

ATTACHMENT A

BANK HOLDING COMPANY RESOLUTION
DATE

WHEREAS, pursuant to section 38 of the Federal Deposit Insurance Act, as amended (12 U.S.C. 1831o) ("Section 38"), and subpart B of Regulation H of the Board of Governors of the Federal Reserve System (the "Board of Governors") (12 C.F.R. Part 208, Subpart B) ("Regulation H"), each company having control of an insured depository institution that is undercapitalized must: (1) guarantee that the institution will comply with its capital restoration plan until the institution has been adequately capitalized on average during each of four consecutive calendar quarters; and (2) provide appropriate assurances of performance, in order for the institution's primary federal regulator to accept the institution's capital restoration plan;

WHEREAS, _____ (the "Bank"), a state member bank that is owned and controlled by _____ ("BHC"), is an undercapitalized insured depository institution within the meaning of Section 38 and Regulation H, and has submitted to the Board of Governors a capital restoration plan, dated _____ (the "Capital Plan"); and

WHEREAS, BHC desires to execute this Resolution in order to provide an adequate guarantee of the Capital Plan so that the Board of Governors may accept the Capital Plan.

NOW, THEREFORE, BE IT RESOLVED, that until the Bank has been adequately capitalized, within the meaning of Section 38 and Regulation H, on average during each of four consecutive calendar quarters, BHC shall ensure that: (1) all actions required by the Capital Plan are taken by the Bank and BHC; and (2) the Capital Plan is fully implemented;

FURTHER RESOLVED, that BHC shall take all actions required of it under the Capital Plan, including but not limited to [describe actions contemplated by Capital Plan, such as securities offering or capital infusion];

FURTHER RESOLVED, that BHC shall ensure that the Bank complies with each of the requirements prescribed by Section 38 and Regulation H, and any other requirement imposed on the Bank by the Board of Governors pursuant to Section 38 and Regulation H;

FURTHER RESOLVED, that BHC shall take no action to diminish the capital level of the Bank. Specifically, BHC shall ensure that the Bank will not pay dividends, ... [other specific

measures], until such time as it is adequately capitalized within the meaning of Section 38 and Regulation H;

FURTHER RESOLVED, that BHC hereby acknowledges that its guarantee of the Capital Plan as set forth in this Resolution and the Written Agreement dated _____ between BHC and the Federal Reserve Bank of _____ shall constitute a commitment to the Board of Governors to maintain the capital of the Bank, as set forth in section 365(o) of the United States Bankruptcy Code (11 U.S.C. 365(o)); and

FURTHER RESOLVED, that the Chairman of the Board of Directors of BHC, or his or her designee, is hereby authorized to request the prior written approval of the Board of Governors in the event that any of the actions specified in the above Resolution are proposed to be modified.

THIS RESOLUTION shall take effect upon this date, the _____ day of _____.

BHC

By: _____
name
title

The undersigned directors of BHC acknowledge that each has read and approves the foregoing Resolution.

Director

Director

Director