

Date: _____

**U.S. Department of the Treasury
Office of Financial Stability – Capital Purchase Program
Form of Bid Letter**

Financial institutions wishing to opt-out of the pooled sale process and bid for Treasury's Capital Purchase Program ("CPP") investment in their institution (the "CPP Investment") must submit this form, in conjunction with any Designated Bidder, to the Office of Financial Stability by 5:00pm EST on Tuesday October 9, 2012. Please return completed by email to the below to cppedemption@treasury.gov

1. Name of Financial Institution: _____

2. UST Identifier: UST _____

3. Total CPP Investment Outstanding: (totaling all CPP securities outstanding, *including* additional series of preferred stock or subordinated debentures issued to Treasury in connection with the immediately exercised warrant, but *excluding* warrants for common stock. The full amount accrued but unpaid dividends or interest as of October 9, 2012 should be included in the total dollar bid amount.)

Series #1: _____

Series #2 (if applicable): _____

Series #3 (if applicable): _____

Accrued but unpaid dividends or interest: _____ (as of October 9, 2012)

Total CPP Outstanding: _____

4. Total Dollar Bid Amount: (*Including* all accrued but unpaid dividends or interest as of October 9, 2012, and including all amounts by a Designated Bidder¹). Include separate Bid Amounts for each class of security (other than warrants for common stock)

Series #1: _____

Series #2 (if applicable): _____

Series #3 (if applicable): _____

Accrued but unpaid dividends or interest: _____ (as of October 9, 2012)

Total Dollar Bid Amount: _____

Note: In addition to the total dollar bid amount, all accrued but unpaid interest as of the date of this bid letter will be included for purposes of evaluating this bid.-

5. Primary Federal Regulator

Contact: _____

Email: _____

Tel. #: _____

6. Will the institution bid directly for the CPP Preferred? Yes No

a. If the institution is bidding directly, has it received regulatory approval?

¹ As described in the June 19, 2012 letter to your financial institution, the Designated Bidder may be a single investor or a single group of investors.

Yes No

b. Date of regulatory approval, if applicable (mm/dd/yyyy): ____/____/____

c. If the institution has not yet received regulatory approval, does it have a plan to receive regulatory approval by November 2012?

Yes No

7. Designated Bidder Information (please also complete Appendix A):

a. Will the Designated Bidder require approval of any regulator prior to its acquisition of the CPP Investment, including any approvals under the Bank Holding Company Act of 1956, as amended, or the Investment Company Act of 1940, as amended?

Yes No

b. What is the financial institution's relationship to the Designated Bidder, including each member of an investor group?

c. Is the Designated Bidder, including each member of an investor group, considered an affiliate, director or officer of the institution?

d. Is the Designated Bidder, including each member of an investor group, a Qualified Accredited Investor²

Yes No

e. Is the Designated Bidder, including each member of an investor group, a Qualified Institutional Buyer³?

Yes No

f. Proposed % ownership of the class of CPP Investment by the institution and the Designated Bidder. If Designated Bidder is a single group of investors, please complete information for all parties on **Appendix A**³:

Institution: _____%

Designated Bidder: _____%

8. Financial Institution Information. Designated Bidder please fill out the information in **Appendix A** (if applicable):

Financial Institution Name: _____

Address: _____

Tel. #: _____

Email: _____

Contact: _____

² Qualified Accredited Investor for CPP bidding purposes means any person who satisfies both (i) the Securities and Exchange Commission definition of an Accredited Investor in Rule 501 of Regulation D promulgated under the Securities Act of 1933, as amended (the "Securities Act") and (ii) is either (x) an officer or director of the institution or (y) has assets under management of at least \$25 million.

³ As defined in Rule 144A under the Securities Act.

Title: _____

Signature: _____

By signing this form below, the financial institution and the Designated Bidder, including each member of an investor group, (as applicable) agrees as follows:

1. If it has indicated on this form that it is submitting a bid, it is offering to purchase the CPP securities at no less than the price specified. It understands and acknowledges that Treasury may not conduct such individual auction or other process until a few months after the date hereof.
2. In connection with any sale by Treasury of the CPP Investment, the financial institution and the Designated Bidder, including each member of an investor group, shall provide reasonable cooperation to facilitate any sales of the CPP Investment, including, as is reasonable under the circumstances, (i) in the case of the financial institution, whether or not it is bidding, by furnishing such information concerning the financial institution and its business as a proposed transferee may reasonably request, including audited financial statements, company organizational charts, call reports and summaries of material legal, regulatory and administrative proceedings (to the extent the institution is lawfully permitted to make such disclosures) and making management of the financial institution reasonably available to respond to questions of a proposed transferee in accordance with customary practice, subject in all cases to the proposed transferee agreeing to a customary confidentiality agreement and (ii) in the case of any designated bidder, by providing such information as is requested by Treasury to confirm the accuracy of the representations and warranties herein or as required for any disclosure document related to an individual auction or other process.
3. In the case of a Designated Bidder, including each member of an investor group, is aware of the potential implications of a purchase of any CPP securities under the Bank Holding Company Act of 1956, as amended, in particular, with respect to holding certain percentages of "voting securities" or more than one third of a financial institution's total equity.

If the financial institution is subject to the reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, and Treasury determines to sell the CPP Investment in a registered public offering, the financial institution shall agree to register any sale of the CPP Investment pursuant to Section 4.5 of the Securities Purchase Agreement without limitation, regardless of the availability of Rule 144 for any such sale. This bid letter and any agreement of the financial institution, or any Designated Bidder, contained herein, are in addition to, and shall not limit in any manner, any obligation, covenant or agreement contained the Securities Purchase Agreement between Treasury and the financial institution.

Appendix A

Please provide Designated Bidder contact information and proposed percentage ownership of CPP investment for the Designated Bidder, including each member of an investor group. Please provide additional attachments as a separate schedule for each member of an investor group, if applicable.

Designated Bidder⁴

Proposed ownership: _____%

Total Dollar Bid Amount: \$_____ (including any accrued but unpaid dividends or interest). Include separate Bid Amounts for each class of security (other than warrants for common stock), if applicable.

Contact Information:

Legal Name: _____

Address: _____

Tel. #: _____

Email: _____

Contact: _____

Title: _____

Signature: _____

Each individual of a Designated Bidder (for investor groups, if applicable)

Proposed ownership: _____%

Total Dollar Bid Amount: \$_____ (including any accrued but unpaid dividends or interest). Include separate Bid Amounts for each class of security (other than warrants for common stock), if applicable.

Contact Information:

Legal Name: _____

Address: _____

Tel. #: _____

Email: _____

Contact: _____

Title: _____

Signature: _____

⁴ For investor groups, please provide total amounts and for purposes of contact information, the primary contact for the investor group.