

Application Guidelines for TARP Community Development Capital Initiative Exchange Application

This application is used by certified Community Development Financial Institutions (“CDFIs”) that have participated in the Capital Purchase Program (“CPP”) under the Troubled Asset Relief Program (“TARP”) to request participation in the Community Development Capital Initiative (“CDCI”) under TARP. Through this application, the applying institution may solely request an exchange of securities purchased under CPP by the U.S. Department of the Treasury (“Treasury”) for securities to be issued to Treasury under CDCI.

The application must be submitted to Treasury. All inquiries regarding preparation of the application should be directed to Treasury.

All applications must be submitted no later than 5pm (EST), April 30, 2010. Institutions will have up to 30 calendar days after receiving preliminary approval to close the transaction.

More detailed information, including submission instructions, are available from Treasury online at <http://FinancialStability.gov/>. The terms of the CDCI are described generally in this application. However, this description is not binding on Treasury and is intended to provide general information only. The actual terms and conditions of the CDCI are contained in documentation that will be available from Treasury online at <http://FinancialStability.gov/>.

Exchange Eligible Institutions

Exchanges under the CDCI are available to certified CDFIs that have participated in, and have outstanding obligations under, CPP. Eligibility to participate in CDCI solely for purposes of exchanging outstanding obligations under CPP shall occur without regard to whether the institution seeks to participate in the CDCI for purposes of receiving additional capital. Institutions seeking additional capital under CDCI shall submit a separate application for that purpose.

Certain Conditions for Participation in the CDCI

To be eligible for an exchange under CDCI, the applicant must receive approval from Treasury. In addition, the applicant must agree to certain terms and conditions and make certain representations and warranties described in various agreements that will be prepared by Treasury and available online at <http://FinancialStability.gov/>. Failure to agree to all terms and conditions may result in disqualification from the CDCI. A summary term sheet currently is available online at <http://FinancialStability.gov/>. Detailed exchange agreements and associated documentation will be posted soon. Each applicant must obtain and review a copy of these agreements and agree to all of the terms and conditions, including representations and warranties, contained in these agreements.

If the applicant receives preliminary approval to participate in the CDCI from Treasury, the applicant will have 30 calendar days from the date of notification to submit the exchange agreements and related documentation.

Among the conditions to participation in the CDCI is the requirement that the applicant and its covered officers and employees must agree to comply with the rules, regulations and guidance of Treasury with respect to executive compensation, transparency, accountability and monitoring, as published and in effect at the time of the investment closing. These rules, regulations and guidance are explained online at <http://FinancialStability.gov/>.

Other Information

The applicant must identify and describe any mergers, acquisitions, or other capital raisings that are currently pending or are under negotiation and the expected consummation date.

Confidentiality

Any applicant desiring confidential treatment of specific portions of the application must submit a request in writing with the application. The request must discuss the justification for the requested treatment. The applicant's reasons for requesting confidentiality should specifically demonstrate the harm (for example, loss of competitive position, invasion of privacy) that would result from public release of information (*See* 5 U.S.C. 552). Information for which confidential treatment is requested should be: (1) specifically identified in the public portion of the application (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." The applicant should follow the same procedure when requesting confidential treatment for the subsequent filing of supplemental information to the application.

Application for TARP Community Development Capital Initiative
Exchange

Please complete the following information and follow the submission instructions as described on Treasury's website. In addition to completing the information on this form, please provide a description of any mergers, acquisitions, or other capital raisings that are currently pending or are under negotiation and the expected consummation date (no longer than 1 page).

Institution Name: _____

Address of Institution: _____

Primary Contact Name: _____

Primary Contact Phone Number: _____

Primary Contact Fax Number: _____

Primary Contact Email Address: _____

Secondary Contact Name: _____

Secondary Contact Phone Number: _____

Secondary Contact Fax Number: _____

Secondary Contact Email Address: _____

RSSD, Holding Company Docket
Number and/or FDIC Certificate
Number, as Relevant: _____

Amount of outstanding Preferred
Shares under the Capital Purchase
Program: _____

UST Sequence Number _____

Indicate the amount of Preferred
Shares under the Capital Purchase
Program to be exchanged:

Amount of Total Risk-Weighted
Assets as Reported on the Holding
Company's or Applicable
Institution's Most Recent FR-Y9,
Call Report, or TFR, as Relevant:

Institution has Reviewed the Term
Sheets and Related Documentation
on Treasury's Website (Yes/No):

Signature of Chief Executive
Officer (or Authorized Designee):

Date of Signature:
