

**#2005-57**

AGREEMENT BY AND BETWEEN  
Atlantic Trust Company, National Association  
Chicago, Illinois  
and  
The Office of the Comptroller of the Currency

The Acting Comptroller of the Currency of the United States of America (“Comptroller”), through her National Bank Examiner, has examined Atlantic Trust Company, National Association, Boston, Massachusetts and Atlantic Trust Company (Atlantic), National Association, Washington, D.C.

The Office of the Comptroller of the Currency has granted conditional approval for the merger of Atlantic Trust Company, National Association, Boston, Massachusetts and Atlantic Trust Company (Atlantic), National Association, Washington, D.C., with and into Atlantic Trust Company, National Association, Chicago, Illinois (“Bank”).

The Bank and the Comptroller wish the Bank to operate safely and soundly and in accordance with all applicable laws, rules and regulations.

In consideration of the above premises, it is agreed, between the Bank, by and through its duly elected and acting Board of Directors (“Board”), and the Comptroller, through her authorized representative, that the Bank shall operate at all times in compliance with the articles of this Agreement.

ARTICLE I

JURISDICTION

(1) This Agreement shall be construed to be a “written agreement entered into with the agency” within the meaning of 12 U.S.C. § 1818(b)(1).

(2) This Agreement shall be construed to be a “written agreement between such depository institution and such agency” within the meaning of 12 U.S.C. § 1818(e)(1) and 12 U.S.C. § 1818(i)(2).

(3) This Agreement shall be construed to be a “formal written agreement” within the meaning of 12 C.F.R. § 5.51(c)(6)(ii). See 12 U.S.C. § 1831i.

(4) This Agreement shall be construed to be a “written agreement” within the meaning of 12 U.S.C. § 1818(u)(1)(A).

(5) By virtue of 12 U.S.C. § 1818(b)(5), all of the provisions of 12 U.S.C. § 1818 apply to the Bank.

(6) All reports or plans which the Bank or Board has agreed to submit to the Assistant Deputy Comptroller pursuant to this Agreement shall be forwarded to the:

Assistant Deputy Comptroller  
New England Field Office  
20 Winthrop Square, Suite 200  
Boston, MA 02110-1229

## ARTICLE II

### RISK MANAGEMENT PRACTICES

(1) Within one hundred and twenty (120) days, the Board shall develop, implement, and thereafter ensure Bank adherence to a written risk management program to include, at a minimum, the following:

- (a) identification of existing liquidity, transaction, compliance, strategic and reputation risks and a written analysis of those risks;
- (b) actions plans and time frames to reduce risks where exposure is high, particularly with regard to transaction, compliance, and strategic risks;

- (c) policies, procedures or standards which limit the degree of risk the Board is willing to incur, consistent with the Bank's business plan and the Bank's financial condition. This includes analyzing and limiting the risks associated with any new lines of business that the Board determines the Bank will undertake. Procedures shall ensure that strategic direction and risk tolerances are effectively communicated and followed throughout the Bank and describe the actions to be taken where noncompliance with risk policies is identified;
- (d) compliance management systems to measure and control risks within the Bank. Measurement systems should provide timely and accurate risk reports by customer, by department or division, and Bank-wide as appropriate; and
- (e) procedures to ensure that Bank employees have the necessary skills to supervise effectively the current and the new business risks within the Bank, and procedures to describe the actions to be taken to address deficiencies in staff levels and skills.

(2) The risk management program required to be developed under paragraph (1 ) shall be consistent with the Bank Supervision Process Booklet of the Comptroller's Handbook.

(3) The Board shall ensure that the Bank has processes, personnel, and control systems to ensure implementation of and adherence to the program developed pursuant to this Article.

(4) Within sixty (60) days, the Board shall identify and appoint an individual with demonstrated experience and skills in providing overall risk management to implement the

Bank's risk management program. This individual shall report to the Board of Directors of the Bank and shall be independent of other Bank operations.

(5) Prior to the appointment or employment of any individual to this risk management position, the Board shall submit the name and qualifications of the proposed individual to the Assistant Deputy Comptroller for a prior determination of no objection.

(6) The requirement to submit information and the provision for a prior determination of no objection in this Article are based on the authority of 12 U.S.C. § 1818(b) and do not require the Comptroller or the Assistant Deputy Comptroller to complete her review and act on any such information or authority within ninety (90) days.

### ARTICLE III

#### CORPORATE GOVERNANCE PRACTICES

(1) Within one hundred and twenty (120) days, the Board shall improve the Bank's corporate governance practices by:

- (a) appointing an Audit Committee of the Board with a minimum of three members, the majority of whom shall be independent of management and daily operations of the Bank and otherwise meet the requirements of 12 C.F.R. § 9.9 (c)(2), and all of whom meet the requirements of 12 C.F.R. § 9.9 (c)(1). The members of this committee shall be appropriately qualified and knowledgeable of the business and operations of the Bank. The committee's responsibilities shall include engagement of external auditors and oversight of all internal and external audits, including the Fiduciary Audit required by 12 C.F.R. § 9.9.

- (b) maintaining documentation in Board, committee and sub-committee minutes to evidence: information reviewed; decisions made and actions taken; approvals required by policy; and approved policy exceptions;
- (c) differentiating meeting documentation and issues related to the Bank from those of affiliates in instances where Board or committees meet jointly;
- (d) establishing an adequate meeting schedule for all Board and committee meetings and ensuring that meetings occur as scheduled; and
- (e) ensuring that policies and procedures are established for all significant activities and processes, with a comprehensive initial review and approval by the Board. The Board shall review and approve the Bank's policies at least annually, or more frequently if warranted. The Board shall establish a system to ensure that appropriate senior managers review Bank procedures at least annually, or more frequently if warranted.

(2) The Board shall ensure that the Bank has processes, personnel, and control systems to ensure implementation of and adherence to the practices developed pursuant to this Article.

#### ARTICLE IV

##### INTERNAL AUDIT

- (1) Within one hundred and twenty (120) days, the Board shall adopt, implement, and thereafter ensure Bank adherence to an independent, internal audit program sufficient to:
- (a) detect irregularities and weak practices in the Bank's operations;
  - (b) determine the Bank's level of compliance with all applicable laws, rules and regulations;

- (c) evaluate the Bank's adherence to established policies and procedures;
- (d) evaluate the effectiveness of policies, procedures, controls, and management oversight relating to accounting and financial reporting;
- (e) determine whether the Bank is filing accurate and correct Call Reports;
- (f) ensure adequate audit coverage in all areas, including Bank Secrecy Act compliance, consistent with the requirements of Articles VII and VIII; and
- (g) establish an annual audit plan using a risk based approach sufficient to achieve these objectives.

(2) As part of this audit program, the Audit Committee required to be appointed by the Board pursuant to Article III of this Agreement ("Audit Committee") shall: evaluate the audit reports of any party providing services to the Bank; assess the impact on the Bank of any audit deficiencies cited in such reports; and report its findings to the full Board.

(3) The Board shall ensure that the Bank has processes, personnel, and control systems to ensure implementation of and adherence to the program developed pursuant to this Article.

(4) The Board, through its Audit Committee, shall ensure that the audit function is supported by an adequately staffed department or outside firm, with respect to both the experience level and number of the individuals employed.

(5) The Board shall ensure that the audit program is independent. The persons responsible for implementing the internal audit program described above shall report directly to the Audit Committee, which shall have the sole power to direct their activities. All reports prepared by the audit staff shall be filed directly with the Audit Committee and not through any intervening party.

(6) All audit reports shall be in writing. The Board shall ensure that immediate actions are undertaken to remedy deficiencies cited in audit reports, and that auditors maintain a written record describing those actions.

(7) The audit staff shall have access to any records necessary for the proper conduct of its activities. National Bank Examiners shall have access to all reports and work papers of the audit staff and any other parties working on its behalf.

(8) Upon adoption, a copy of the internal audit program shall be promptly submitted to the Assistant Deputy Comptroller.

## ARTICLE V

### ASSET MANAGEMENT ADMINISTRATION

(1) Within ninety (90) days, the Board shall adopt, implement, and thereafter ensure Bank adherence to written policies and procedures for proper asset management account administration. At a minimum, the policies and procedures shall provide for:

- (a) a system and standards for performing timely, comprehensive, and documented account reviews in compliance with 12 C.F.R. § 9.6;
- (b) standards for documentation supporting the use of in-house and affiliated investment products, as applicable;
- (c) a process to ensure only eligible accounts are permitted to invest in common and collective investment funds;
- (d) sound fiduciary investment standards and principles consistent with applicable law and the terms of the governing instruments;

- (e) consistent practices among all of the Bank's trust offices and trust representative offices;
- (f) standards for written investment objectives and comprehensive records for each account administered; and
- (g) a system that ensures written directions are obtained from authorized power holders for directed investments.

(2) Upon adoption, a copy of these policies and procedures shall be forwarded to the Assistant Deputy Comptroller.

(3) Within ninety (90) days, the Bank shall complete a comprehensive review of core system data to ensure that the Bank's management information systems generate reports that accurately reflect the Bank's financial condition and the nature of each account and relationship in the Bank. The Board shall ensure that the Bank maintains sufficient and accurate records to support its determination.

(4) Within ninety (90) days, the Board shall conduct a comprehensive review of the Bank's management information and accounting systems and determine, in writing, whether those systems are appropriate to provide Bank management and the Board with the information it needs to conduct the Bank's activities in a safe, sound and efficient manner.

(5) The Board shall ensure that the Bank has processes, personnel, and control systems to ensure implementation of and adherence to the policies and procedures developed and reviews required to be conducted pursuant to this Article.

## ARTICLE VI

### BUSINESS PLAN/BUDGET



(1) Within thirty (30) days, the Board shall prepare, implement, and thereafter ensure Bank adherence to a written three-year business plan that shall include projections of major balance sheet and income statement components, and shall provide for injections of equity capital, as necessary.

- (a) The business plan shall also include a written profit plan and a detailed budget. Specifically, the plan shall describe:
  - (i) the Bank's objectives for achieving and sustaining Bank earnings;
  - (ii) contemplated strategies and major capital expenditures required to achieve those objectives; and
  - (iii) specific time frames for the accomplishment of the Bank's objectives. Strategies to achieve the Bank's objectives shall include specific market segments that the Bank intends to promote or develop.
- (b) The plan shall also include procedures to:
  - (i) monitor the Bank's actual results against projected results;
  - (ii) analyze how differences between actual versus projected results impact the Bank's plans; and
  - (iii) provide for appropriate adjustments to the budget and profit plan, with Board approval.

(2) In conjunction with developing the business plan/budget required in paragraph (1), the Board shall ensure that the Bank has executed appropriate written agreements with any affiliate (as defined in 12 U.S.C. § 371c (b)(1) and 12 C.F.R. § 223.2) providing services to or receiving services from the Bank, including the execution of appropriate agreements to cover

dual employee relationships. Such agreements shall provide a basis by which the Bank will determine proper expense and income allocations between the Bank and any affiliate, which the Bank shall use in developing the Bank's business plan/budget required in (1).

(3) A copy of the business plan/budget shall be submitted to the Assistant Deputy Comptroller for review.

(4) The Board shall ensure that the Bank has processes, personnel, and control systems to ensure implementation of and adherence to the plan developed pursuant to this Article.

## ARTICLE VII

### BANK SECRECY ACT- INTERNAL CONTROLS

(1) Within ninety (90) days, the Board shall improve the Bank's written program of policies and procedures to assure compliance with the Bank Secrecy Act, as amended (31 U.S.C. §§ 5311 - 5330), the regulations promulgated thereunder at 31 C.F.R. Part 103, as amended, and 12 C.F.R. Part 21, Subparts B and C (collectively referred to as the Bank Secrecy Act) and ensure the Bank's adherence thereto. At a minimum, the written program shall establish:

- (a) a system of internal controls and independent testing and auditing to ensure ongoing compliance with the Bank Secrecy Act, including an integrated system to link related accounts to evaluate patterns of activity;
- (b) written policies delineating accounts, businesses, transactions and geographic areas the Bank considers to be high-risk;
- (c) specific operating procedures requiring identification of the Bank's high-risk accounts, businesses, transactions, and geographic areas;

- (d) specific operating procedures for the opening of new accounts, including enhanced due diligence procedures for accounts, businesses, and transactions considered to be high-risk;
- (e) specific operating procedures for the documented monitoring of all accounts on at least a quarterly basis;
- (f) specific operating procedures for the documented monitoring of the Bank's identified high-risk accounts, businesses and transactions, including transactions that are inconsistent with expected account activity, on a periodic basis consistent with identified risk, and no less than quarterly;
- (g) adequate controls and procedures to ensure that any suspicious or large currency transactions are identified and reported;
- (h) procedures to ensure that records are maintained as required by the Bank Secrecy Act;
- (i) comprehensive procedures to identify, report, and document, on a quarterly basis, to appropriate management personnel:
  - (i) frequent or large volume deposits and withdrawals or wire transfers or book entry transfers to or from offshore or domestic entities or individuals;
  - (ii) wire transfers or book entry transfers that are deposited into several accounts;
  - (iii) receipt and disbursement of wire transfers or book entry transfers without an apparent business reason;

- (iv) receipt and disbursement of wire transfers or book entry transfers when they are inconsistent with the customer's business;
- (v) transactions that are inconsistent with expected account activity or are inconsistent with the type and frequency of transactions for similar accounts where no documented expected account activity is recorded;
- (vi) receipt and disbursement of currency or monetary instruments when they are inconsistent with the customer's business; and
- (vii) bank accounts opened in the name of any "financial institution" as defined in 31 C.F.R. § 103.11(n) (bank, broker/dealer, currency dealer or exchanger, issuer or seller or redeemer of traveler's checks or money orders, transmitter of funds, telegraph company, casino, etc.);
- (j) a comprehensive training program for all administrative, operational and supervisory personnel to ensure their awareness of and compliance with the requirements of the Bank Secrecy Act and the Office of Foreign Assets Control (OFAC), including the currency reporting and monetary instrument and funds transfer recordkeeping requirements, and the reporting requirements associated with Suspicious Activity Reports (SARs) pursuant to 12 C.F.R. Part 21, Subpart B; and
- (k) comprehensive guidelines, procedures, and systems for compliance with the rules and regulations of the Office of Foreign Assets Control (OFAC).

(2) Upon completion, a copy of this program shall be submitted to the Assistant Deputy Comptroller for review. In the event the Assistant Deputy Comptroller recommends changes to the program, the Board shall immediately incorporate those changes into the program.

(3) The Board shall ensure that the Bank has processes, personnel, and control systems to ensure implementation of and adherence to the program developed pursuant to this Article.

## ARTICLE VIII

### BANK SECRECY ACT – INDEPENDENT TESTING

(1) Within sixty days (60) days, the Board shall review and evaluate the level of service and ability of the BSA audit function currently being provided by its independent auditors. Such an assessment, which must be in writing, should include the Board's expectations of how its independent auditors can assist in ensuring the Bank's compliance with the Bank Secrecy Act.

(2) Within ninety (90) days, the Board shall expand the Bank's existing audit procedures to include:

- (a) development of a program to test the adequacy of internal controls designed to ensure compliance with the provisions of the Bank Secrecy Act;
- (b) prompt management response and follow-up to all audit exceptions or other recommendations of the Bank's auditor; and
- (c) a risk based approach to Bank Secrecy Act compliance that includes transactional testing and verification of data for higher risk accounts, businesses, transactions or geographic areas of specific concern.

- (3) Within one hundred and eighty (180) days, the Board shall ensure that the independent auditor for BSA has:
- (a) developed written findings, observations and recommendations on the Bank's internal controls addressing compliance with the Bank Secrecy Act and OFAC, including related regulatory reporting on those subjects;
  - (b) reviewed prior account activity at the Bank since January 1, 2004, including loan transactions, wire activity, check activity, house and suspense account transactions, Currency Transaction Report activity (including structuring) and monetary instrument activity, for accounts that pose greater than normal risks for compliance with the Bank Secrecy Act, in order to ascertain any unusual or suspicious transactions that may have occurred during this period; and
  - (c) provided to the Board a written report detailing its findings.
- (4) Upon completion, the Board shall provide a copy of its findings, the expanded audit procedures, and the independent auditor's findings to the Assistant Deputy Comptroller. The Bank shall immediately file Suspicious Activity Reports, in accordance with 12 C.F.R. § 21.11, for any previously unreported suspicious activity identified during the independent auditor's review, and it shall supplement any previously filed Suspicious Activity Report as appropriate.

## ARTICLE IX

### SAFEGUARDING CUSTOMER INFORMATION

- (1) Within ninety (90) days, the Board shall ensure the Bank is in full compliance with the Interagency Guidelines Establishing Standards for Safeguarding Customer Information,

12 C.F.R. Part 30, Appendix B (Guidelines). This shall include the Board, or a committee thereof, overseeing maintenance of the Bank's information security program and reviewing, at least annually, a report detailing the overall status of the information security program and the Bank's compliance with the Guidelines.

## ARTICLE X

### CALL REPORTS

(1) Within ninety (90) days, the Board shall adopt and cause the Bank to implement policies and procedures, in accordance with the Instructions for Preparation of Consolidated Reports of Condition and Income, to ensure that all official and regulatory reports filed by the Bank accurately reflect the Bank's condition as of the date that such reports are submitted. Thereafter the Board shall ensure Bank adherence to the policies and procedures adopted pursuant to this Article.

(2) Upon completion of the policies and procedures, the Board shall submit a copy to the Assistant Deputy Comptroller.

(3) The Board shall ensure that the Bank has processes, personnel, and control systems to ensure implementation of and adherence to the policies and procedures developed pursuant to this Article.

## ARTICLE XI

### SERVICE AGREEMENTS WITH OUTSIDE PARTIES

(1) Before entering into a contractual agreement with any party (servicer) which provides services to the Bank including data processing, account management and management

information systems (MIS), the Board shall perform a comprehensive due diligence review of the servicer to assess management capabilities, adequacy of staffing, existence of proper internal controls, comprehensiveness of operating procedures, and adequacy of MIS to fulfill the Bank's needs. The Board shall also assess the financial strength of the servicer and determine the ongoing viability of the servicer. If the Board's evaluation does not demonstrate that the servicer possesses these attributes, then the Board shall not enter into the agreement. The Board shall submit to the Assistant Deputy Comptroller a copy of their written evaluation before the execution of a contract with any servicer.

(2) Within one hundred and twenty (120) days, the Board shall prepare the aforementioned written analysis with regard to any servicer with which the Bank has entered into an existing contractual service agreement, and submit a copy to the Assistant Deputy Comptroller.

(3) The Board shall designate a Bank officer or officers to monitor the operations of such servicer(s) and to submit to the Board, at least annually, a written appraisal of the servicer's performance in providing services to the Bank, and in maintaining sufficient management, staff, controls, procedures and MIS. The Board shall forward a copy of these appraisals to the Assistant Deputy Comptroller.

(4) In the event that the aforementioned written appraisals demonstrate that such servicer(s) has failed to provide acceptable services to the Bank, or to maintain the necessary management, staff, controls, procedures and MIS, and if such servicer(s) is(are) unable or unwilling to correct these deficiencies, the Board shall terminate the contract between the Bank and servicer(s).



## ARTICLE XII

### BUSINESS EXPANSION

(1) Prior to the Bank opening any additional offices or expanding the operations of any existing office, the Board shall prepare a written analysis detailing:

- (a) an assessment of the risks and benefits to the Bank of opening or expanding the office;
- (b) an explanation of how opening or expanding the office is consistent with the Bank's business plan;
- (c) an evaluation of the adequacy of the Bank's organizational structure, staffing, MIS, internal controls and written policies and procedures to identify, measure, monitor, and control the risks associated with opening or expanding the operations of the office; and
- (d) a profitability analysis, including growth projections.

(2) Prior to the Bank opening any additional offices or expanding the operations of any existing office, a copy of the analysis required in (1) shall be submitted to the Assistant Deputy Comptroller for review and a written determination of no objection.

## ARTICLE XIII

### VIOLATIONS OF LAW

(1) The Board shall immediately take all necessary steps to ensure that Bank management corrects each violation of law, rule or regulation cited in the Report of Examination and in any subsequent Report of Examination. The quarterly progress reports required by Article

XIV of this Agreement shall include the date and manner in which each correction has been effected during that reporting period.

(2) Within ninety (90) days, the Board shall adopt, implement, and thereafter ensure Bank adherence to specific policies and procedures to prevent future violations as cited in the Report of Examination and shall adopt, implement, and ensure Bank adherence to general policies and procedures addressing compliance management which incorporate internal control systems and education of employees regarding laws, rules and regulations applicable to their areas of responsibility.

(3) Within thirty (30) days of receipt of any subsequent Report of Examination which cites violations of law, rule, or regulation, the Board shall adopt, implement, and thereafter ensure Bank adherence to specific policies and procedures to prevent future violations as cited in the Report of Examination and shall adopt, implement, and ensure Bank adherence to general policies and procedures addressing compliance management which incorporate internal control systems and education of employees regarding laws, rules and regulations applicable to their areas of responsibility.

(4) Upon adoption, a copy of these policies and procedures shall be promptly forwarded to the Assistant Deputy Comptroller.

(5) The Board shall ensure that the Bank has processes, personnel, and control systems to ensure implementation of and adherence to the policies and procedures developed pursuant to this Article.

#### ARTICLE XIV

#### QUARTERLY PROGRESS REPORTING

- (1) The Board shall submit quarterly progress reports to the Assistant Deputy Comptroller. These reports shall set forth in detail:
  - (a) actions taken since the prior progress report to comply with each Article of the Agreement;
  - (b) results of those actions; and
  - (c) a description of the actions needed to achieve full compliance with each Article of this Agreement.
- (2) The progress reports should also include any actions initiated by the Board and the Bank pursuant to the criticisms and comments in the Report of Examination or in any future Report of Examination.
- (3) The first progress report shall be submitted for the period ending June 30, 2005 and will be due within fifteen (15) days of that date. Thereafter, progress reports will be due within fifteen (15) days after the quarter end.

## ARTICLE XV

### ADMINISTRATIVE APPEALS AND EXTENSIONS OF TIME

- (1) If the Bank determines that an exception to any provision of this Agreement is in the best interests of the Bank, or requires an extension of any timeframe within this Agreement, the Board shall submit a written request to the Assistant Deputy Comptroller asking for relief.
- (2) Any written requests submitted pursuant to this Article shall include a statement setting forth in detail the special circumstances that prevent the Bank from complying with any provision, that require the Assistant Deputy Comptroller to exempt the Bank from any provision,

or that require an extension of any timeframe within this Agreement. All such requests shall be accompanied by relevant supporting documentation.

(3) The Assistant Deputy Comptroller's decision in granting the request is final and not subject to further review.

## ARTICLE XVI

### CONCLUDING PROVISIONS

(1) Although the Board has agreed to submit certain programs and reports to the Assistant Deputy Comptroller for review or prior determination of no objection, the Board has the ultimate responsibility for proper and sound management of the Bank.

(2) It is expressly and clearly understood that if, at any time, the Comptroller deems it appropriate in fulfilling the responsibilities placed upon her by the several laws of the United States of America to undertake any action affecting the Bank, nothing in this Agreement shall in any way inhibit, estop, bar, or otherwise prevent the Comptroller from so doing.

(3) Any time limitations imposed by this Agreement shall begin to run from the effective date of this Agreement. Such time requirements may be extended in writing by the Assistant Deputy Comptroller for good cause upon written application by the Board.

(4) The provisions of this Agreement shall be effective upon execution by the parties hereto and its provisions shall continue in full force and effect unless or until such provisions are amended in writing by mutual consent of the parties to the Agreement or excepted, waived, or terminated in writing by the Comptroller.

(5) This Agreement is intended to be, and shall be construed to be, a supervisory "written agreement entered into with the agency" as contemplated by 12 U.S.C. § 1818(b)(1),

and expressly does not form, and may not be construed to form, a contract binding on the Comptroller or the United States. Notwithstanding the absence of mutuality of obligation, or of consideration, or of a contract, the Comptroller may enforce any of the commitments or obligations herein undertaken by the Bank under its supervisory powers, including 12 U.S.C. § 1818(b)(1), and not as a matter of contract law. The Bank expressly acknowledges that neither the Bank nor the Comptroller has any intention to enter into a contract.

(6) The Bank also expressly acknowledges that no Comptroller officer or employee has statutory or other authority to bind the United States, the U.S. Treasury Department, the Comptroller, or any other federal bank regulatory agency or entity, or any officer or employee of any of those entities to a contract affecting the Comptroller's exercise of its supervisory responsibilities.

IN TESTIMONY WHEREOF, the undersigned, authorized by the Comptroller, has hereunto set her hand on behalf of the Comptroller.

/s/ Kathleen M. Cahill

Kathleen M. Cahill  
Assistant Deputy Comptroller  
New England Field Office

May 11, 2005

Date

IN TESTIMONY WHEREOF, the undersigned, as the duly elected and acting Board of Directors of the Bank, have hereunto set their hands on behalf of the Bank.

<hr/> <hr/> /s/ <hr/> <hr/> JEFFREY G. CALLAHAN	<hr/> <hr/> 5/02/2005 <hr/> <hr/> Date
<hr/> <hr/> /s/ <hr/> <hr/> DAVID A. HARTLEY	<hr/> <hr/> 5/02/2005 <hr/> <hr/> Date
<hr/> <hr/> /s/ <hr/> <hr/> KENNETH J. KOZANDA	<hr/> <hr/> 5/04/2005 <hr/> <hr/> Date
<hr/> <hr/> /s/ <hr/> <hr/> JOHN S. MARKWALTER	<hr/> <hr/> 5/02/2005 <hr/> <hr/> Date
<hr/> <hr/> /s/ <hr/> <hr/> WILLIAM E. RANKIN	<hr/> <hr/> 5/05/2005 <hr/> <hr/> Date
<hr/> <hr/> /s/ <hr/> <hr/> JOHN P. RIBES, JR.	<hr/> <hr/> 5/02/2005 <hr/> <hr/> Date
<hr/> <hr/> /s/ <hr/> <hr/> EDWARD I. RUDMAN	<hr/> <hr/> 5/06/2005 <hr/> <hr/> Date
<hr/> <hr/> /s/ <hr/> <hr/> JEFFREY S. THOMAS	<hr/> <hr/> 5/06/2005 <hr/> <hr/> Date
<hr/> <hr/>	<hr/> <hr/>