

**Senior Preferred Stock—Summary of Material Terms**

(Full term sheet is available at [www.treas.gov](http://www.treas.gov).)

- Capital Treatment: Tier 1 eligible
- Amount: 1%-3% of risk-weighted assets
- Voting: generally non-voting. Class voting rights on authorization/issuance of senior securities, amendments to rights of the Senior Preferred or change in control transaction that would adversely affect rights of the Senior Preferred.
- Directors: Holder has right to elected 2 directors if dividends on the Senior Preferred are not paid in full for 6 dividend periods (whether or not consecutive). Election right ends when full dividends have been paid for 4 consecutive periods.
- Dividend--5% initial, 9% after 5 years
- Redemption: Redeemable within 1st 3 years with proceeds from a common stock or a Tier 1 perpetual preferred offering equal to at least 25% of the issue price of the Senior Preferred
- Transferability: no contractual restrictions
- Registration:
  - Must file a shelf registration statement with the SEC covering the Senior Preferred
  - Must provide “piggyback” registration rights
- Dividends: can’t increase common dividends without Treasury approval until the 3rd anniversary of issuance unless the Senior Preferred has been redeemed or transferred. Must be current in Senior Preferred dividends before paying on junior securities.
- Repurchase restrictions: Treasury consent required for most common/junior share repurchases until the 3rd anniversary of the investment unless Senior Preferred has been redeemed or transferred. Must be current on Senior Preferred dividends before repurchasing common/junior securities.
- Executive compensation: Company and senior executive officers covered by EESA must modify employment agreements, benefit plans and agreements to comply with EESA Section 111 and related regulations and guidance and release Treasury from any claims relating to such modifications.

**Warrants—Summary of Material Terms**  
(Full term sheet is available at [www.treas.gov](http://www.treas.gov).)

- **Amount:** 15% of the Senior Preferred dollar amount
- **Exercise Price:** the 20-trading day trailing average market price of the common stock on the date of the investment
- **Voting:** warrant shares issued to Treasury upon exercise are non-voting
- **Term:** 10 years
- **Accounting:** equity (not liability) treatment. Capital treatment still to be determined.
- **Registration:** must apply to list the underlying warrant shares on a national exchange and provide “piggyback” registration rights
- **Exercise/Transfer Limitations:** Treasury can transfer or exercise only 50% of the warrants before the earlier of:
  - Dec. 31, 2009 or
  - Company’s receipt of gross proceeds of 100% of the issue price of the Senior Preferred from offering(s) of common or Tier 1 perpetual preferred stock
- **Reduction:** if the Company raises common or perpetual preferred equal to at least 100% of the issue price of the Senior Preferred by Dec. 31, 2009, the number of warrants will be reduced by 50%.
- **Substitution:** if the Company is no longer exchange listed or can’t obtain shareholder approval to issue warrant shares (if required) within 18 months after issuance, Treasury has option to exchange the warrants for senior term debt or other instrument(s).