

Application Guidelines for Capital Assistance Program

This application is used to request participation in the Treasury Capital Assistance Program (CAP). Under the CAP, the U.S. Department of the Treasury (Treasury) may purchase qualifying capital in U.S. banking organizations.

The application must be submitted to the appropriate Federal banking agency (FBA) for the applicant. If the applicant is a bank holding company, the application should be submitted to both the applicant's holding company supervisor and the supervisor of the largest insured depository institution controlled by the applicant. All inquiries regarding preparation of the application should be directed to the appropriate FBA for the applicant.

All applications must be submitted no later than 5pm (EST), May 25, 2009. Institutions will have up to six months after receiving preliminary approval to close the transaction. Institutions taking part in the special forward-looking economic assessments in conjunction with their supervisors (those with assets in excess of \$100 billion) need not wait for the conclusion of those assessments to apply.

More detailed information, including submission instructions, can be found at the applicable FBA's website:

1. For the Federal Deposit Insurance Corporation: www.fdic.gov
2. For the Federal Reserve: www.federalreserve.gov
3. For the Office of the Comptroller of the Currency: www.occ.treas.gov
4. For the Office of Thrift Supervision: www.ots.treas.gov

The terms of the CAP are described generally in this application. However, this description is not binding on the Treasury and is intended to provide general information only. The actual terms and conditions of the CAP are contained in documentation that will be available from the Treasury Department on the following websites: <http://www.treas.gov/initiatives/eesa/> and <http://financialstability.gov/>.

Eligible Institutions

The CAP is available to bank holding companies, financial holding companies, insured depository institutions and savings and loan holding companies that engage solely or

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predominately in activities that are permissible for financial holding companies under relevant law. To qualify, the applicant must be established and operating in the United States and may not be controlled by a foreign bank or company. For purposes of CAP eligibility, the deadline for approval of any holding company application is January 15, 2009, i.e. the same as the deadline for such eligibility under the Capital Purchase Program.

Institutions must consult with their appropriate FBA prior to submitting this application.

Certain Conditions for Participation in the CAP

To be eligible for the CAP, the applicant must receive the approval of the 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 the Treasury and available on Treasury's website. A summary term sheet for publicly traded institutions is currently available on Treasury's website and separate term sheets are expected to be made available for institutions that are not publicly traded or are organized as subchapter S corporations or in mutual form. Detailed investment 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. In the event the applicant files an application with the appropriate FBA prior to the availability of the investment agreement, the applicant must file an amended application which includes updated responses to any items in the application that required prior review of the investment agreement.

In the event that an applicant cannot, by May 25, 2009, take action to be in compliance with all of the terms and conditions, including the representations and warranties, contained in the Treasury agreements, the applicant must provide an explanation of the condition or conditions that cannot be met and the reasons the condition or conditions cannot be met. This explanation must be attached to the application. Failure to agree to all terms and conditions may result in disqualification from the CAP.

If the applicant receives preliminary approval to participate in the CAP from the Treasury, the applicant will have up to six months from the date of notification to submit the investment agreements and related documentation.

Among the conditions to participation in the CAP is the requirement that the applicant and its covered officers and employees must agree to comply with the rules, regulations and guidance of the 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 on the following websites:

<http://www.treas.gov/initiatives/eesa/> and <http://financialstability.gov/>.

Form of Capital Qualifying for Purchase

The capital eligible for purchase by the Treasury under the CAP is cumulative mandatorily convertible preferred stock of the publicly traded bank holding company, financial holding

company, savings and loan holding company, or insured depository institution. The shares must be *pari passu* with the most senior preferred shares of the applicant that are outstanding.

The issuance by the applicant of the convertible preferred stock to the Treasury will be a “Qualified Equity Offering” under Treasury’s Capital Purchase Program to the extent the proceeds from the sale of the convertible preferred stock are used to redeem the preferred shares sold to the Treasury under the Capital Purchase Program in whole or in part in accordance with their terms (thus effecting an “exchange” of the convertible preferred stock for the preferred shares sold under the Capital Purchase Program). Proceeds that are used to redeem the preferred shares sold to the Treasury under the Capital Purchase Program will count towards the Qualified Equity Offering proceeds that are required to be raised in order to reduce the number of shares of common stock underlying the warrant issued to the Treasury under the Capital Purchase Program. If applicable, the proceeds from the sale of the convertible preferred stock may also be used to redeem the preferred shares sold to the Treasury under the Targeted Investment Program in whole or in part in accordance with their terms.

Each applicant may issue an amount of convertible preferred stock equal to not less than 1% of its risk-weighted assets and not more than 2% of its Total Risk-Weighted Assets (RWA) plus any amount of convertible preferred stock to the extent the proceeds of such additional convertible preferred stock are used to redeem preferred shares sold under the Capital Purchase Program and, if applicable, the Targeted Investment Program as described above. An applicant must receive the approval of its FBA to issue convertible preferred in excess of this amount and will be deemed as needing “exceptional assistance.” The determination to provide such exceptional assistance will be solely in the discretion of Treasury in consultation with the appropriate FBA and will be made on a case-by-case basis to ensure or promote financial market stability. Applicants receiving exceptional assistance may be subject to additional terms and conditions.

All measurements will be based on the information contained in the latest quarterly supervisory report filed by the applicant with its appropriate FBA, updated to reflect events materially affecting the financial condition of the applicant occurring since the filing of such report.

The convertible preferred stock will have a dividend rate of 9% per year, subject to increase in the event certain stockholder approvals are required and not received. Dividends not paid will cumulate over the life of the investment, compounding quarterly.

The convertible preferred stock is convertible into the applicant’s common stock in whole or from time to time in part at the conversion price at the option of the applicant at any time, subject to the approval of the applicant’s FBA, and convertible at the option of the holder upon specified corporate events, including certain sales, mergers or changes of control of the applicant. The convertible preferred stock is mandatorily convertible into the applicant’s common stock at the conversion price after 7 years. The conversion price is 90% of the average closing price for the applicant’s common stock for the 20 trading day period ending February 9, 2009, subject to reduction in the event certain stockholder approvals are required and not received and subject to

customary anti-dilution adjustments. Upon any conversion, the issuer will also pay any accrued and unpaid dividends at its option in either cash or shares of common stock.

The convertible preferred stock may be redeemed, subject to the approval of the applicant's FBA, in whole or in part at any time solely with the proceeds of an issuance of common stock for cash which results in aggregate gross proceeds to the applicant of not less than 25% of the issue price of the convertible preferred, or additions to retained earnings. Convertible preferred shares redeemed within the first two years of issuance will be redeemable at par, plus any accrued and unpaid dividends. After the first two years of issuance, convertible preferred shares will be redeemable at the greater of par plus accrued and unpaid dividends and the as-converted value.

In all cases, the Treasury also must obtain warrants for common stock of the applicant. The terms of the warrants are explained in the Treasury agreements that will be available on the Treasury's web site. A summary term sheet is currently available on Treasury's website. In general, the warrants must be exercisable for an amount of common stock of the applicant equivalent in value to 20% of the amount of the capital purchased by the Treasury from the applicant under the CAP, calculated based on the conversion price, and must have an exercise price equal to the conversion price, subject to reduction in the event certain stockholder approvals are required and not received and subject to customary anti-dilution adjustments.

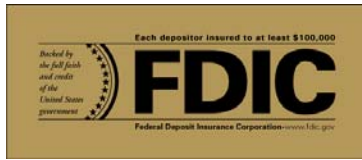
Other Information

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 (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.

The applicant should contact the appropriate regulatory agency for specific instructions regarding requests for confidential treatment. The appropriate regulatory agency will determine whether the information will be treated as confidential and will advise the applicant of any decision to make available to the public information labeled as "Confidential."



Application for TARP Capital Assistance Program (CAP)

Please complete the following information and follow the submission instructions as described on your Federal banking agency'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).

In the event the applicant files an application with the appropriate Federal banking agency prior to the availability of the investment agreement, the applicant must file an amended application which includes updated responses to any items in the application that required prior review of the investment agreement.

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: _____

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Secondary Contact Email Address: _____

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

Amount of Convertible Preferred Shares Requested: _____

Indicate whether the Institution will “exchange” Preferred Shares under the Capital Purchase Program and, if applicable, the Targeted Investment Program for Convertible Preferred Shares and if so, the amount to be exchanged: _____

Amount of Institution’s Authorized but Unissued Preferred Stock Available for Purchase: _____

Amount of Institution’s Authorized but Unissued Common Stock: _____

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 Investment Agreements and Related Documentation on Treasury’s Website (Yes/No): _____

Describe any Condition, Including a Representation or Warranty, Contained in the Investment Agreements and Related Documentation the Institution Believes it Cannot Comply With by May 25, 2009 and Provide a Timeline for Reaching Compliance¹: _____

¹ May be provided as an attachment, no longer than 1 page

Type of Company²: _____

Signature of Chief Executive
Officer (or Authorized Designee): _____

Date of Signature: _____

² Publicly Traded Stock Company; Stock Company Without Publicly Traded Shares; Other (please specify)

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