

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 “*Bank*”) intends to issue the subordinated debentures, which such subordinated debentures do not constitute a new class of equity, set forth on Schedule A hereto (the “*CDCI Senior Subordinated Securities*”) to the United States Department of the Treasury (the “*Investor*”) in exchange for the subordinated debentures previously acquired by the Investor pursuant to the Bank’s participation in the Troubled Asset Relief Program Capital Purchase Program set forth on Schedule A (the “*CPP Senior Subordinated Securities*”).

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 Except to the extent supplemented or superseded by the terms set forth herein or in the Schedules hereto, the provisions contained in the Exchange Agreement – Standard Terms attached hereto as Exhibit A (the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

Each of the Bank and the Investor hereby confirms its agreement with the other party with respect to the issuance by the Bank of the CDCI Senior Subordinated Securities and the exchange of the “subordinated debentures” for the CPP Senior Subordinated Securities pursuant to this letter agreement and the Exchange Agreement on the terms specified on Schedule A hereto.

This letter agreement (including the Schedules hereto), the Exchange Agreement (including the Annexes thereto) and the Disclosure Schedules (as defined in the Exchange Agreement) 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 Exchange Agreement.

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

* * *

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

UNITED STATES DEPARTMENT OF THE
TREASURY

By: _____
Name:
Title:

BANK: _____

By: _____
Name:
Title:

Date: _____

EXHIBIT A

EXCHANGE AGREEMENT

SCHEDULE A

ADDITIONAL TERMS AND CONDITIONS

Bank Information:

Name of the Bank:

Organizational Form:

Jurisdiction of Organization:

Appropriate Federal Banking Agency:

Notice Information:

Terms of the Exchange:

Aggregate Principal Amount of CDCI Senior Subordinated Securities exchanged in the form of Annex D:¹

Denomination Amount of CDCI Senior Subordinated Securities: \$1,000

Number of CDCI Senior Subordinated Securities Exchanged:

Maturity of CDCI Senior Subordinated Securities: 13 years

Dividend Payment Dates on the CDCI Senior Subordinated Securities: Payable quarterly in arrears on February 15, May 15, August 15 and November 15 of each year.

CPP Senior Subordinated Securities exchanged: *[Insert title or description of Securities]*

Aggregate Principal Amount of CPP Senior Subordinated Securities exchanged:

Number of CPP Senior Subordinated Securities:

Date of Letter Agreement pursuant to which CPP Senior Subordinated Securities were purchased:

¹ Bank may issue CDCI Senior Subordinated Securities having an aggregate capital amount equal to the positive difference, if any, between (i) (x), if the Bank is a Certified Entity, five percent (5%) of the risk-weighted assets of the Company or (y), if the Bank is not a Certified Entity, five percent (5%) of the sum of the risk-weighted assets of each of the Certified Entities and (ii) the aggregate liquidation preference of any outstanding (x) CPP Senior Subordinated Securities and (y) CDCI Senior Subordinated Securities.

Closing:

Location of Closing:

Time of Closing:

Date of Closing:

SCHEDULE B

CAPITALIZATION

Capitalization date:

Mutual Capital Interests

Type of Interest:

Par Value:

Total Authorized:

Outstanding:

Reserved for Issuance upon Conversion,
Exercise or Exchange of Securities:

Remaining authorized but unissued:

Subordinated Debt:

Additional Dividends Paid in 2009:

Total Dividends Paid in 2009:

**Holder of 5% or more of
Capital Interests**

Primary Address

Describe any commitments to authorize, issue or sell Capital Interests:

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

SCHEDULE C

MATERIAL ADVERSE EFFECT

List any exceptions to the representation and warranty in Section 3.6 of the Exchange Agreement – Standard Terms.

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

SCHEDULE D

LITIGATION

List any exceptions to the representation and warranty in Section 3.10 of the Exchange Agreement – Standard Terms.

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

SCHEDULE E

COMPLIANCE WITH LAWS

List any exceptions to the representation and warranty in the second sentence of Section 3.11 of the Exchange 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 3.11 of the Exchange Agreement – Standard Terms.

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

SCHEDULE F

REGULATORY AGREEMENTS

List any exceptions to the representation and warranty in Section 3.17 of the Exchange Agreement – Standard Terms.

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

SCHEDULE G

AMENDMENT TO CHARTER TO EFFECT SECTION 5.12(b)

List any exceptions to the representation and warranty in Section 3.23 of the Exchange Agreement – Standard Terms.

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