

## **Application Guidelines for TARP Capital Purchase Program**

This application is used to request participation in the Treasury Capital Purchase Program (CPP). Under the CPP, 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), November 14, 2008.

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](http://www.fdic.gov)
2. For the Federal Reserve: [www.federalreserve.gov](http://www.federalreserve.gov)
3. For the Office of the Comptroller of the Currency: [www.occ.treas.gov](http://www.occ.treas.gov)
4. For the Office of Thrift Supervision: [www.ots.treas.gov](http://www.ots.treas.gov)

The terms of the CPP 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 CPP are contained in documentation that will be available from the Treasury Department on its web site at <http://www.treas.gov/initiatives/eesa/>.

### **Eligible Institutions**

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

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

### **Certain Conditions for Participation in the CPP**

To be eligible for the CPP, 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 prepared by the Treasury and available on Treasury's website. A summary term sheet is currently available on Treasury's website and a detailed investment agreement 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 November 14, 2008, 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 CPP.

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

Among the conditions to participation in the CPP is the requirement that, for so long as the Treasury owns shares or warrants in the applicant, certain senior officers of the applicant meet standards established by the Treasury for executive compensation in certain circumstances. These standards are explained on the Treasury web site at: <http://www.treas.gov/initiatives/eesa/executivecompensation.shtml>.

For the first three years that the Treasury owns shares or warrants in the applicant, the applicant may not increase its dividend payments on common shares without the permission of the Treasury. In addition, the applicant may not repurchase or redeem any junior preferred shares, preferred shares ranking *pari passu* with the Senior Preferred, trust preferred, or common shares (other than in connection with certain employee benefit programs) during the first three years of the investment without the permission of the Treasury.

#### Form of Capital Qualifying for Purchase

All capital purchases will occur at the highest-tier holding company in cases in which the banking organization has a bank holding company or a savings and loan holding company. In these cases, the capital eligible for purchase by the Treasury under the CPP is cumulative perpetual preferred stock of the highest tier holding company. The shares must be *pari passu* with the most senior preferred shares available by the applicant.

In the case of an insured depository institution that is not controlled by a company, the capital eligible for purchase by the Treasury under the CPP is non-cumulative perpetual preferred stock

of the insured depository institution. The shares must be *pari passu* with the most senior preferred shares available by the applicant.

The maximum amount of capital eligible for purchase by the Treasury under the CPP is the lesser of (i) an amount equal to 3 percent of the Total Risk-Weighted Assets of the applicant or (ii) \$25 billion. The minimum amount eligible for purchase under the CPP is the amount equal to 1 percent of the Total Risk-Weighted Assets of the applicant. 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 shares purchased by the Treasury will have a dividend rate of 5 percent per year until the fifth anniversary of the date of the investment and a dividend rate of 9 percent per year thereafter. Dividends not paid must cumulate over the life of the investment in the case of shares purchased from a holding company for an insured depository institution. Shares may be redeemed by the applicant during the first three years following the investment only from the proceeds of a qualifying stock issuance by the applicant.

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 available on the Treasury web site. In general, the warrants must be convertible into an amount of common stock of the applicant equivalent in value to 15 percent of the amount of the capital purchased by the Treasury from the applicant under the CPP, calculated based on the average of closing prices of the common stock on the 20 trading days ending on and including the last trading day prior to the date of execution of the Purchase Agreement.

#### Other Information

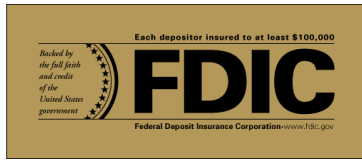
The applicant must identify and describe any mergers, acquisitions, or other capital raisings that are currently pending or are under negotiation and the expected consummation date.

#### 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 Purchase Program (CPP)**

*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:

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Address of Institution:

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Primary Contact Name:

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Primary Contact Phone Number:

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Primary Contact Fax Number:

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Primary Contact Email Address:

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Secondary Contact Name:

---

Secondary Contact Phone Number:

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Secondary Contact Fax Number:

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Secondary Contact Email Address:

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

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Amount of Preferred Shares  
Requested:

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Amount Of Institution's Authorized  
But Unissued Preferred Stock  
Available For Purchase:

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Amount Of Institution's Authorized  
But Unissued Common Stock:

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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:

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Institution Has Reviewed The  
Investment Agreements And  
Related Documentation On  
Treasury's Website (Yes/No):

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Describe Any Condition, Including  
A Representation Or Warranty,  
Contained In The Investment  
Agreements And Related  
Documentation, The Institution  
Believes it Cannot Comply With By  
November 14, 2008 And Provide A  
Timeline For Reaching  
Compliance<sup>1</sup>:

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Type of Company<sup>2</sup>:

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Signature of Chief Executive  
Officer (or Authorized Designee):

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Date of Signature:

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<sup>1</sup> May be provided as an attachment, no longer than 1 page

<sup>2</sup> Publicly Traded Stock Company; Stock Company Without Publicly Traded Shares; Other (please specify)