

Acknowledgment of Notice of Preferred Stock Terms

[OCC LOGO]

Date

Name of Contact Person

Name of Bank

Address

City, State, ZIP Code

Re: Application Description, CAIS Control Number

Dear Mr./Ms. (Name):

The Comptroller of the Currency (OCC) acknowledges receipt of your letter of notification (date), concerning the preferred stock terms for (name of bank and charter number). You may consider the preferred stock terms approved if you receive no additional communication from our agency on, or before (insert date automatic approval will become effective).

The OCC will consider the issue (Tier 1 or Tier 2) capital.

(Insert if applicable)

- Shareholders should approve, by a majority vote, the necessary issuance of authorized shares of preferred stock.
- Preliminary proxy materials or information statements must be filed for banks that are subject to 12 CFR 11 with the OCC's Securities and Corporate Practices Division (SCP), Washington, DC, for review and clearance prior to distribution to shareholders.
- Before commencing the sale of securities, prepare and file with SCP a registration statement or other document(s) that may be required under 12 CFR 16.

You must notify the OCC after you have completed the change and complied with legal requirements (see 12 CFR 5.46(i)(3) for notification requirements). Upon receipt of your notice, the OCC will certify the increase in capital, provided it is legal.

This approval and the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. Our approval is based on the bank's representations, submissions, and

information available to the OCC as of this date. The OCC may modify, suspend or rescind this approval if a material change in the information on which the OCC relied occurs prior to the date of the transaction to which this decision pertains. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

If you have questions, contact (*name*) at (*telephone number*).

Sincerely,

—Signature—

Name and Title

--OCC SEAL--

cc: Official File