

STATE OF DELAWARE

OFFICE OF THE STATE BANK COMMISSIONER

Application for Certificate of Public Convenience and Advantage for the
Conversion or Simultaneous Conversion and Acquisition of a
Building and Loan Association Pursuant to 5 Del. C. §794

PROPOSED TITLE		
STREET ADDRESS	CITY	
COUNTY	STATE	ZIP CODE
TYPE OF BUSINESS <i>(Check all which apply)</i>		
<input type="checkbox"/> Commercial Banking <input type="checkbox"/> Trust Business		

We, the undersigned prospective incorporators, being natural persons of lawful age, hereby apply for a Certificate of Public Convenience and Advantage with respect to the proposed conversion of a building and loan association to a bank or the proposed simultaneous conversion and acquisition thereof (the “Simultaneous Transaction”). In making this application none of the proposed directors or officers are acting as agents for other persons undisclosed to the State Bank Commissioner. In support of this application, we hereby make the following statements and representations and submit the following information for the purpose of inducing the State Bank Commissioner to issue such Certificate of Public Convenience and Advantage:

THE UNDERSIGNED HEREBY CERTIFY, JOINTLY AND SEVERALLY, that the statements contained herein are true to our best knowledge and belief.

SIGNATURE AND PLACE OF RESIDENCE	SIGNATURE AND PLACE OF RESIDENCE

NOTE: If this application is made or is to be made as part of a transaction authorized or proposed to be authorized by the State Bank Commissioner under Chapter 8 of Title 5 of the Delaware Code, that fact should be indicated above following the signature and designation of place of residence of the incorporators.

I. FINANCIAL HISTORY AND CONDITION

A. PRO FORMA STATEMENT OF CONDITION - BEGINNING OF BUSINESS

ASSETS		LIABILITIES AND CAPITAL	
Description	AMOUNT	Description	AMOUNT
Cash and due from banks		LIABILITIES	
Securities			
Loans			
Premises		TOTAL LIABILITIES	
Furniture, fixtures and equipment		CAPITAL	
Other assets			
Net organization expense (Same as 1E)		Total Capital Accounts (Same as II A)	
TOTAL ASSETS		TOTAL LIABILITIES AND CAPITAL	

B. PREMISES TO BE OCCUPIED BY BANK

INSTRUCTIONS: Complete all appropriate sections below. Where not applicable, insert None. When the disclosure of any information may adversely affect ongoing negotiations, include such information in the Confidential Section of this application. Copies of any completed contracts should be submitted for the confidential use of the State Bank Commissioner.

1. Type of Occupancy (Check all which apply to indicate both type of quarters at opening and contemplated permanent quarters.)

- Permanent quarters leased (Complete 2 and 3 below) Permanent quarters owned (Complete 2 and 4 below)
 Temporary quarters (Complete 5 below)

2. DESCRIPTION OF PREMISES

DIMENSIONS OF LOT	DIMENSIONS OF BUILDING	NO. OF STORIES	NO. PARKING SPACES	NO. TELLER'S STATIONS		
				Inside	Drive-Up	Walk-Up

TYPE OF CONSTRUCTION OF BUILDING

DETAILS OF BUILDING INTERIOR (Mention all employee facilities and size of lobby area)

3. PREMISES LEASED

NAME OF OWNER	COST OR APPRAISED VALUE OF PREMISES	INSURANCE TO BE CARRIED
COST AND DESCRIPTION OF LEASEHOLD IMPROVEMENTS		ANNUAL RENTAL
		ANNUAL AMORTIZATION

TERMS OF LEASE (Include renewal options)

I. FINANCIAL HISTORY AND CONDITION (Continued)

Copies of any lease should be submitted for the confidential use of the State Bank Commissioner. Except where State law obviates the need, a clause similar to the following should be incorporated in all leases drawn for a term exceeding one year in connection with this application:

“Notwithstanding any other provisions contained in this lease, in the event the Lessee is closed or taken over by the banking authority of the State of Delaware, or other bank supervisory authority, the Lessor may terminate the lease only with the concurrence of such banking authority or other bank supervisory authority, and any such authority shall in any event have the election either to continue or to terminate the lease. Provided, that in the event this lease is terminated, the maximum claim of Lessor for damages or indemnity for injury resulting from the rejection or abandonment of the unexpired term of the lease shall in no event be in an amount exceeding the rent reserved by the lease, without acceleration, for the year next succeeding the date of the surrender of the premises to the Lessor, or the date of re-entry of the Lessor, whichever first occurs, whether before or after the closing of the bank, plus an amount equal to the unpaid rent accrued, without acceleration up to such date.”

4. PREMISES OWNED

EXISTING STRUCTURE

NAME OF SELLER	DATE CONSTRUCTED	COST TO BANK
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COST AND DESCRIPTION OF NECESSARY REPAIRS AND ALTERATIONS

Assessed Valuation	Insurance to be Carried	Estimated Annual Depreciation	Depreciation Method
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PROPOSED STRUCTURE

IMPORTANT: In estimating cost of construction, include architect's fee, site preparation, paving and landscaping

NAME OF SELLER OF LOT	COST OF LOT TO BANK	CONSTRUCTION COST
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Estimated Assessed Valuation	Insurance to be Carried	Estimated Annual Depreciation	Depreciation Method
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IS THE BANK STRUCTURE TO BE DESIGNED TO PERMIT ADDITIONS TO THE BUILDING AT A LATER DATE? YES NO

5. TEMPORARY QUARTERS

NAME OF OWNER	COST OR MONTHLY RENTAL
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LOCATION (Include distance and direction from permanent quarters)	INSURANCE TO BE CARRIED
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DESCRIPTION OF FACILITIES AND SERVICES OFFERED (Submit copies of lease or other contracts)

COMMENTS

DOES APPLICANT BANK PLAN TO SEEK APPROVAL FOR ESTABLISHMENT OF A BRANCH WITHIN THE FIRST THREE YEARS OF THE PROPOSED BANK'S OPERATION? YES NO (If Yes, explain below)

I. FINANCIAL HISTORY AND CONDITION (Continued)

C. PROPOSED INVESTMENT IN AND RENTAL OF FURNITURE, FIXTURES AND EQUIPMENT

ITEM	TOTAL NO. OF UNITS	TOTAL COST (If Owned)	ANNUAL RENTAL (If Leased)
Safe			
Safe Deposit Boxes			
Vault Door			
Vault Ventilator			
Counter and Gate Fixtures			
Drive-in Tellers' Windows			
Night Depository			
Tellers chests			
Walk-up Tellers' Windows			
Adding Machines			
Automobiles			
Canceling Machine			
Checkwriter			
*Electronic Data Processing Equipment			
Microfilmer			
Posting Machines			
Proof Machines			
Tellers' Machines			
Typewriters			
Chairs			
Desks			
Filing Cabinets			
Tables			
Air Conditioning System			
Heating System			
Carpeting			
Draperies			
Other (Specify):			
TOTALS			
TOTAL INSURANCE TO BE CARRIED		TOTAL ANNUAL DEPRECIATION	DEPRECIATION METHOD

I. FINANCIAL HISTORY AND CONDITION (Continued)

*LIST ALL ITEMS COMPRISING THIS EDP INVENTORY AND LIST THE APPLICATIONS THAT WOULD BE PROCESSED ON PREMISES.

DO PROPONENTS PLAN TO CONTRACT FOR OFF-PREMISE ELECTRONIC DATA PROCESSING SERVICE?

YES NO (If yes, list servicer(s) if known and the applications that would be processed off-premise. Attach copies of any electronic data processing agreements that have been executed.)

DO PROPOSED FIXED ASSET EXPENDITURES CONFORM TO STATUTORY LIMITATIONS? YES NO
(If no, describe the deficiency and management's plan to correct it.)

D.1 RELATIONSHIPS AND ASSOCIATIONS WITH BANK

ARE ANY ARCHITECTS, REAL ESTATE BROKERS, THE SELLERS OR LESSORS OF LAND, BUILDINGS OR EQUIPMENT LISTED HEREIN OTHERWISE DIRECTLY OR INDIRECTLY ASSOCIATED WITH THE APPLICANT?

YES NO (If yes, complete the following table)

NAME	ITEM (Mark Appropriate Column)			RELATIONSHIP OR ASSOCIATION WITH BANK (Specify Director, Officer, 5% Stockholder, or their relatives Designate any business interests of the aforementioned)
	Land	Building	Equipment	

IMPORTANT: Payment to related parties must be fully supported in the CONFIDENTIAL SECTION of this application. Upon organization, the proposed bank will not refinance, directly or indirectly, any loan, advance, or credit extension originally made by any existing financial institution, or others, to any of the individuals listed above for the purpose of obtaining funds to purchase the fixed assets.

D.2 FULL DISCLOSURE OF INSIDER TRANSACTIONS

Full disclosure will be required in writing to all directors and shareholders concerning all insider transactions including fixed asset involvements and attorney, consultant and similar fees in excess of \$5,000. If such disclosure has been made, attach a copy thereof, indicate to whom the disclosure was made, and the date of such disclosure. If disclosure has not been made, indicate plans in this regard.

I. FINANCIAL HISTORY AND CONDITION (Continued)

E. ORGANIZATION EXPENSES

INSTRUCTIONS: List all expenses related to the conversion of the building and loan to a Bank or the Simultaneous Transaction. Include all expenses paid, additional costs anticipated prior to the opening date, and include any expenses for work performed during the organization phases for which disbursement has been deferred beyond the opening date. If the converted Bank or Bank resulting from a Simultaneous Transaction for whom a Certificate of Public Convenience and Advantage is here sought is to be organized pursuant to a plan, approved or to be approved by the State Bank Commissioner under Chapter 8 of Title 5, calling for the acquisition of substantially all of the shares of such proposed bank by an out-of-state bank holding company, then this Subsection E need not be completed so long as such organizational expenses do not exceed five percent of the proposed bank's initial capitalization.

IMPORTANT: If legal or other fees appear to be excessive in volume or amount, supportive documentation will be required.

NAME OF RECIPIENT	ASSOCIATION WITH BANK			TYPE OF RELATIONSHIP (Specify Director, Officer, 5% stockholder, or their relatives. Designate any business interests of the aforementioned)	AMOUNT
	Mark appropriate column				
	Direct	Indirect	None		
Attorney Fees					
1. TOTAL ATTORNEY FEES					
Consultant Fees:					
2. TOTAL CONSULTANT FEES					
3. TOTAL PRE-OPENING SALARIES					
4. TOTAL PRE-OPENING TRAVEL AND ENTERTAINMENT					
5. TOTAL APPLICATION AND INVESTIGATION FEES					
Other Expenses: (Describe in detail any item in excess of \$1,000)					
6. TOTAL OTHER EXPENSES					
Total Organization Expenses (Sum of lines 1 thru 6 above)					
Pre-opening income					
NET TOTAL					

DESCRIBE SOURCE OF PRE-OPENING INCOME

DESCRIBE HOW ORGANIZATION EXPENSES WILL BE PAID

F. PREDECESSOR INSTITUTION

INSTRUCTIONS: Set forth below a brief history of the operations of any banking institution the assets and liabilities of which are to be assumed in whole or in part by the converted Bank, such banking institution herein referred to as the Predecessor Institution. This history should include the date of organization and full information on any mergers, consolidations, conversions, reorganizations, recapitalization programs, guaranties or guaranty bonds executed, capital contributions, liability or deposit assumptions, deposit waivers, deposit deferment or restriction agreements, subordinations of claim or deposits, and so forth, which have occurred during the past ten years.

II. ADEQUACY OF THE CAPITAL STRUCTURE

A. PROPOSED PAID-IN CAPITAL STRUCTURE

IMPORTANT: Upon organization, the converted Bank will not refinance, directly or indirectly, any loan, advance, or credit extension originally made by an existing financial institution, or others, to any subscriber or shareholder for the purpose of obtaining funds to purchase stock in the proposed bank.

DESCRIPTION	AMOUNT
Common capital (no. of shares @ par value)	
Surplus	
Organization expense fund	
Other capital segregations	
TOTAL	
LIST AMOUNTS AND RECIPIENTS OF ANY FEES OR COMMISSIONS IN CONNECTION WITH THE SALE OF STOCK	SALE PRICE PER SHARE

NOTE: Attach a copy of the stock subscription form which will be used in connection with the issuance of capital stock. A substantially complete list of stock subscribers will have to be submitted before the application can be processed.

II. ADEQUACY OF THE CAPITAL STRUCTURE (Continued)

B. ESTIMATED DEPOSITS

TYPE OF DEPOSIT	ESTIMATED VOLUME AT END OF		
	First Year	Second Year	Third Year
INDIVIDUALS, PARTNERSHIPS, AND CORPORATIONS;			
Demand Deposits			
Savings Deposits			
Time Deposits			
NOW Accounts			
PUBLIC FUNDS;			
Demand Deposits			
Time and Savings Deposits			
DEPOSITS OF BANKS AND OTHER FINANCIAL INSTITUTIONS:			
Demand Deposits			
Time and Savings Deposits			
TOTAL DEMAND DEPOSITS			
TOTAL TIME AND SAVINGS DEPOSITS			
TOTAL DEPOSITS			

THE ABOVE ESTIMATES ARE BASED ON THE FOLLOWING DATA AND ASSUMPTIONS:

IMPORTANT: The converted Bank will at all times maintain adequate capital accounts in relation to the true value of its total assets.

III. FUTURE EARNINGS PROSPECTS

The prospective directors are of the opinion that within a reasonable period after commencement of business, the earnings of the Bank will be sufficient to cover all operating expenses, losses and charge-offs and to provide a reasonable return to shareholders.

A. ESTIMATED AVERAGE DEPOSITS AND ASSETS

INSTRUCTIONS: Average deposits for the second and third years are computed by adding figures at the end of the preceding year to the totals at the end of the subject year and dividing by two (*Refer to II, C*).

DESCRIPTION	AVERAGE DURING		
	First Year	Second Year	Third Year
AVERAGE DEPOSIT VOLUME:			
A. Demand deposits			
B. Interest bearing deposits			
Total estimated average deposit volume			
Capital paid in (<i>Should agree with II, A</i>)			
Total estimated average assets			

B. ESTIMATED INCOME AND EXPENSES

INSTRUCTIONS: Gross Income is calculated by multiplying the estimated return on assets by the total estimated average assets above. Describe in Comments below or in the CONFIDENTIAL SECTION the assumption on which the estimated return and the expense estimates are based.

DESCRIPTION	ESTIMATED AMOUNT		
	First Year	Second Year	Third Year
Gross Income (% % %)			
EXPENSES:			
1. Salaries and benefits			
2. Interest on deposits			
3. Net occupancy expense (<i>details below</i>)			
4. Furniture and equipment (<i>depreciation, rental, maintenance, etc.</i>)			
5. Provision for loan losses			
6. Other operating expenses:			
Advertising			
Telephone			
Legal			
Postage			
Computer services			
Directors' fees			
Assessments by regulatory authorities			
Miscellaneous			
7. Net organization expenses (<i>1st year only. Should agree with 1E</i>).			
TOTAL ESTIMATED EXPENSES			
ESTIMATED NET PROFIT OR (LOSS)			
OCCUPANCY EXPENSE:			
Rent			
Depreciation			
Repairs			
Maintenance (<i>including building staff salaries</i>)			
Insurance			
Taxes on real estate			
Utilities (<i>heat, light, power, etc.</i>)			
Other occupancy cost			
TOTAL OCCUPANCY EXPENSES			
Less: Rental Income			
Net occupancy cost (<i>should agree with line 3 above</i>)			

NOTE: The above schedule should be completed on the basis of utilization of an accrual accounting system of bookkeeping which the applicant agrees to adopt.

COMMENTS

IV. GENERAL CHARACTER OF THE MANAGEMENT (Continued)

DISCUSS CHANGES CONTEMPLATED IN THE PROPOSED DIRECTORATE OR ACTIVE MANAGEMENT DURING THE FIRST YEAR (If none, so state)

Important: Prompt written notification must be given to the State Bank Commissioner if changes in the directorate, active management, or in the ownership of 5% or more of the common stock are made or planned prior to opening or within the first three years of the bank's operation. The notification should include the original cost and subsequent sales price of any such stock which changes ownership.

B. COMMITTEES

LOAN

NAMES OF MEMBERS

DUTIES

INVESTMENT

NAMES OF MEMBERS

DUTIES

AUDIT

NAMES OF MEMBERS

DUTIES

C. FIDELITY COVERAGE

The applicant bank will at all times maintain sufficient surety bond coverage on its active officers and employees to conform with generally accepted banking practices and will at all times maintain an excess employee dishonesty bond in the amount of \$1,000,000 or more.

D. REPRESENTATIONS

1. Are the prospective directors acting as representative of or on behalf of any other person, partnership, association or corporation? Yes No (If Yes, explain in Comments below.)

2. Are the prospective directors, directly or indirectly, party to any written or oral agreement or understanding providing for the sale of the assets of the Bank to, or merging or consolidating the Bank with, any other financial institution?

Yes No (If Yes, explain in Comments below.)

E. SALE OF CREDIT LIFE INSURANCE

BRIEFLY DESCRIBE THE PROPOSED BANK'S POLICY WITH RESPECT TO INCOME DERIVED FROM THE SALE OF CREDIT LIFE INSURANCE.

COMMENTS

V. PUBLIC CONVENIENCE AND ADVANTAGE

INSTRUCTIONS: The proponents are responsible for developing the legal factor Public Convenience and Advantage in a way which clearly shows the economic support and justification for the Proposed Bank. Submit such data relating to the trade area which you feel is relevant to the proposal. If an economic survey or feasibility study has been prepared, it may provide most of the information requested. Such information submitted in support of your application will be included in the public file.

THE PROPONENTS ARE OF THE OPINION THAT the interest of the residents of the proposed trade area would be served by the establishment of the converted Bank. Data to support this opinion is presented below and in other information submitted with this application.

A. DESCRIPTION OF THE AREA TO BE SERVED

DESCRIBE THE TRADE TERRITORY WHICH THE PROPOSED BANK WILL SERVE (**Include the geographic boundaries within which all or most of the Proposed Bank's potential customers reside.**) Include a map of the trade area pinpointing the location of offices of competing banks.

V. PUBLIC CONVENIENCE AND ADVANTAGE (Continued)

B. ECONOMIC AND DEMOGRAPHIC DATA (Continued)

2. COMPETITION

INSTRUCTIONS: List all banks and branches in this State now serving the prime trade territory to be served by the converted bank. If none, list the nearest bank in each direction from the proposed site. Designate with an asterisk any office that has been in operation two years or less.

NAME OF BANK	LOCATION (City and State)	DEPOSITS (000's omitted)	DISTANCE AND DIRECTION FROM PROPOSED BANK

DATE AND SOURCE OF DEPOSIT INFORMATION INCLUDED ABOVE:

LIST NAMES AND LOCATIONS OF ANY FINANCIAL INSTITUTIONS, OTHER THAN BANKS, NOW SERVING THE TRADE AREA TO BE SERVED (include Savings and Loan Associations, Credit Unions, and Finance Companies).

V. PUBLIC CONVENIENCE AND ADVANTAGE (Continued)

- C. Briefly indicate the reasons for submitting this Application and how the proposed bank will become an economically viable institution. Indicate the affiliations expected between the proposed bank and any other bank, holding company or other financial institution.

V. PUBLIC CONVENIENCE AND ADVANTAGE (Continued)

D. COMMUNITY REINVESTMENT ACT

Applicant bank must adopt a Community Reinvestment Act Statement and Notice as described in Sections 345.4 and 345.6 of the Federal Deposit Insurance Corporation's Rules and Regulations. *Attach* a copy of the Statement and Notice. Describe the policies or specific programs to be used to determine the credit needs of the entire community, including low to moderate income neighborhoods *and* indicate those policies or specific programs which will be implemented to help meet the existing or anticipated credit needs of the entire community, including low to moderate neighborhoods, consistent with safe and sound operation of the bank.

**APPLICATION FOR CERTIFICATE OF PUBLIC CONVENIENCE
AND NECESSITY - CONFIDENTIAL SECTION**

In preparing your application, keep in mind that the State Bank Commissioner deems that public policy warrants making all information submitted to him in connection with this application available for public review, unless it qualifies for confidential treatment under 29 Del. C. §§ 10002(d), 10112(b)(4), and Superior Court Rule of Civil Procedure 26(c)(7). The Commissioner has determined that trade secrets, proprietary information and confidential financial information useful to applicant in its business will ordinarily qualify for such protection.

However, specific determinations of the question of confidentiality and non-disclosure rests in the first instance in the discretion of the Commissioner and the specific information you include in the following section may be available for public review in the discretion of the Commissioner.

I. FINANCIAL HISTORY AND CONDITION

OUTLINE BELOW INFORMATION WITH REGARD TO FIXED ASSETS WHICH YOU BELIEVE, IF DISCLOSED TO THE PUBLIC, WOULD ADVERSELY AFFECT ONGOING NEGOTIATIONS.

OUTLINE BELOW, IN DETAIL, THE BASIS FOR COST ESTIMATES FOR PREMISES SHOWN IN THE PUBLIC SECTION.

IF FIXED ASSETS ARE TO BE PURCHASED FROM A RELATED PARTY, EVIDENCE OF THE REASONABLENESS OF THE COST(S) MUST BE PROVIDED. ATTACH COPIES OF BIDS, INDEPENDENT APPRAISALS AND/OR OTHER SUPPORTING EVIDENCE.

IF AN INSIDER IS A PARTY TO ANY LEASE CONTRACT IN CONNECTION WITH THE APPLICATION, EXPLAIN THE MANNER IN WHICH LEASE PAYMENTS WERE DETERMINED.

III. FUTURE EARNINGS PROSPECTS

ESTIMATE OF SALARIES AND WAGES

Position	First Year	Second Year	Third Year
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OFFICERS

OTHER EMPLOYEES

TOTAL

ESTIMATED LOAN DIVERSIFICATION

Type of Loan	First Year		Second Year		Third Year	
	Estimated Average Volume	Average Percent Return	Estimated Average Return	Average Percent Return	Estimated Average Volume	Average Percent Return
Commercial		%		%		%
Installment		%		%		%
Real Estate		%		%		%
Term		%		%		%
Purchase Participations		%		%		%
TOTAL						

STIPULATE INTEREST RATES TO BE PAID ON DEPOSITS

EXCHANGE AND SERVICE CHARGE POLICIES TO BE FOLLOWED

COMMENTS (include other information supporting income and expense estimates reported in the Public Section of this application)

IV. GENERAL CHARACTER OF THE MANAGEMENT

NOTE: Attach a copy of the financial report and biographical information form (Federal Deposit Insurance Co. Form FDIC 6200/06) and a stock financing form (6510/05) for each director, each officer and each person owning or subscribing to 5% or more of the total capital. In the case of a proposed bank all or substantially all of the stock of which is to be owned by an out-of-state bank holding company pursuant to Chapter 8 of Title 5 of the Delaware Code, the requested information need be furnished only with respect to officers of the proposed bank.

PROPOSED OFFICERS

NAME	ADDRESS	AGE	OCCUPATION	TITLE

1 Has any proposed director, officer, or employee been convicted of any criminal offense involving dishonesty or a breach of trust? (If Yes, explain in Comments below.)	(Check One)	
	Yes	No
2. Do stock option plans exist? (If Yes, explain in Comments below.)		
3. If stock option plans exist, has full disclosure been made, in writing, to all shareholders? (NOTE: Include a copy of the disclosure statement with your application.)		
4. Have correspondent bank relationships been established? (If Yes, list below)		

LIST NAMES AND ADDRESSES OF ALL CORRESPONDENT BANKS

5. Are there any agreements with correspondent banks, written or oral, establishing balances required to be maintained by the proposed bank in connection with loans to any director, officer, employee, or 5% stockholder for the purpose of financing the purchase of stock in the proposed bank? Yes No (If Yes, explain in Comments below.)
6. Are bonus, management or director compensation, or other similar plans in effect or anticipated? Yes No (If Yes, attach copies.)

COMMENTS

V. PUBLIC CONVENIENCE AND ADVANTAGE (Cont'd)

LIST THE PROPOSED HOURS OF OPERATION FOR THE PROPOSED BANK (Including drive-up and walk-up units).