	Bil Mil Thou	
3. Maturity and repricing data for time deposits of less than \$100,000:				
a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of: (1, 2)				
(1) Three months or less		A579	269	M.3.a.1
(2) Over three months through 12 months		A580	513	M.3.a.2
(3) Over one year through three years		A581	0	M.3.a.3
(4) Over three years		A582	0	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) (3)		A241	782	M.3.b
4. Maturity and repricing data for time deposits of \$100,000 or more:				
a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of: (1, 4)				
(1) Three months or less		A584	1,399	M.4.a.1
(2) Over three months through 12 months		A585	4,461	M.4.a.2
(3) Over one year through three years		A586	102	M.4.a.3
(4) Over three years		A587	0	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) (3)		A242	5,859	M.4.b

- (1) Report fixed rate time deposits by remaining maturity and floating rate time deposits by next repricing date.
- (2) Sum of Memorandum items 3.a.(1) through 3.a.(4) must equal Schedule RC-E, Memorandum item 2.b.
- (3) Report both fixed and floating rate time deposits by remaining maturity. Exclude floating rate time deposits with a next repricing date of one year or less that have a remaining maturity of over one year.
- (4) Sum of Memorandum items 4.a.(1) through 4.a.(4) must equal Schedule RC-E, Memorandum item 2.c.

Schedule RC-F—Other Assets

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1.	Accrued interest receivable (1)			B556	1,296	1
2.	Net deferred tax assets (2)			2148	836	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	1,398	4
5.	Life insurance assets			C009	0	5
6.	All other assets (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2168	564	6
a.	Prepaid Expenses	2166	329			6.a
b.	Repossessed personal property (including vehicles)	1578	0			6.b
c.	Derivatives with a positive fair value held for purposes other than trading	C010	0			6.c
d.	Retained interests in accrued interest receivable related to					
	TEXT securitized credit cards	C436	0			6.d
e.	3549 Computer Software / Depreciation	3549	190			6.e
f.	3550	3550	0			6.f
g.	3551	3551	0			6.g
7.	Total (sum of items 1 through 6) (must equal Schedule RC, item 11)			2160	4,094	7

Schedule RC-G—Other Liabilities

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. a.	Interest accrued and unpaid on deposits (5)			3645	9	1.a
b.	Other expenses accrued and unpaid (includes accrued income taxes payable)			3646	2,222	1.b
2.	Net deferred tax liabilities (2)			3049	0	2
3.	Allowance for credit losses on off-balance sheet credit exposures			8557	221	3
4.	All other liabilities (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2938	549	4
a.	Accounts Payable	3066	0			4.a
b.	Deferred compensation liabilities	C011	0			4.b
c.	Dividends declared but not yet payable	2932	0			4.c
d.	Derivatives with a negative fair value held for purposes other than trading	C012	0			4.d
	TEXT					
e.	3552 Landlord Portion of Lease Hold Improvement / Accum Depreciation LHI	3552	473			4.e
f.	3553	3553	0			4.f
g.	3554	3554	0			4.g
5.	Total (sum of items 1 through 4) (must equal Schedule RC, item 20)			2930	3,001	5

(1) Includes 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 RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.

(4) Includes Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

(5) For savings banks, include "dividends" accrued and unpaid on deposits.

Schedule RC-K—Quarterly Averages (1)

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
ASSETS						
1.	Interest-bearing balances due from depository institutions	3381	27,894			1
2.	U.S. Treasury securities and U.S. Government agency obligations (2) (excluding mortgage-backed securities)	B558	14,543			2
3.	Mortgage-backed securities (2)	B559	118,650			3
4.	All other securities (2, 3) (includes securities issued by states and political subdivisions in the U.S.)	B560	20,245			4
5.	Federal funds sold and securities purchased under agreements to resell	3365	3,569			5
6. Loans:						
a.	Total loans	3360	135,647			6.a
b. Loans secured by real estate:						
(1)	Loans secured by 1-4 family residential properties	3465	23,304			6.b.1
(2)	All other loans secured by real estate	3466	73,260			6.b.2
c.	Commercial and industrial loans	3387	35,940			6.c
d. Loans to individuals for household, family, and other personal expenditures:						
(1)	Credit cards	B561	29			6.d.1
(2)	Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B562	894			6.d.2
7.	To be completed by banks with \$100 million or more in total assets: (4) Trading assets	3401	0			7
8.	Lease financing receivables (net of unearned income)	3484	0			8
9.	Total assets (5)	3368	334,663			9
LIABILITIES						
10.	Interest-bearing transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits)	3485	17,932			10
11. Nontransaction accounts:						
a.	Savings deposits (includes MMDAs)	B563	252,140			11.a
b.	Time deposits of \$100,000 or more	A514	2,974			11.b
c.	Time deposits of less than \$100,000	A529	767			11.c
12.	Federal funds purchased and securities sold under agreements to repurchase	3353	0			12
13.	To be completed by banks with \$100 million or more in total assets: (4) Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)	3355	1			13

Memorandum

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
<i>Memorandum item 1 is to be completed by: (4)</i>						
• banks with \$300 million or more in total assets, and						
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans.						
1.	Loans to finance agricultural production and other loans to farmers	3386	N/A			M.1

- (1) For all items, banks have the option of reporting either (1) an average of DAILY figures for the quarter, or (2) an average of WEEKLY figures (i.e., the Wednesday of each week of the quarter).
- (2) Quarterly averages for all debt securities should be based on amortized cost.
- (3) Quarterly averages for all equity securities should be based on historical cost.
- (4) The asset size tests and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2008, Report of Condition.
- (5) The quarterly average for total assets should reflect all debt securities (not held for trading) at amortized cost, equity securities with readily determinable fair values at the lower of cost or fair value, and equity securities without readily determinable fair values at historical cost.

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

Please read carefully the instructions for the preparation of Schedule RC-L. Some of the amounts reported in Schedule RC-L are regarded as volume indicators and not necessarily as measures of risk.

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. Unused commitments:						
a.	Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines			3814	8,912	1.a
b.	Credit card lines			3815	1,258	1.b
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate:						
(a)	1-4 family residential construction loan commitments			F164	0	1.c.1.a
(b)	Commercial real estate, other construction loan, and land development loan commitments			F165	3,828	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	70,361	1.e
2. Financial standby letters of credit						
<i>Item 2.a is to be completed by banks with \$1 billion or more in total assets.¹</i>						
a.	Amount of financial standby letters of credit conveyed to others	3820	N/A			2.a
3. Performance standby letters of credit						
<i>Item 3.a is to be completed by banks with \$1 billion or more in total assets.¹</i>						
a.	Amount of performance standby letters of credit conveyed to others	3822	N/A			3.a
4. Commercial and similar letters of credit						
				3411	290	4
5. Not applicable						
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank)						
				3433	0	6
7. Credit derivatives:						
a. Notional amounts:		(Column A) Sold Protection		(Column B) Purchased Protection		
		RCON	Bil Mil Thou	RCON	Bil Mil Thou	
(1)	Credit default swaps	C968	0	C969	0	7.a.(1)
(2)	Total return swaps	C970	0	C971	0	7.a.(2)
(3)	Credit options	C972	0	C973	0	7.a.(3)
(4)	Other credit derivatives	C974	0	C975	0	7.a.(4)
b. Gross fair values:						
(1)	Gross positive fair value	C219	0	C221	0	7.b.(1)
(2)	Gross negative fair value	C220	0	C222	0	7.b.(2)
c. Notional amounts by regulatory capital treatment:(2)						
(1) Positions covered under the Market Risk Rule:						
(a) Sold protection						
				G401	0	7.c.(1)(a)
(b) Purchased protection						
				G402	0	7.c.(1)(b)
(2) All other positions:						
(a) Sold protection						
				G403	0	7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes						
				G404	0	7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes						
				G405	0	7.c.(2)(c)

(1) The \$1 billion asset size test is generally based on the total assets reported in the June 30, 2008, Report of Condition.

(2) Sum of items 7.c.(1)(a) and 7.c.(2)(a) must equal sum of items 7.a.(1) through (4), column A. Sum of items 7.c.(1)(b), 7.c.(2)(b) and 7.c.(2)(c) must equal sum of items 7.a.(1) through (4), column B.

Schedule RC-L—Continued

Dollar Amounts in Thousands	Remaining Maturity of:													
	(Column A) One Year or Less				(Column B) Over One Year Through Five Years				(Column C) Over Five Years					
	RCON	Bl	Mil	Thou	RCON	Bl	Mil	Thou	RCON	Bl	Mil	Thou		
7.d. Notional amounts by remaining maturity:														
(1) Sold credit protection:(1)														
(a) Investment grade	G406		0		G407		0		G408		0		7.d.(1)(a)	
(b) Subinvestment grade	G409		0		G410		0		G411		0		7.d.(1)(b)	
(2) Purchased credit protection:(2)														
(a) Investment grade	G412		0		G413		0		G414		0		7.d.(2)(a)	
(b) Subinvestment grade	G415		0		G416		0		G417		0		7.d.(2)(b)	
8. Spot foreign exchange contracts														
									RCON	Tril	Bl	Mil	Thou	
									8765					8
9. All other off-balance sheet liabilities (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 27.a, "Total bank equity capital")														
									3430					9
	TEXT													
a. Securities borrowed					3432		0							9.a
b. Commitments to purchase when-issued securities					3434		0							9.b
c. Standby letters of credit issued by a Federal Home Loan Bank on the bank's behalf					C978		0							9.c
d. 3555					3555		0							9.d
e. 3556					3556		0							9.e
f. 3557					3557		0							9.f
10. All other off-balance sheet assets (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 27.a, "Total bank equity capital")														
									5591					10
	TEXT													
a. Commitments to sell when-issued securities					3435		0							10.a
b. 5592					5592		0							10.b
c. 5593					5593		0							10.c
d. 5594					5594		0							10.d
e. 5595					5595		0							10.e
11. Year-to-date merchant credit card sales volume:														
									RCON	Tril	Bl	Mil	Thou	
a. Sales for which the reporting bank is the acquiring bank									C223					11.a
b. Sales for which the reporting bank is the agent bank with risk									C224					11.b

(1) Sum of items 7.d.(1)(a) and (b), columns A through C, must equal sum of items 7.a.(1) through (4), column A.

(2) Sum of items 7.d.(2)(a) and (b), columns A through C, must equal sum of items 7.a.(1) through (4), column B.

Schedule RC-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																		
		Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	
12. Gross amounts (e.g., notional amounts) (for each column, sum of items 12.a through 12.e must equal sum of items 13 and 14):		RCON 8693				RCON 8694				RCON 8695				RCON 8696				
a. Futures contracts		0				0				0				0				12.a
		RCON 8697				RCON 8698				RCON 8699				RCON 8700				
b. Forward contracts		0				0				0				0				12.b
c. Exchange-traded option contracts:		RCON 8701				RCON 8702				RCON 8703				RCON 8704				
(1) Written options		0				0				0				0				12.c.1
(2) Purchased options		0				0				0				0				12.c.2
d. Over-the-counter option contracts:		RCON 8709				RCON 8710				RCON 8711				RCON 8712				
(1) Written options		0				0				0				0				12.d.1
(2) Purchased options		0				0				0				0				12.d.2
e. Swaps		RCON 3450				RCON 3826				RCON 8719				RCON 8720				12.e
13. Total gross notional amount of derivative contracts held for trading		RCON A126				RCON A127				RCON 8723				RCON 8724				13
14. Total gross notional amount of derivative contracts held for purposes other than trading		RCON 8725				RCON 8726				RCON 8727				RCON 8728				14
a. Interest rate swaps where the bank has agreed to pay a fixed rate		RCON A589																14.a
15. Gross fair values of derivative contracts:		RCON 8733				RCON 8734				RCON 8735				RCON 8736				
a. Contracts held for trading:		0				0				0				0				15.a.1
(1) Gross positive fair value		RCON 8737				RCON 8738				RCON 8739				RCON 8740				
(2) Gross negative fair value		0				0				0				0				15.a.2
b. Contracts held for purposes other than trading:		RCON 8741				RCON 8742				RCON 8743				RCON 8744				
(1) Gross positive fair value		0				0				0				0				15.b.1
(2) Gross negative fair value		RCON 8745				RCON 8746				RCON 8747				RCON 8748				15.b.2

Schedule RC-L—Continued

Item 16 is to be completed only by banks with total assets of \$10 billion or more.(1)

Dollar Amounts in Thousands	(Column A) Banks and Securities Firms				(Column B) Monoline Financial Guarantors				(Column C) Hedge Funds				(Column D) Sovereign Governments				(Column E) Corporations and All Other Counterparties				
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
16. Over-the-counter derivatives:																					
a. Net current credit exposure	G418	N/A			G419	N/A			G420	N/A			G421	N/A			G422	N/A			16.a
b. Fair value of collateral:																					
(1) Cash - U.S. dollar	G423	N/A			G424	N/A			G425	N/A			G426	N/A			G427	N/A			16.b(1)
(2) Cash - Other currencies	G428	N/A			G429	N/A			G430	N/A			G431	N/A			G432	N/A			16.b(2)
(3) U.S. Treasury securities	G433	N/A			G434	N/A			G435	N/A			G436	N/A			G437	N/A			16.b(3)
(4) U.S. Government agency and U.S. Government-sponsored agency debt securities																					
(5) Corporate bonds	G438	N/A			G439	N/A			G440	N/A			G441	N/A			G442	N/A			16.b(4)
(6) Equity securities	G443	N/A			G444	N/A			G445	N/A			G446	N/A			G447	N/A			16.b(5)
(7) All other collateral	G448	N/A			G449	N/A			G450	N/A			G451	N/A			G452	N/A			16.b(6)
(8) Total fair value of collateral (sum of items 16.b.(1) through (7))	G453	N/A			G454	N/A			G455	N/A			G456	N/A			G457	N/A			16.b(7)
	G458	N/A			G459	N/A			G460	N/A			G461	N/A			G462	N/A			16.b(8)

(1) The \$10 billion asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.

Schedule RC-M—Memoranda

		Dollar Amounts in Thousands		RCON	Bil	Mill	Thou	
1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:								
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests		6164					375	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		RCON	Number					
		6165	0					
2. Intangible assets other than goodwill:								
a. Mortgage servicing assets		3164					0	2.a
(1) Estimated fair value of mortgage servicing assets		A590	0					
b. Purchased credit card relationships and nonmortgage servicing assets		B026					0	2.b
c. All other identifiable intangible assets		5507					0	2.c
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10.b)		0426					0	2.d
3. Other real estate owned:								
a. Construction, land development, and other land		5508					0	3.a
b. Farmland		5509					0	3.b
c. 1-4 family residential properties		5510					0	3.c
d. Multifamily (5 or more) residential properties		5511					0	3.d
e. Nonfarm nonresidential properties		5512					0	3.e
f. Foreclosed properties from "GNMA loans"		C979					0	3.f
g. Total (sum of items 3.a through 3.f) (must equal Schedule RC, item 7)		2150					0	3.g
4. Not applicable								
5. Other borrowed money:								
a. Federal Home Loan Bank advances:								
(1) Advances with a remaining maturity or next repricing date of: (1)								
(a) One year or less		F055					0	5.a.1.a
(b) Over one year through three years		F056					0	5.a.1.b
(c) Over three years through five years		F057					0	5.a.1.c
(d) Over five years		F058					0	5.a.1.d
(2) Advances with a REMAINING MATURITY of one year or less (included in item 5.a.(1)(a) above) (2)		2651					0	5.a.2
(3) Structured advances (included in items 5.a.(1)(a) - (d) above)		F059					0	5.a.3
b. Other borrowings:								
(1) Other borrowings with a remaining maturity or next repricing date of: (3)								
(a) One year or less		F060					0	5.b.1.a
(b) Over one year through three years		F061					0	5.b.1.b
(c) Over three years through five years		F062					0	5.b.1.c
(d) Over five years		F063					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) (4)		B571					0	5.b.2
c. Total (sum of items 5.a.(1)(a)-(d) and items 5.b.(1)(a)-(d)) (must equal Schedule RC, item 16)		3190					0	5.c

- (1) Report fixed rate advances by remaining maturity and floating rate advances by next repricing date.
- (2) Report both fixed and floating rate advances by remaining maturity. Exclude floating rate advances with a next repricing date of one year or less that have a remaining maturity of over one year.
- (3) Report fixed rate other borrowings by remaining maturity and floating rate other borrowings by next repricing date.
- (4) Report both fixed and floating rate other borrowings by remaining maturity. Exclude floating rate other borrowings with a next repricing date of one year or less that have a remaining maturity of over one year.

Schedule RC-M—Continued

	Dollar Amounts in Thousands	RCON	YES / NO	
6. Does the reporting bank sell private label or third party mutual funds and annuities?		B569	YES	6
7. Assets under the reporting bank's management in proprietary mutual funds and annuities		B570	0	7
8. Primary Internet Web site address of the bank (home page), if any (Example: www.examplebank.com) (TEXT 4087) http://www.1stenterprisebank.com				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?		RCON 4088	YES / NO YES	9
10. Secured liabilities:		RCON	Bill Mil Thou	
a. Amount of "Federal funds purchased" that are secured (included in Schedule RC, item 14.a)		F064	0	10.a
b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a)-(d))		F065	0	10.b
11. Does the bank act as trustee or custodian for Individual Retirement Accounts, Health Savings Accounts, and other similar accounts?		RCON G463	YES / NO NO	11
12. Does the bank provide custody, safekeeping, or other services involving the acceptance of orders for the sale or purchase of securities?		RCON G464	YES / NO NO	12

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				
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
Dollar Amounts in Thousands													
1. Loans secured by real estate:													
a. Construction, land development, and other land loans:													
(1) 1-4 family residential construction loans	F172		0		F174		0		F176		0		1.a.1
(2) Other construction loans and all land development and other land loans	F173		0		F175		0		F177		0		1.a.2
b. Secured by farmland	3493		0		3494		0		3495		0		1.b
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	5398		0		5399		0		5400		0		1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:													
(a) Secured by first liens	C236		0		C237		0		C229		0		1.c.2.a
(b) Secured by junior liens	C238		0		C239		0		C230		0		1.c.2.b
d. Secured by multifamily (5 or more) residential properties	3499		0		3500		0		3501		0		1.d
e. Secured by nonfarm nonresidential properties:													
(1) Loans secured by owner-occupied nonfarm nonresidential properties	F178		0		F180		0		F182		0		1.e.1
(2) Loans secured by other nonfarm nonresidential properties	F179		0		F181		0		F183		0		1.e.2
2. Loans to depository institutions and acceptances of other banks	B834		0		B835		0		B836		0		2
3. Not applicable													
4. Commercial and industrial loans	1606		0		1607		0		1608		0		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		0		B579		0		B580		0		5.b
6. Loans to foreign governments and official institutions	5389		0		5390		0		5391		0		6
7. All other loans (1)	5459		0		5460		0		5461		0		7
8. Lease financing receivables	1226		0		1227		0		1228		0		8
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505		0		3506		0		3507		0		9

(1) Includes past due and nonaccrual "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Other loans."

Schedule RC-N—Continued

Amounts reported in Schedule RC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 10 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

	(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		
	RCON	Bill Mil Thou		RCON	Bill Mil Thou		RCON	Bill Mil Thou	
Dollar Amounts in Thousands									
10. 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	10
a. Guaranteed portion of loans and leases included in item 10 above (exclude rebooked "GNMA loans")	5615	0		5616	0		5617	0	10.a
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above	C866	0		C867	0		C868	0	10.b

Schedule RC-N—Continued

Memoranda	(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				
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
Dollar Amounts in Thousands													
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):													
a. Loans secured by 1-4 family residential properties	F661		0		F662		0		F663		0		M.1.a
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures)	1658		0		1659		0		1661		0		M.1.b
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	6558		0		6559		0		6560		0		M.2
3. Memorandum items 3.a through 3.d are to be completed by banks with \$300 million in total assets: (1)													
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above)	1248		N/A		1249		N/A		1250		N/A		M.3.a
b. Loans to and acceptances of foreign banks (included in Schedule RC-N, item 2, above)	5380		N/A		5381		N/A		5382		N/A		M.3.b
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RC-N, item 4, above)	1254		N/A		1255		N/A		1256		N/A		M.3.c
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RC-N, item 8, above)	F166		N/A		F167		N/A		F168		N/A		M.3.d
Memorandum item 4 is to be completed by: (1)													
• banks with \$300 million or more in total assets													
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans:													
4. Loans to finance agricultural production and other loans to farmers (included in Schedule RC-N, item 7, above)	1594		N/A		1597		N/A		1583		N/A		M.4
5. Loans and leases held for sale and loans measured at fair value (included Schedule RC-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

(1) The \$300 million asset size test and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2008, Report of Condition.

Schedule RC-O—Continued

Memorandum

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. Total assessable deposits of the bank, including related interest accrued and unpaid (sum of Memorandum items 1.a.(1), 1.b.(1), 1.c.(1), and 1.d.(1) must equal Schedule RC-O, item 1 less item 2):						
a. Deposit accounts (excluding retirement accounts) of \$250,000 or less: (1)						
(1) Amount of deposit accounts (excluding retirement accounts) of \$250,000 or less				F049	69,926	M.1.a.1
(2) Number of deposit accounts (excluding retirement accounts) of \$250,000 or less (to be completed for the June report only)				RCON	Number	
				F050	N/A	M.1.a.2
b. Deposit accounts (excluding retirement accounts) of more than \$250,000: (1)						
(1) Amount of deposit accounts (excluding retirement accounts) of more than \$250,000				F051	258,749	M.1.b.1
(2) Number of deposit accounts (excluding retirement accounts) of more than \$250,000				RCON	Number	
				F052	287	M.1.b.2
c. Retirement deposit accounts of \$250,000 or less: (1)						
(1) Amount of retirement deposit accounts of \$250,000 or less				F045	305	M.1.c.1
(2) Number of retirement deposit accounts of \$250,000 or less (to be completed for the June report only)				RCON	Number	
				F046	N/A	M.1.c.2
d. Retirement deposit accounts of more than \$250,000: (1)						
(1) Amount of retirement deposit accounts of more than \$250,000				F047	674	M.1.d.1
(2) Number of retirement deposit accounts of more than \$250,000				RCON	Number	
				F048	1	M.1.d.2

Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets. (2)

2. Estimated amount of uninsured assessable deposits, including related interest accrued and unpaid (see instructions) (3)		5597	N/A	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:				
TEXT		RCON	FDIC Cert No.	
A545		A545	0	M.3

Memorandum items 4.a and 4.b are to be completed by all banks participating in the FDIC Transaction Account Guarantee Program.

		RCON	Bil Mil Thou	
4. Noninterest-bearing transaction accounts (as defined in Part 370 of the FDIC's regulations) of more than \$250,000 (see instructions):				
a. Amount of noninterest-bearing transaction accounts of more than \$250,000 (including balances swept from noninterest-bearing transaction accounts to noninterest-bearing savings accounts).		G167	109,361	M.4.a
b. Number of noninterest-bearing transaction accounts of more than \$250,000		RCON	Number	
		G168	142	M.4.b

- (1) The dollar amounts used as the basis for reporting in Memorandum items 1.a through 1.d reflect the deposit insurance limits in effect on the report date.
- (2) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.
- (3) Uninsured assessable deposits should be estimated based on the deposit insurance limits set forth in Memorandum items 1.a through 1.d without taking into account a bank's participation in the FDIC's Debt Guarantee Program or Transaction Account Guarantee Program.

Schedule RC-P—1-4 Family Residential Mortgage Banking Activities

Schedule RC-P is to be completed by (1) all banks with \$1 billion or more in total assets¹ and (2) banks 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 exceed \$10 million for two consecutive quarters.

	Dollar Amounts in Thousands	RCON	Bil Mil Thou	
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale:(2)				
a. Closed-end first liens		F066	N/A	1.a
b. Closed-end junior liens		F067	N/A	1.b
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit		F670	N/A	1.c.1
(2) Principal amount funded under the lines of credit		F671	N/A	1.c.2
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale:(2)				
a. Closed-end first liens		F068	N/A	2.a
b. Closed-end junior liens		F069	N/A	2.b
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit		F672	N/A	2.c.1
(2) Principal amount funded under the lines of credit		F673	N/A	2.c.2
3. 1-4 family residential mortgage loans sold during the quarter:				
a. Closed-end first liens		F070	N/A	3.a
b. Closed-end junior liens		F071	N/A	3.b
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit		F674	N/A	3.c.1
(2) Principal amount funded under the lines of credit		F675	N/A	3.c.2
4. 1-4 family residential mortgage loans held for sale at quarter-end (included in Schedule RC, item 4.a):				
a. Closed-end first liens		F072	N/A	4.a
b. Closed-end junior liens		F073	N/A	4.b
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit		F676	N/A	4.c.1
(2) Principal amount funded under the lines of credit		F677	N/A	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 RI, items 5.f, 5.g, and 5.i):		RJAD		
a. Closed-end 1-4 family residential mortgage loans		F184	N/A	5.a
b. Open-end 1-4 family residential mortgage loans extended under lines of credit		F560	N/A	5.b
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:		RCON		
a. Closed-end first liens		F678	N/A	6.a
b. Closed-end junior liens		F679	N/A	6.b
c. Open-end loans extended under line of credit:				
(1) Total commitment under the lines of credit		F680	N/A	6.c.1
(2) Principal amount funded under the lines of credit		F681	N/A	6.c.2

(1) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2008, Report of Condition.

(2) Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

Schedule RC-Q—Assets and Liabilities Measured at Fair Value on a Recurring Basis

Schedule RC-Q is to be completed by banks that:

- (1) Had total assets of \$500 million or more as of the beginning of their fiscal year; or
- (2) Had total assets of less than \$500 million as of the beginning of their fiscal year and either:
 - (a) Have elected to report financial instruments or servicing assets and liabilities at fair value under a fair value option with changes in fair value recognized in earnings, or
 - (b) Are required to complete Schedule RC-D, Trading Assets and Liabilities.

	(Column A) Total Fair Value Reported on Schedule RC		(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		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
Dollar Amounts in Thousands											
ASSETS											
1. Available-for-sale securities	1773	N/A	G474	N/A	G475	N/A	G476	N/A	G477	N/A	1
2. Federal funds sold and securities purchased under agreements to resell	G478	N/A	G479	N/A	G480	N/A	G481	N/A	G482	N/A	2
3. Loans and leases held for sale	G483	N/A	G484	N/A	G485	N/A	G486	N/A	G487	N/A	3
4. Loans and leases held for investment	G488	N/A	G489	N/A	G490	N/A	G491	N/A	G492	N/A	4
5. Trading assets:											
a. Derivative assets	3543	N/A	G493	N/A	G494	N/A	G495	N/A	G496	N/A	5.a
b. Other trading assets	G497	N/A	G498	N/A	G499	N/A	G500	N/A	G501	N/A	5.b
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule RC-Q, item 5.b, above)											
	F240	N/A	F684	N/A	F692	N/A	F241	N/A	F242	N/A	5.b.1
6. All other assets	G391	N/A	G392	N/A	G395	N/A	G396	N/A	G804	N/A	6
7. Total assets measured at fair value on a recurring basis (sum of items 1 through 5b plus item 6.)	G502	N/A	G503	N/A	G504	N/A	G505	N/A	G506	N/A	7

Schedule RC-Q—Continued

	(Column A) Total Fair Value Reported on Schedule RC			(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		
	RCON	Bil Mil Thou	Thou	RCON	Bil Mil Thou	Thou	RCON	Bil Mil Thou	Thou	RCON	Bil Mil Thou	Thou	RCON	Bil Mil Thou	
Dollar Amounts in Thousands															
LIABILITIES															
8. Deposits	F252	N/A	F686	N/A	F694	N/A	F253	N/A	F254	N/A					8
9. Federal funds purchased and securities sold under agreements to repurchase	G507	N/A	G508	N/A	G509	N/A	G510	N/A	G511	N/A					9
10. Trading liabilities:															
a. Derivative liabilities	3547	N/A	G512	N/A	G513	N/A	G514	N/A	G515	N/A					10.a
b. Other trading liabilities	G516	N/A	G517	N/A	G518	N/A	G519	N/A	G520	N/A					10.b
11. Other borrowed money	G521	N/A	G522	N/A	G523	N/A	G524	N/A	G525	N/A					11
12. Subordinated notes and debentures	G526	N/A	G527	N/A	G528	N/A	G529	N/A	G530	N/A					12
13. All other liabilities	G805	N/A	G806	N/A	G807	N/A	G808	N/A	G809	N/A					13
14. Total liabilities measured at fair value on a recurring basis (sum of items 8 through 13)	G531	N/A	G532	N/A	G533	N/A	G534	N/A	G535	N/A					14

Schedule RC-Q—Continued

	(Column A) Total Fair Value Reported on Schedule RC		(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		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
Dollar Amounts in Thousands											
Memoranda											
1. All other assets (itemize and describe amounts included in Schedule RC-Q, item 6, that are greater than \$25,000 and exceed 25% of item 6):											
a. Mortgage servicing assets											
	G536	N/A	G537	N/A	G538	N/A	G539	N/A	G540	N/A	M.1.a
b. Nontrading derivative assets											
	G541	N/A	G542	N/A	G543	N/A	G544	N/A	G545	N/A	M.1.b
TEXT											
c.	G546	N/A	G547	N/A	G548	N/A	G549	N/A	G550	N/A	M.1.c
d.	G551	N/A	G552	N/A	G553	N/A	G554	N/A	G555	N/A	M.1.d
e.	G556	N/A	G557	N/A	G558	N/A	G559	N/A	G560	N/A	M.1.e
f.	G561	N/A	G562	N/A	G563	N/A	G564	N/A	G565	N/A	M.1.f
2. All other liabilities (itemize and describe amounts included in Schedule RC-Q, item 13, that are greater than \$25,000 and exceed 25% of item 13.)											
a. Loan commitments (not accounted for as derivatives)											
	F261	N/A	F689	N/A	F697	N/A	F262	N/A	F263	N/A	M.2.a
b. Nontrading derivative liabilities											
	G566	N/A	G567	N/A	G568	N/A	G569	N/A	G570	N/A	M.2.b
TEXT											
c.	G571	N/A	G572	N/A	G573	N/A	G574	N/A	G575	N/A	M.2.c
d.	G576	N/A	G577	N/A	G578	N/A	G579	N/A	G580	N/A	M.2.d
e.	G581	N/A	G582	N/A	G583	N/A	G584	N/A	G585	N/A	M.2.e
f.	G586	N/A	G587	N/A	G588	N/A	G589	N/A	G590	N/A	M.2.f

Schedule RC-R—Regulatory Capital

	Dollar Amounts in Thousands		RCON	Bil	Mill	Thou	
Tier 1 capital							
1. Total bank equity capital (from Schedule RC, item 27.a)	3210	33,105					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)	8434	1,622					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	0					4
5. LESS: Nonqualifying perpetual preferred stock	B588	0					5
6. Qualifying noncontrolling (minority) interests in consolidated subsidiaries	B589	0					6
7.a. LESS: Disallowed goodwill and other disallowed intangible assets	B590	0					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'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 and 6, less items 2, 3, 4, 5, 7.a, and 7.b)	C227	31,483					8
9.a. LESS: Disallowed servicing assets and purchased credit card relationships	B591	0					9.a
b. LESS: Disallowed deferred tax assets	5610	0					9.b
10. Other additions to (deductions from) Tier 1 capital	B592	0					10
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274	31,483					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	2,145					14
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	0					15
16. Other Tier 2 capital components	B594	0					16
17. Tier 2 capital (sum of items 12 through 16)	5311	2,145					17
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275	2,145					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	33,628					21
Total assets for leverage ratio							
22. Average total assets (from Schedule RC-K, item 9)	3368	334,663					22
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590	0					23
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591	0					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	B596	0					26
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224	334,663					27
Adjustments for financial subsidiaries							
28. a. Adjustment to Tier 1 capital reported in item 11	C228	0					28.a
b. Adjustment to total risk-based capital reported in item 21	B503	0					28.b
29. Adjustment to risk-weighted assets reported in item 62	B504	0					29
30. Adjustment to average total assets reported in item 27	B505	0					30
Capital ratios							
(Column B is to be completed by all banks. Column A is to be completed by banks with financial subsidiaries.)							
31. Tier 1 leverage ratio (2)	7273	0.00%	7204	9.41%			31
32. Tier 1 risk-based capital ratio (3)	7274	0.00%	7206	14.96%			32
33. Total risk-based capital ratio (4)	7275	0.00%	7205	15.98%			33

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

(2) The ratio for column B is item 11 divided by item 27. The ratio for column A is item 11 minus item 28.a divided by (item 27 minus item 30).

(3) The ratio for column B is item 11 divided by item 62. The ratio for column A is item 11 minus item 28.a divided by (item 62 minus item 29).

(4) The ratio for column B is item 21 divided by item 62. The ratio for column A is item 21 minus item 28.b divided by (item 62 minus item 29).

Schedule RC-R—Continued

Banks 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 RC-R, each bank should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank 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).

	(Column A)		(Column B)	Allocation by Risk Weight Category				
	Totals		Items Not	(Column C)	(Column D)	(Column E)	(Column F)	
	(from		Subject to	0%	20%	50%	100%	
Dollar Amounts in Thousands								
	Bil Mil Thou		Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Balance Sheet Asset Categories								
34. Cash and balances due from depository institutions (Column A equals the sum of Schedule RC items 1.a and 1.b)	RCON 0010 46,153		RCON C869 0	RCON B600 29,855	RCON B601 16,298		RCON B602 0	34
35. Held-to-maturity securities	RCON 1754 0		RCON B603 0	RCON B604 0	RCON B605 0	RCON B606 0	RCON B607 0	35
36. Available-for-sale securities	RCON 1773 177,070		RCON B608 2,756	RCON B609 27,757	RCON B610 131,755	RCON B611 263	RCON B612 14,539	36
37. Federal funds sold and securities purchased under agreements to resell	RCON C225 0			RCON C063 0	RCON C064 0		RCON B520 0	37
38. Loans and leases held for sale	RCON 5369 0		RCON B617 0	RCON B618 0	RCON B619 0	RCON B620 0	RCON B621 0	38
39. Loans and leases, net of unearned income	RCON B528 138,108		RCON B622 0	RCON B623 0	RCON B624 0	RCON B625 10,515	RCON B626 127,593	39
40. LESS: Allowance for loan and lease losses	RCON 3123 1,924		RCON 3123 1,924					40
41. Trading assets	RCON 3545 0		RCON B627 0	RCON B628 0	RCON B629 0	RCON B630 0	RCON B631 0	41
42. All other assets (1)	RCON B639 6,343		RCON B640 0	RCON B641 127	RCON B642 611	RCON B643 56	RCON 5339 5,549	42
43. Total assets (sum of items 34 through 42)	RCON 2170 365,750		RCON B644 832	RCON 5320 57,739	RCON 5327 148,664	RCON 5334 10,834	RCON 5340 147,681	43

(1) Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, intangible assets, and other assets.

Schedule RC-R—Continued

	(Column A)	Credit Conversion Factor	(Column B)	(Column C) (Column D) (Column E) (Column F)				
	Face Value or Notional Amount			Credit Equivalent Amount (1)	Allocation by Risk Weight Category			
	Bil Mil Thou			Bil Mil Thou	0%	20%	50%	100%
Dollar Amounts in Thousands								
Derivatives and Off-Balance Sheet Items	RCON B546	See footnote 2	RCON B547	RCON B548	RCON B581	RCON B582	RCON B583	
44. Financial standby letters of credit	1,340	1.000	1,340	0	0	0	1,340	44
45. Performance standby letters of credit	RCON 3821		RCON B650	RCON B651	RCON B652	RCON B653	RCON B654	
	0	.50	0	0	0	0	0	45
46. Commercial and similar letters of credit	RCON 3411		RCON B655	RCON B656	RCON B657	RCON B658	RCON B659	
	290	.20	58	0	0	0	58	46
47. Risk participations in bankers acceptances acquired by the reporting institution	RCON 3429		RCON B660	RCON B661	RCON B662		RCON B663	
	0	1.00	0	0	0		0	47
48. Securities lent	RCON 3433		RCON B664	RCON B665	RCON B666	RCON B667	RCON B668	
	0	1.00	0	0	0	0	0	48
49. Retained recourse on small business obligations sold with recourse	RCON A250		RCON B669	RCON B670	RCON B671	RCON B672	RCON B673	
	0	1.00	0	0	0	0	0	49
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	RCON B541	See footnote 3	RCON B542				RCON B543	
	0	12.500	0				0	50
51. All other financial assets sold with recourse	RCON B675		RCON B676	RCON B677	RCON B678	RCON B679	RCON B680	
	0	1.00	0	0	0	0	0	51
52. All other off-balance sheet liabilities	RCON B681		RCON B682	RCON B683	RCON B684	RCON B685	RCON B686	
	0	1.00	0	0	0	0	0	52
53. Unused commitments:								
a. With an original maturity exceeding one year	RCON 3833		RCON B687	RCON B688	RCON B689	RCON B690	RCON B691	
	52,497	.50	26,249	0	0	0	26,249	53.a
b. With an original maturity of one year or less to asset-backed commercial paper conduits	RCON G591		RCON G592	RCON G593	RCON G594	RCON G595	RCON G596	
	0	.10	0	0	0	0	0	53.b
54. Derivative contracts			RCON A167	RCON B693	RCON B694	RCON B695		
			0	0	0	0		54

(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. (Entering an 'M' allows for data entry in Column B.)

(3) Or institution specific factor.

Schedule RC-R—Continued

	(Column C)	(Column D)	(Column E)	(Column F)	
	Allocation by Risk Weight Category				
	0%	20%	50%	100%	
Dollar Amounts in Thousands	Bl Mil Thou	Bl Mil Thou	Bl Mil Thou	Bl Mil Thou	
Totals					
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)	RCON B696 57,739	RCON B697 148,664	RCON B698 10,834	RCON B699 175,328	55
56. Risk weight factor	x 0%	x 20%	x 50%	x 100%	56
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	RCON B700 0	RCON B701 29,733	RCON B702 5,417	RCON B703 175,328	57
58. Market risk equivalent assets				RCON 1651 0	58
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)				RCON 8704 210,478	59
60. LESS: Excess allowance for loan and lease losses				RCON A222 0	60
61. LESS: Allocated transfer risk reserve				RCON 3128 0	61
62. Total risk-weighted assets (item 59 minus items 60 and 61)				RCON A223 210,478	62
Memoranda					
	Dollar Amounts in Thousands			RCON	Bl Mil Thou
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards				8764	0

M.1

Schedule RC-R—Continued

Memoranda—Continued

Dollar Amounts in Thousands	With a remaining maturity of								
	(Column A) One year or less			(Column B) Over one year through five years			(Column C) Over five years		
	RCON	Trl Bl Mil Thou	RCON	Trl Bl Mil Thou	RCON	Trl Bl Mil Thou			
2. Notional principal amounts of derivative contracts: (1)									
a. Interest rate contracts	3809	0	8766	0	8767	0			M.2.a
b. Foreign exchange contracts	3812	0	8769	0	8770	0			M.2.b
c. Gold contracts	8771	0	8772	0	8773	0			M.2.c
d. Other precious metals contracts	8774	0	8775	0	8776	0			M.2.d
e. Other commodity contracts	8777	0	8778	0	8779	0			M.2.e
f. Equity derivative contracts	A000	0	A001	0	A002	0			M.2.f
g. Credit derivative contracts:	[REDACTED]								
Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:									
(1) Investment grade									
(2) Subinvestment grade	G600	0	G601	0	G602	0			M.2.g.2

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

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	
	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Bank Securitization Activities								
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	RCON B705 0	RCON B706 0	RCON B707 0	RCON B708 0	RCON B709 0	RCON B710 0	RCON B711 0	1
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)	RCON B712 0	RCON B713 0	RCON B714 0	RCON B715 0	RCON B716 0	RCON B717 0	RCON B718 0	2.a
b. Subordinated securities and other residual interests	RCON C393 0	RCON C394 0	RCON C395 0	RCON C396 0	RCON C397 0	RCON C398 0	RCON C399 0	2.b
c. Standby letters of credit and other enhancements	RCON C400 0	RCON C401 0	RCON C402 0	RCON C403 0	RCON C404 0	RCON C405 0	RCON C406 0	2.c
3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1	RCON B726 0	RCON B727 0	RCON B728 0	RCON B729 0	RCON B730 0	RCON B731 0	RCON B732 0	3
4. Past due loan amounts included in item 1:								
a. 30-89 days past due	RCON B733 0	RCON B734 0	RCON B735 0	RCON B736 0	RCON B737 0	RCON B738 0	RCON B739 0	4.a
b. 90 days or more past due	RCON B740 0	RCON B741 0	RCON B742 0	RCON B743 0	RCON B744 0	RCON B745 0	RCON B746 0	4.b
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	RIAD B747 0	RIAD B748 0	RIAD B749 0	RIAD B750 0	RIAD B751 0	RIAD B752 0	RIAD B753 0	5.a
b. Recoveries	RIAD B754 0	RIAD B755 0	RIAD B756 0	RIAD B757 0	RIAD B758 0	RIAD B759 0	RIAD B760 0	5.b

Schedule RC-S—Continued

	(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		
	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou		
Dollar Amounts in Thousands									
6. Amount of ownership (or seller's) interests carried as:									
a. Securities (included in Schedule RC-B or in Schedule RC, item 5)		RCON B761 0	RCON B762 0			RCON B763 0		6.a	
b. Loans (included in Schedule RC-C)		RCON B500 0	RCON B501 0			RCON B502 0		6.b	
7. Past due loan amounts included in interests reported in item 6.a:									
a. 30-89 days past due		RCON B764 0	RCON B765 0			RCON B766 0		7.a	
b. 90 days or more past due		RCON B767 0	RCON B768 0			RCON B769 0		7.b	
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):									
a. Charge-offs		RIAD B770 0	RIAD B771 0			RIAD B772 0		8.a	
b. Recoveries		RIAD B773 0	RIAD B774 0			RIAD B775 0		8.b	
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions									
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		RCON B776 0	RCON B777 0	RCON B778 0	RCON B779 0	RCON B780 0	RCON B781 0	RCON B782 0	9
10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures		RCON B783 0	RCON B784 0	RCON B785 0	RCON B786 0	RCON B787 0	RCON B788 0	RCON B789 0	10

Schedule RC-S—Continued

	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)
	1-4 Family Residential Loans	Home Equity Lines	Credit Card Receivables	Auto Loans	Other Consumer Loans	Commercial and Industrial Loans	All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
Bank Asset Sales							
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank	RCON B790 0	RCON B791 0	RCON B792 0	RCON B793 0	RCON B794 0	RCON B795 0	RCON B796 0
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	RCON B797 0	RCON B798 0	RCON B799 0	RCON B800 0	RCON B801 0	RCON B802 0	RCON B803 0

Memoranda

	Dollar Amounts in Thousands		
	RCON	Bil Mil Thou	
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. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804	0	M.2.a
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805	0	M.2.b
c. Other financial assets (includes home equity lines) (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	0	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's 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's 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 RC-S, item 1, column C (2)	C407	N/A	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 banks that (1) 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) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.

Schedule RC-T—Fiduciary and Related Services

1. Does the institution have fiduciary powers? (If "NO," do not complete Schedule RC-T)	RCON A345	YES / NO NO	1
2. Does the institution exercise the fiduciary powers it has been granted?	RCON A346	YES / NO NO	2
3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule? (If "NO," do not complete the rest of Schedule RC-T.)	RCON B867	YES / NO NO	3

If the answer to item 3 is "YES," complete the applicable items of Schedule RC-T, as follows:

Institutions with total fiduciary assets (item 9, sum of columns A and B) greater than \$250 million (as of the preceding December 31) or with gross fiduciary and related services income greater than 10% of revenue (net interest income plus noninterest income) for the preceding calendar year must complete:

- Items 4 through 19 quarterly,
- Items 20 through 23 annually with the December report, and
- Memorandum items 1 through 4 annually with the December report.

Institutions with total fiduciary assets (item 9, sum of columns A and B) greater than \$100 million but less than or equal to \$250 million (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 23 annually with the December report, and
- Memorandum items 1 through 4 annually with the December report.

Institutions with total fiduciary assets (item 9, sum of columns A and B) of \$100 million or less (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 10 annually with the December report, and
- Memorandum items 1 through 3 annually with the December report.

	(Column A) Managed Assets				(Column B) Non-Managed Assets				(Column C) Number of Managed Accounts		(Column D) Number of Non-Managed Accounts		
	Tril	Bill	Mill	Thou	Tril	Bill	Mill	Thou					
FIDUCIARY AND RELATED ASSETS	RCON B868				RCON B869				RCON B870		RCON B871		
4. Personal trust and agency accounts	N/A				N/A				N/A		N/A		4
5. Retirement related trust & agency accounts:	RCON B872				RCON B873				RCON B874		RCON B875		
a. Employee benefit-defined contribution	N/A				N/A				N/A		N/A		5.a
b. Employee benefit-defined benefit	RCON B876				RCON B877				RCON B878		RCON B879		5.b
c. Other retirement accounts	N/A				N/A				N/A		N/A		5.c
6. Corporate trust and agency accounts	RCON B884				RCON B885				RCON C001		RCON C002		6
7. Investment management agency accounts	RCON B886				N/A				RCON B888		N/A		7
8. Other fiduciary accounts	N/A				RCON B891				RCON B892		RCON B893		8
9. Total fiduciary accounts (sum of items 4 through 8)	RCON B894				RCON B895				RCON B896		RCON B897		9
10. Custody and safekeeping accounts	N/A				RCON B898				N/A		RCON B899		10
11. Not applicable	N/A				N/A				N/A		N/A		

Schedule RC-T—Continued

Dollar Amounts in Thousands		RIAD	Bil Mil Thou	
FIDUCIARY AND RELATED SERVICES INCOME				
12. Personal trust and agency accounts		B904	N/A	12
13. Retirement related trust and agency accounts:				
a. Employee benefit—defined contribution		B905	N/A	13.a
b. Employee benefit—defined benefit		B906	N/A	13.b
c. Other retirement accounts		B907	N/A	13.c
14. Corporate trust and agency accounts		A479	N/A	14
15. Investment management agency accounts		B908	N/A	15
16. Other fiduciary accounts		A480	N/A	16
17. Custody and safekeeping accounts		B909	N/A	17
18. Other fiduciary and related services income		B910	N/A	18
19. Total gross fiduciary and related services income (sum of items 12 through 18) (must equal Schedule RI, item 5.a)		4070	N/A	19
20. LESS: Expenses		C058	N/A	20
21. LESS: Net losses from fiduciary and related services		A488	N/A	21
22. PLUS: Intracompany income credits for fiduciary and related services		B911	N/A	22
23. Net fiduciary and related services income		A491	N/A	23

Memoranda	Dollar Amounts in Thousands		Managed Assets		
	RCON	Bil Mil Thou			
1. Managed assets held in personal trust and agency accounts:					
a. Noninterest-bearing deposits	B913	N/A			M.1.a
b. Interest-bearing deposits	B914	N/A			M.1.b
c. U.S. Treasury and U.S. Government agency obligations	B915	N/A			M.1.c
d. State, county and municipal obligations	B916	N/A			M.1.d
e. Money market mutual funds	B917	N/A			M.1.e
f. Other short-term obligations	B918	N/A			M.1.f
g. Other notes and bonds	B919	N/A			M.1.g
h. Common and preferred stocks	B920	N/A			M.1.h
i. Real estate mortgages	B921	N/A			M.1.i
j. Real estate	B922	N/A			M.1.j
k. Miscellaneous assets	B923	N/A			M.1.k
l. Total managed assets held in personal trust and agency accounts (sum of Memorandum items 1.a through 1.k) (must equal Schedule RC-T, item 4, column A)	B868	N/A			M.1.l

	Dollar Amounts in Thousands		(Column A) Number of Issues	(Column B) Principal Amount Outstanding	
	RCON			Tri Bi Mil Thou	
2. Corporate trust and agency accounts:					
a. Corporate and municipal trusteeships	B927	N/A		N/A	M.2.a
b. Transfer agent, registrar, paying agent, and other corporate agency	B929	N/A			M.2.b

Schedule RC-T—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Number of Funds		(Column B) Market Value of Fund Assets		
	RCON		RCON	Bil Mil Thou	
3. Collective investment funds and common trust funds:					
a. Domestic equity	B931	N/A	B932	N/A	M.3.a
b. International/Global equity	B933	N/A	B934	N/A	M.3.b
c. Stock/Bond blend	B935	N/A	B936	N/A	M.3.c
d. Taxable bond	B937	N/A	B938	N/A	M.3.d
e. Municipal bond	B939	N/A	B940	N/A	M.3.e
f. Short term investments/Money market	B941	N/A	B942	N/A	M.3.f
g. Specialty/Other	B943	N/A	B944	N/A	M.3.g
h. Total collective investment funds (sum of Memorandum items 3.a through 3.g)	B945	N/A	B946	N/A	M.3.h

Dollar Amounts in Thousands	(Column A) Gross Losses Managed Accounts		(Column B) Gross Losses Non-Managed Accounts		(Column C) Recoveries		
	RIAD	Mil Thou	RIAD	Mil Thou	RIAD	Mil Thou	
4. Fiduciary settlements, surcharges and other losses:							
a. Personal trust and agency accounts	B947	N/A	B948	N/A	B949	N/A	M.4.a
b. Retirement related trust and agency accounts	B950	N/A	B951	N/A	B952	N/A	M.4.b
c. Investment management agency accounts	B953	N/A	B954	N/A	B955	N/A	M.4.c
d. Other fiduciary accounts and related services	B956	N/A	B957	N/A	B958	N/A	M.4.d
e. Total fiduciary settlements, surcharges, and other losses (sum of Memorandum items 4.a through 4.d) (sum of columns A and B minus column C must equal Schedule RC-T, item 21)	B959	N/A	B960	N/A	B961	N/A	M.4.e

Person to whom questions about Schedule RC-T—Fiduciary and Related Services should be directed:

N/A
Name and Title (TEXT B962)

N/A
E-mail Address (TEXT B926)

N/A Telephone: Area code/phone number/extension (TEXT B963) N/A FAX: Area code/phone number (TEXT B964)

