

As you know, I am your primary contact on general Capital Purchase Program (CPP) matters at the U.S. Treasury Department (Treasury). We are sending this message to you because you are listed as the primary and secondary contacts in our CPP database.

Our records indicate that we did not receive: (1) a scheduled CPP dividend payment from your institution on August 17, 2009; and (2) the notification of such non-payment as required under Section 3(c) of the Standard Provisions of the CPP preferred shares issued to the Treasury.

Please by return e-mail acknowledge that you have received this e-mail and understand and will in the future adhere to the missed-dividend notice provisions mentioned above. In addition, please let us know if our records are inaccurate on these points.

Do not hesitate to contact me should you have any questions regarding the CPP.

With kind regards,

Karl

Karl W. Christensen

U.S. Department of Treasury

Office of Financial Stability

Head of Capital Purchase Program Relationship Management

Tel: 202-622-6199

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This message contains information that may be confidential and proprietary to OneUnited Bank. Unless you are the intended recipient (or authorized to receive this message for the intended recipient), you may not use, copy, disseminate or disclose to anyone the message or any information contained in the message. If you have received the message in error, please advise the sender by reply e-mail and delete the message and all files transmitted with it from your system immediately. Thank you very much.

Samarias, Joseph

From: Gustafson, Lindy
Sent: Tuesday, April 07, 2009 6:08 PM
To: Bettinger, Lori
Subject: CDFIs

UST	Institution Name	Disburse Date	Disburse Amount	City	State
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Not Responsive.

97	One United Bank	12/19/2008	\$ 12,063,000	Boston	MA
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Not Responsive.

Lindy Gustafson

Capital Purchase Program
 Office of Financial Stability
 202-622-6245

Samarias, Joseph

From: Gustafson, Lindy
Sent: Wednesday, March 18, 2009 1:26 PM
To: Bettinger, Lori
Subject: 13 CDFIs!!

UST Seq Number	Institution Name	Ownership Structure	Disburse Date	Disburse Amount
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Not Responsive.

97	One United Bank	CDFI	12/19/2008	\$12,063,000
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Not Responsive.

Lindy Gustafson

Capital Purchase Program
 Office of Financial Stability
 202-622-6245

Samarias, Joseph

From: Abdelrazek, Rawan
Sent: Thursday, March 12, 2009 5:22 PM
To: Kashkari, NeelDisabled; Schaffer, Laurie; Schaffner, Ted; Bettinger, Lori; Lambright, JamesDisabled; Lerner, Brad
Cc: Williams, Andrew
Subject: lipton article on One United

March 13, 2009

Congresswoman With Ties to Bank Helped Seek Funds

By [ERIC LIPTON](#) and [JIM RUTENBERG](#)

WASHINGTON — Top banking regulators were taken aback late last year when a California congresswoman helped set up a meeting in which the chief executive of a bank with financial ties to her family asked them for up to \$50 million in special bailout funds, [Treasury](#) officials said.

Representative [Maxine Waters](#), Democrat of California, requested the September meeting on behalf of executives at OneUnited, one of the nation's largest black-owned banks. Ms. Water's husband, Sidney Williams, had served on the bank's board of directors until early last year and has owned at least \$250,000 in stock in the institution. Treasury officials said the session with nearly a dozen senior banking regulators had been intended to allow minority-owned banks and their trade association to discuss the losses they had incurred from the federal takeover of Fannie Mae and Freddie Mac. But Kevin Cohee, OneUnited's chief executive, instead seized the opportunity to plead for special assistance for his bank, federal officials said.

"Here you had a tiny community bank that comes in and they are not proposing a broader policy — they were asking for help for themselves," said Steve Lineberry, a former Treasury aide who attended the meeting. "I don't remember that ever happening before." Ms. Waters declined on Tuesday to comment on the meeting, or to say if her husband still owns OneUnited shares. Her staff released two letters that showed the meeting was initially called to discuss industry concerns broadly, not matters related just to OneUnited. The congresswoman, a member of the House Financial Services Committee, did not disclose her ties to OneUnited to Treasury officials, who said they learned of them only later.

"It angers me," said one former Treasury official, asking that his name not be used because he had not been authorized while at Treasury to speak about the gathering. "You got to

know you have to be careful when you are dealing with people who you have personal relations with.”

While OneUnited did not get the \$50 million it requested, the bank did become among the first minority-owned institutions to receive a cash infusion — \$12 million — in December through the Treasury’s bank bailout effort, called the [Troubled Asset Relief Program](#). The aid surprised some bank analysts because the bailout was intended for healthy banks, and OneUnited was then considered to be in precarious condition. In addition, it had been harshly criticized by regulators in 2007 for failing to give a sufficient number of loans to lower income residents in Miami, while favoring wealthier customers there. And the F.D.I.C. sanctioned the institution in October 2008 for “unsafe or unsound banking practices,” including excessive compensation for Mr. Cohee. The bank had provided him with a 2008 Porsche SUV and maintained his \$6.4 million beachfront compound in Santa Monica, Calif., with views of the Pacific and a spa and pool.

Critics of OneUnited, which is based in Boston and has branches in poor neighborhoods of Los Angeles and Miami, say the episode shows how special access arranged through a lawmaker with financial ties to the bank had compromised the integrity of the federal bailout effort.

“A member of Congress should not be helping out a family friend, especially one they share business ties with” said Kenneth H. Thomas, a Florida banking consultant who has filed complaints with federal regulators about OneUnited’s lending practices. “The folks who really need help here is the community served by OneUnited — a community that is starving for credit. ”

Mr. Cohee and Treasury officials said the TARP money had nothing to do with the intervention by Ms. Waters. Mr. Cohee also suggested that criticism of his operations by federal banking regulators was racially motivated.

“This is where the race issue comes in,” he said.

Ms. Waters and Mr. Cohee have been outspoken advocates for fair treatment of African-Americans and other minorities by the nation’s banks — “silver rights,” Mr. Cohee called it during an interview in his Los Angeles office, where he prominently displays a photograph of him with the congresswoman. Indeed, in Los Angeles the bank has won praise for its record of helping minority businesses and lower-income residents.

Their interests first intersected in 2002, when Mr. Cohee was involved in a bidding war for Family Savings, a small, black-owned bank in Ms. Waters’ South Los Angeles District. As a white-owned Illinois bank initially emerged as the winner, Ms. Waters made clear through the local news media that she opposed any deal in which Family would fall out of African-American hands. She was credited when the bank abruptly changed course and gave Mr. Cohee another chance to submit a winning bid.

“It’s very helpful if you have a community-based transaction to have the real or implied support of Maxine,” said Wayne-Kent A. Bradshaw, the former president of Family Savings, who preferred the initial deal. “She’s a star in the community.”

The acquisition nearly doubled the size of Mr. Cohee’s bank, making it among the nation’s largest African-American-owned banks.

Less than two years later, Mr. Cohee named Mr. Williams, Ms. Waters’ husband, to the bank’s board. A former professional football player and ambassador to the Bahamas, Mr. Williams was working as a business consultant, pulling in hundreds of thousands of dollars over a several-year period working with some of Ms. Waters’s political allies, according to disclosure forms.

Mr. Williams accepted no compensation from the bank, to avoid any appearance of a conflict, Mr. Cohee said. But as a director, Mr. Williams was required to hold stock. Accordingly, he acquired between \$250,000 and \$500,000 worth, records show. Mr. Cohee said that Mr. Williams paid for the stock himself, although Ms. Waters and Mr. Cohee would not say how much he paid for the stock. He would not say whether Mr. Williams sold the shares after leaving the board last April. Attempts to reach Mr. Williams through his wife’s office were unsuccessful. He did not return a call left at his Los Angeles office.

The federal takeover of Fannie and Freddie last fall was a near-fatal blow to One United. The bank, like many others around the United States, had invested some of its capital in preferred stock of the two mortgage companies.

After the federal intervention, the stock became nearly worthless and OneUnited lost almost \$50 million. That left the bank dangerously under capitalized.

Ms. Waters had been in regular contact with [Henry M. Paulson Jr.](#), then the Treasury secretary, urging him to hire minority contractors to advise the federal government on investments and to move more aggressively to head-off a rash of forced evictions of people defaulting on their mortgages, Treasury officials said.

It was in one of those conversations that she asked Mr. Paulson to host a gathering at Treasury of representatives from minority-owned banks to discuss their losses related to Fannie Mae and Freddie Mac, the officials said.

OneUnited officials, including Mr. Cohee, had separately been pressing for such a meeting, requesting it on behalf of the National Bankers Association, a Washington-based group that represents minority-owned banks. Its incoming chairman was a OneUnited executive, Robert Cooper. But it was only after Ms. Waters intervened that the session was approved, Treasury officials said.

At the meeting were representatives from the offices of Representative [Barney Frank](#) and Senator [John Kerry](#), both Democrats of Massachusetts, the home state of OneUnited, along with Ms. Waters’s chief of staff. As the hour-long meeting got underway, Treasury officials were surprised as Mr. Cohee and Mr. Cooper focused the discussion on their bank,

not broader industry problems, participants said. Mr. Cohee made it clear that he wanted the federal government to somehow make up for their \$50 million loss.

“They wanted money — cash,” said a former Treasury Department official who attended the meeting but asked not to be named, because he was not authorized to speak to reporters. “That is why they were there. It was very, very explicit.”

No commitment was made at the meeting, federal officials said.

But Ms. Waters intervened again, in early December, calling Treasury to request a second meeting to ensure that minority-owned banks received a chunk of the \$700 billion worth of bailout funds recently approved by Congress, according to Michael Grant, president of the National Bankers Association. At a Dec. 4 meeting, he and Mr. Cooper of OneUnited urged Treasury to release some of the bailout funds to their members.

Two weeks later, OneUnited received its \$12 million TARP allocation. That money was approved by a five-member committee that included Anthony Ryan, then the Treasury department’s Undersecretary for Domestic Finance, who had been present at the September meeting.

The Wall Street Journal has previously reported that Mr. Frank had urged Treasury to act on the application, although in an interview last week he noted that he had no financial connection to the institution. On Thursday, The Journal reported the financial connections between Ms. Waters’s husband and OneUnited, as well as her role in requesting the Treasury meeting.

Treasury Department officials said neither political influence nor the appeals by OneUnited executives played a role in their decision to award the funds to the bank. They noted that the bank had met its requirement to raise roughly \$20 million in private funds before receiving the aid. Officials from the F.D.I.C., which recommended that OneUnited get the money, said that based on the “entire spectrum of financial and other supervisory information,” about OneUnited, it felt that allocating the bailout funds to the bank was appropriate.

Mr. Cohee said he resents any suggestion that Ms. Waters played a direct role in this aid — or that she did anything out of the ordinary for the bank simply because her husband had been on its board.

“Ms. Waters is an important advocate for minorities and minority issues and an indispensable part of Los Angeles communities,” he said. “But we derived no benefit whatsoever from any activity related to her. And she did not really do anything. There is nothing that she did that impacted the process.”

Barclay Walsh contributed research for this article.

Rawan Abdelrazek

Senior Advisor to the Assistant Secretary for Financial Stability and International Economics

U.S. Department of the Treasury

Phone: 202-622-0240

Email: rawan.abdelrazek@do.treas.gov

Room: 3015 MT

Samarias, Joseph

From: McLaughlin, BrooklyDisabled
Sent: Tuesday, January 13, 2009 4:06 PM
To: Bettinger, Lori; Mclellan, DonDisabled; Lambright, JamesDisabled
Cc: Kashkari, NeelDisabled; Abdelrazek, Rawan
Subject: One United

Importance: High

The WSJ was told by a federal regulator, a state regulator, and Barney Frank that One United qualified for the December investment under section 103.6.

(b) (5)

Do we actually classify each transaction under one of those subsections? Or are they there more as guidance?

Brookly McLaughlin
Deputy Assistant Secretary for Public Affairs
U.S. Treasury Department
1500 Pennsylvania Avenue, NW
Washington, D.C.
(202) 622-2920-office

Samarias, Joseph

From: Bettinger, Lori
Sent: Tuesday, January 13, 2009 1:10 PM
To: Lerner, Brad; Mclellan, Don; Disabled; Schaffner, Ted
Subject: FW: One United

(b) (5)

-----Original Message-----

From: McLaughlin, Brookly
 Sent: Tuesday, January 13, 2009 1:03 PM
 To: Bettinger, Lori; Mueller, King; Lambright, James; Mclellan, Don; Kashkari, Neel; Schaffner, Ted
 Cc: Davis, Michele; Fromer, Kevin
 Subject: RE: One United

Are there other banks we've approved under section 103-6?

-----Original Message-----

From: Bettinger, Lori
 Sent: Tuesday, January 13, 2009 12:13 PM
 To: McLaughlin, Brookly; Mueller, King; Lambright, James; Mclellan, Don; Kashkari, Neel; Schaffner, Ted
 Cc: Davis, Michele; Fromer, Kevin
 Subject: RE: One United

Brookly,

One United is a CDFI, which permits them to participate in CPP without issuing warrants to Treasury. They are by no means an exception in this regard - there are two other CDFIs that have already been funded under this arrangement.

Thanks
 Lori

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 Subject: RE: One United

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Holler if you disagree - otherwise I'll proceed on that path.

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From: Mueller, King
 Sent: Tuesday, January 13, 2009 11:57 AM
 To: McLaughlin, Brookly; Lambright, James; Mclellan, Don; Kashkari, Neel; Schaffner, Ted; Bettinger, Lori
 Cc: Davis, Michele; Fromer, Kevin
 Subject: Re: One United

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From: McLaughlin, Brookly
To: Lambright, James; Mclellan, Don; Kashkari, Neel; Schaffner, Ted; Bettinger, Lori
Cc: Davis, Michele; Fromer, Kevin; Mueller, King
Sent: Tue Jan 13 11:47:23 2009
Subject: RE: One United

Further to email below, WSJ tells me:

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To: McLaughlin, Brookly; Mclellan, Don; Kashkari, Neel; Schaffner, Ted; Bettinger, Lori
Cc: Davis, Michele
Subject: Re: One United

Looping in Ted and Lori in CPP

----- Original Message -----

From: McLaughlin, Brookly
To: Mclellan, Don; Kashkari, Neel; Lambright, James
Cc: Davis, Michele
Sent: Tue Jan 13 10:05:32 2009
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Samarias, Joseph

From: Bettinger, Lori
Sent: Tuesday, January 13, 2009 12:18 PM
To: McLaughlin, BrooklyDisabled
Subject: RE: One United

Brookly - I think that Neel sent something about this to your yahoo account (not sure what you are using right now)

-----Original Message-----

From: McLaughlin, Brookly
 Sent: Tuesday, January 13, 2009 12:16 PM
 To: Bettinger, Lori
 Subject: RE: One United

thanks

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From: Bettinger, Lori
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 Sent: Tuesday, January 13, 2009 10:09 AM
 To: McLaughlin, Brookly; Mclellan, Don; Kashkari, Neel; Schaffner, Ted; Bettinger, Lori
 Cc: Davis, Michele
 Subject: Re: One United

Looping in Ted and Lori in CPP

----- Original Message -----

From: McLaughlin, Brookly
 To: Mclellan, Don; Kashkari, Neel; Lambright, James
 Cc: Davis, Michele
 Sent: Tue Jan 13 10:05:32 2009
 Subject: One United

Wsj is asking me about the One United CPP decision - says we met over a weekend about it...? What's up?

Samarias, Joseph

From: Bettinger, Lori
Sent: Tuesday, January 13, 2009 10:19 AM
To: Lambright, JamesDisabled
Cc: Schaffner, Ted; Mclellan, DonDisabled
Subject: RE: One United

Hi Jim,

Ted and I can catch up with you about this at the 11:00 meeting today.

Thanks
Lori

-----Original Message-----

From: Lambright, James
Sent: Tuesday, January 13, 2009 10:09 AM
To: McLaughlin, Brookly; Mclellan, Don; Kashkari, Neel; Schaffner, Ted; Bettinger, Lori
Cc: Davis, Michele
Subject: Re: One United

Looping in Ted and Lori in CPP

----- Original Message -----

From: McLaughlin, Brookly
To: Mclellan, Don; Kashkari, Neel; Lambright, James
Cc: Davis, Michele
Sent: Tue Jan 13 10:05:32 2009
Subject: One United

Wsj is asking me about the One United CPP decision - says we met over a weekend about it...? What's up?

Samarias, Joseph

From: Brown, Abby E. [AEBrown@ssd.com]
Sent: Thursday, December 18, 2008 3:53 PM
To: Mclellan, DonDisabled; samuelso@HughesHubbard.COM; Lerner, Brad; Bettinger, Lori
Cc: chattawa@hugheshubbard.com; graham@HughesHubbard.COM
Subject: RE: CDFIs -- Side Letters?

Will do; thank you.

Regards,
 Abby

From: Don.Mclellan@do.treas.gov [mailto:Don.Mclellan@do.treas.gov]
Sent: Thursday, December 18, 2008 3:49 PM
To: Brown, Abby E.; samuelso@HughesHubbard.COM; Brad.Lerner@do.treas.gov; Lori.Bettinger@do.treas.gov
Cc: chattawa@hugheshubbard.com; graham@HughesHubbard.COM
Subject: RE: CDFIs -- Side Letters?

Here is a revised version with a few changes from Brad and me. Please send us the sig pages for these immediately ... thanks.

From: Brown, Abby E. [mailto:AEBrown@ssd.com]
Sent: Thursday, December 18, 2008 2:40 PM
To: Samuelson, Chuck; Mclellan, Don; Lerner, Brad; Bettinger, Lori
Cc: Chattaway, Kristy; Graham, Jennifer
Subject: RE: CDFIs -- Side Letters?

I had circulated a side letter to Chuck last night that we may be able to tweak for this purpose, which is attached.

Regards,
 Abby

From: Samuelson, Chuck [mailto:samuelso@HughesHubbard.COM]
Sent: Thursday, December 18, 2008 2:24 PM
To: Don.Mclellan@do.treas.gov; Brad.Lerner@do.treas.gov; Lori.Bettinger@do.treas.gov
Cc: Brown, Abby E.; Chattaway, Kristy; Graham, Jennifer; Samuelson, Chuck
Subject: RE: CDFIs -- Side Letters?

(b) (5)



From: Don.Mclellan@do.treas.gov [mailto:Don.Mclellan@do.treas.gov]
Sent: Thursday, December 18, 2008 2:03 PM
To: Samuelson, Chuck; Brad.Lerner@do.treas.gov; Lori.Bettinger@do.treas.gov
Cc: AEBrown@ssd.com; Chattaway, Kristy; Graham, Jennifer
Subject: RE: CDFIs -- Side Letters?

(b) (5)

Don McLellan

Interim Capital Purchase Program Manager
 U.S. Department of the Treasury
 1500 Pennsylvania Avenue, NW
 Washington, DC 20220
 Tel: 202-622-6872

From: Samuelson, Chuck [mailto:samuelso@HughesHubbard.COM]
Sent: Thursday, December 18, 2008 12:00 PM
To: McLellan, Don; Lerner, Brad; Bettinger, Lori
Cc: Brown, Abby E.; Samuelson, Chuck; Chattaway, Kristy; Graham, Jennifer
Subject: CDFIs -- Side Letters?

(b) (5)

Charles A. Samuelson
Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, New York 10004
Telephone No.: (212) 837-6454
Telecopier No.: (212) 299-6454
e-mail: samuelso@hugheshubbard.com

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Samarias, Joseph

From: Brown, Abby E. [AEBrown@ssd.com]
Sent: Thursday, December 18, 2008 3:01 PM
To: Samuelson, Chuck; Mclellan, DonDisabled; Lerner, Brad; Bettinger, Lori
Cc: Chattaway, Kristy; Graham, Jennifer
Subject: RE: CDFIs -- Side Letters?

(b) (5)

Thank you very much!

Regards,
 Abby

From: Brown, Abby E.
Sent: Thursday, December 18, 2008 2:40 PM
To: Samuelson, Chuck; Don.McLellan@do.treas.gov; Brad.Lerner@do.treas.gov; Lori.Bettinger@do.treas.gov
Cc: Chattaway, Kristy; Graham, Jennifer
Subject: RE: CDFIs -- Side Letters?

I had circulated a side letter to Chuck last night that we may be able to tweak for this purpose, which is attached.

Regards,
 Abby

From: Samuelson, Chuck [mailto:samuelso@HughesHubbard.COM]
Sent: Thursday, December 18, 2008 2:24 PM
To: Don.McLellan@do.treas.gov; Brad.Lerner@do.treas.gov; Lori.Bettinger@do.treas.gov
Cc: Brown, Abby E.; Chattaway, Kristy; Graham, Jennifer; Samuelson, Chuck
Subject: RE: CDFIs -- Side Letters?

(b) (5)

From: Don.McLellan@do.treas.gov [mailto:Don.McLellan@do.treas.gov]
Sent: Thursday, December 18, 2008 2:03 PM
To: Samuelson, Chuck; Brad.Lerner@do.treas.gov; Lori.Bettinger@do.treas.gov
Cc: AEBrown@ssd.com; Chattaway, Kristy; Graham, Jennifer
Subject: RE: CDFIs -- Side Letters?

(b) (5)

Don McLellan
Interim Capital Purchase Program Manager
 U.S. Department of the Treasury
 1500 Pennsylvania Avenue, NW

Washington, DC 20220
Tel: 202-622-6872

From: Samuelson, Chuck [mailto:samuelso@HughesHubbard.COM]
Sent: Thursday, December 18, 2008 12:00 PM
To: Mclellan, Don; Lerner, Brad; Bettinger, Lori
Cc: Brown, Abby E.; Samuelson, Chuck; Chattaway, Kristy; Graham, Jennifer
Subject: CDFIs -- Side Letters?

(b) (5)



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Samarias, Joseph

From: Samuelson, Chuck [samuelso@HughesHubbard.COM]
Sent: Thursday, December 18, 2008 2:24 PM
To: Mclellan, DonDisabled; Lerner, Brad; Bettinger, Lori
Cc: AEBrown@ssd.com; Chattaway, Kristy; Graham, Jennifer; Samuelson, Chuck
Subject: RE: CDFIs -- Side Letters?

(b) (5)



From: Don.McLellan@do.treas.gov [mailto:Don.McLellan@do.treas.gov]
Sent: Thursday, December 18, 2008 2:03 PM
To: Samuelson, Chuck; Brad.Lerner@do.treas.gov; Lori.Bettinger@do.treas.gov
Cc: AEBrown@ssd.com; Chattaway, Kristy; Graham, Jennifer
Subject: RE: CDFIs -- Side Letters?

(b) (5)

**Don McLellan**

Interim Capital Purchase Program Manager
U.S. Department of the Treasury
1500 Pennsylvania Avenue, NW
Washington, DC 20220
Tel: 202-622-6872

From: Samuelson, Chuck [mailto:samuelso@HughesHubbard.COM]
Sent: Thursday, December 18, 2008 12:00 PM
To: Mclellan, Don; Lerner, Brad; Bettinger, Lori
Cc: Brown, Abby E.; Samuelson, Chuck; Chattaway, Kristy; Graham, Jennifer
Subject: CDFIs -- Side Letters?

(b) (5)



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Samarias, Joseph

From: Bettinger, Lori
Sent: Thursday, December 18, 2008 12:03 PM
To: 'Samuelson, Chuck'; Mclellan, DonDisabled; Lerner, Brad
Cc: 'Brown, Abby E.'; 'Chattaway, Kristy'; 'Graham, Jennifer'
Subject: RE: CDFIs -- Side Letters?

(b) (5)



From: Samuelson, Chuck [mailto:samuelso@HughesHubbard.COM]
Sent: Thursday, December 18, 2008 12:00 PM
To: Mclellan, Don; Lerner, Brad; Bettinger, Lori
Cc: Brown, Abby E.; Samuelson, Chuck; Chattaway, Kristy; Graham, Jennifer
Subject: CDFIs -- Side Letters?

(b) (5)



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Samarias, Joseph

From: Samuelson, Chuck [samuelso@HughesHubbard.COM]
Sent: Thursday, December 18, 2008 12:00 PM
To: Mclellan, DonDisabled; Lerner, Brad; Bettinger, Lori
Cc: Brown, Abby E.; Samuelson, Chuck; Chattaway, Kristy; Graham, Jennifer
Subject: CDFIs -- Side Letters?

(b) (5)



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One Battery Park Plaza
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Samarias, Joseph

From: Mclellan, DonDisabled
Sent: Wednesday, December 17, 2008 7:03 PM
To: 'Graham, Jennifer'
Cc: 'Samuelson, Chuck'; CPP Management; Lerner, Brad; Bettinger, Lori
Subject: RE: OneUnited Bank -- UST No. 97

Thank you. Our team reviewed the disclosure and were aware of the matter.

Don McLellan

Interim Capital Purchase Program Manager
 U.S. Department of the Treasury
 1500 Pennsylvania Avenue, NW
 Washington, DC 20220
 Tel: 202-622-6872

From: Graham, Jennifer [mailto:graham@HughesHubbard.COM]
Sent: Tuesday, December 16, 2008 3:26 PM
To: Lerner, Brad; Mclellan, Don; Bettinger, Lori
Cc: Samuelson, Chuck
Subject: OneUnited Bank -- UST No. 97

The above-referenced institution (b) (4) to a Cease and Desist order by the FDIC as of October 2008 (copy attached). Please let us know if you have any questions in this regard.

Best regards,

Jenny

Jennifer E. Graham
 Hughes Hubbard & Reed LLP
 One Battery Park Plaza
 New York, NY 10004
 Telephone: (212) 837-6488
 Fax: (212) 422-4726
 Email: graham@hugheshubbard.com

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Samarias, Joseph

From: Clark, Melissa
Sent: Wednesday, December 17, 2008 4:17 PM
To: Lerner, Brad
Cc: Mclellan, DonDisabled; Bettinger, Lori; Clark, Melissa; CPP Management
Subject: OneUnited Bank (UST #97)

The Cease and Desist Order dated October 27, 2008, is

(b) (5)



Samarias, Joseph

From: Lerner, Brad
Sent: Tuesday, December 16, 2008 5:40 PM
To: Mclellan, DonDisabled; 'graham@HughesHubbard.COM'; Bettinger, Lori
Cc: 'samuelso@HughesHubbard.COM'
Subject: RE: OneUnited Bank -- UST No. 97

(b) (5)

From: Mclellan, Don
Sent: Tuesday, December 16, 2008 5:37 PM
To: 'graham@HughesHubbard.COM'; Lerner, Brad; Bettinger, Lori
Cc: 'samuelso@HughesHubbard.COM'
Subject: Re: OneUnited Bank -- UST No. 97

(b) (5)

From: Graham, Jennifer
To: Lerner, Brad; Mclellan, Don; Bettinger, Lori
Cc: Samuelson, Chuck
Sent: Tue Dec 16 16:55:08 2008
Subject: OneUnited Bank -- UST No. 97

The above-referenced institution is a trust company organized in Massachusetts. We have been told by Massachusetts counsel that the concept of "good standing" does not exist in Massachusetts for trust companies. As a result, in its legal opinion, they intend to state the following:

"The Company has been duly organized and is validly existing as a Massachusetts-chartered trust company under the provisions of Chapter 172 of the General Laws of the Commonwealth of Massachusetts."

Please let us know if you have any questions in this regard.

Best regards,

Jenny

Jennifer E. Graham
 Hughes Hubbard & Reed LLP
 One Battery Park Plaza
 New York, NY 10004
 Telephone: (212) 837-6488
 Fax: (212) 422-4726
 Email: graham@hugheshubbard.com

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Samarias, Joseph

From: Graham, Jennifer [graham@HughesHubbard.COM]
Sent: Tuesday, December 16, 2008 4:55 PM
To: Lerner, Brad; Mclellan, DonDisabled; Bettinger, Lori
Cc: Samuelson, Chuck
Subject: OneUnited Bank -- UST No. 97

The above-referenced institution is a trust company organized in Massachusetts. We have been told by Massachusetts counsel that the concept of "good standing" does not exist in Massachusetts for trust companies. As a result, in its legal opinion, they intend to state the following:

"The Company has been duly organized and is validly existing as a Massachusetts-chartered trust company under the provisions of Chapter 172 of the General Laws of the Commonwealth of Massachusetts."

Please let us know if you have any questions in this regard.

Best regards,

Jenny

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Samarias, Joseph

From: Samuelson, Chuck [samuelso@HughesHubbard.COM]
Sent: Thursday, December 11, 2008 1:58 PM
To: Bettinger, Lori; Lerner, Brad; Mclellan, DonDisabled
Cc: Graham, Jennifer; Taylor, Kathryn; Samuelson, Chuck
Subject: RE: UST No. 0097 - One United Bank

Thanks. Brad/Don -- (b) (5)

From: Lori.Bettinger@do.treas.gov [mailto:Lori.Bettinger@do.treas.gov]
Sent: Thursday, December 11, 2008 1:52 PM
To: Samuelson, Chuck; Brad.Lerner@do.treas.gov; Don.McClellan@do.treas.gov
Cc: Graham, Jennifer; Taylor, Kathryn
Subject: RE: UST No. 0097 - One United Bank

Hi Chuck,

One United Bank is a CDFI, and can therefore proceed as such (no warrants). We'll send them a letter acknowledging that, but feel free to move forward with scheduling.

Thanks,
 Lori

From: Samuelson, Chuck [mailto:samuelso@HughesHubbard.COM]
Sent: Thursday, December 11, 2008 12:46 PM
To: Lerner, Brad; Mclellan, Don; Bettinger, Lori
Cc: Samuelson, Chuck; Graham, Jennifer; Taylor, Kathryn
Subject: UST No. 0097 - One United Bank

The above institution wants to participate in the private program as a CDFI. I do not see anything in the preliminary approval letter indicating that it was approved as such. Please confirm it is ok to proceed on that basis. (b) (5)

Charles A. Samuelson
Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, New York 10004
Telephone No.: (212) 837-6454
Telecopier No.: (212) 299-6454
e-mail: samuelso@hugheshubbard.com

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Samarias, Joseph

From: Bettinger, Lori
Sent: Thursday, December 11, 2008 1:53 PM
To: Gustafson, Lindy
Subject: FW: UST No. 0097 - One United Bank

Hey Lindy,

Don suggested doing a quick letter to the effect of [REDACTED] (b) (5)

Does that make sense?

From: Samuelson, Chuck [mailto:samuelso@HughesHubbard.COM]
Sent: Thursday, December 11, 2008 12:46 PM
To: Lerner, Brad; Mclellan, Don; Bettinger, Lori
Cc: Samuelson, Chuck; Graham, Jennifer; Taylor, Kathryn
Subject: UST No. 0097 - One United Bank

The above institution wants to participate in the private program as a CDFI. I do not see anything in the preliminary approval letter indicating that it was approved as such. Please confirm it is ok to proceed on that basis. [REDACTED] (b) (5)

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Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, New York 10004
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Samarias, Joseph

From: Bettinger, Lori
Sent: Thursday, December 11, 2008 1:52 PM
To: 'Samuelson, Chuck'; Lerner, Brad; Mclellan, DonDisabled
Cc: 'Graham, Jennifer'; 'Taylor, Kathryn'
Subject: RE: UST No. 0097 - One United Bank

Hi Chuck,

One United Bank is a CDFI, and can therefore proceed as such (no warrants). We'll send them a letter acknowledging that, but feel free to move forward with scheduling.

Thanks,
 Lori

From: Samuelson, Chuck [mailto:samuelso@HughesHubbard.COM]
Sent: Thursday, December 11, 2008 12:46 PM
To: Lerner, Brad; Mclellan, Don; Bettinger, Lori
Cc: Samuelson, Chuck; Graham, Jennifer; Taylor, Kathryn
Subject: UST No. 0097 - One United Bank

The above institution wants to participate in the private program as a CDFI. I do not see anything in the preliminary approval letter indicating that it was approved as such. Please confirm it is ok to proceed on that basis. (b) (5)

Charles A. Samuelson
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Telephone No. : (212) 837-6454
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e-mail: samuelso@hugheshubbard.com

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Samarias, Joseph

From: Bettinger, Lori
Sent: Thursday, December 11, 2008 12:50 PM
To: 'Samuelson, Chuck'; Lerner, Brad; Mclellan, DonDisabled
Cc: 'Graham, Jennifer'; 'Taylor, Kathryn'; Gustafson, Lindy
Subject: RE: UST No. 0097 - One United Bank

Hi Chuck,

We'll look into this and get back to you.

Lori

From: Samuelson, Chuck [mailto:samuelso@HughesHubbard.COM]
Sent: Thursday, December 11, 2008 12:46 PM
To: Lerner, Brad; Mclellan, Don; Bettinger, Lori
Cc: Samuelson, Chuck; Graham, Jennifer; Taylor, Kathryn
Subject: UST No. 0097 - One United Bank

The above institution wants to participate in the private program as a CDFI. I do not see anything in the preliminary approval letter indicating that it was approved as such. Please confirm it is ok to proceed on that basis. (b) (5)

*Charles A. Samuelson
 Hughes Hubbard & Reed LLP
 One Battery Park Plaza
 New York, New York 10004
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Samarias, Joseph

From: Samuelson, Chuck [samuelso@HughesHubbard.COM]
Sent: Thursday, December 11, 2008 12:46 PM
To: Lerner, Brad; Mclellan, DonDisabled; Bettinger, Lori
Cc: Samuelson, Chuck; Graham, Jennifer; Taylor, Kathryn
Subject: UST No. 0097 - One United Bank

Follow Up Flag: Follow up
Flag Status: Completed

The above institution wants to participate in the private program as a CDFI. I do not see anything in the preliminary approval letter indicating that it was approved as such. Please confirm it is ok to proceed on that basis. (b) (5)

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Samarias, Joseph

From: Christensen, Karl
Sent: Monday, December 01, 2008 1:48 PM
To: Mclellan, DonDisabled
Cc: Clark, Melissa; Wood, RyanDisabled; Gustafson, Lindy; Vance, John H; Christensen, Karl
Subject: Notification Calls, 11/25/2008 IC Meeting

Don,

In addition to the e-mail John sent around this AM, here is a comprehensive status list of "preliminary approval" calls made to banks approved at the 11/25/2008 IC meeting.

UST		
Seq		
No.		
Name of Institution		Called
		Successfully
Not Responsive.		
97	One United Bank	11/25/08
Not Responsive.		

Best,
Karl

Samarias, Joseph

From: Christensen, Karl
Sent: Monday, December 01, 2008 12:29 PM
To: Gustafson, Lindy
Cc: Wood, RyanDisabled
Subject: FW: Phone calls last Wednesday

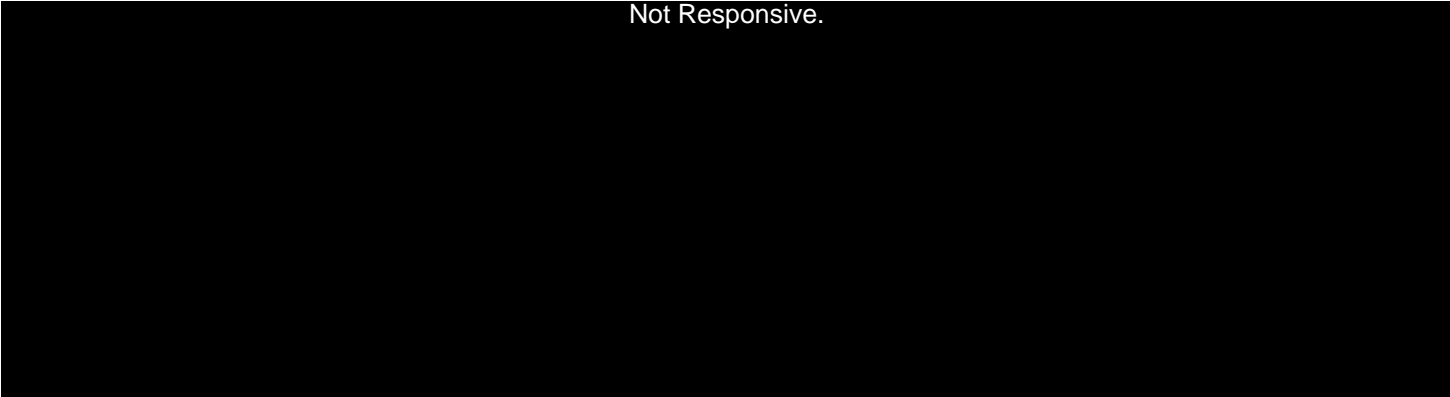
Lindy,
FYI
Karl

From: Vance, John H
Sent: Monday, December 01, 2008 12:04 PM
To: Christensen, Karl
Subject: FW: Phone calls last Wednesday

From: Vance, John H
Sent: Monday, December 01, 2008 9:21 AM
To: Wood, Ryan
Cc: Clark, Melissa; Mclellan, Don
Subject: Phone calls last Wednesday

I made the following phone calls on 11/26/08 notifying the following applicants of their CPP approvals:

#97 – One United – spoke to Robert Cooper – General Counsel
Not Responsive.



Samarias, Joseph

From: Mueller, KingDisabled
Sent: Tuesday, October 21, 2008 5:04 PM
To: Nason, DavidDisabled; Norton, JeremiahDisabled
Cc: Fromer, KevinDisabled
Subject: One Unted Bank

I got another call from BF's office about this. They continue to express concerns about the Oct. 30th date when their most recent call report is made public. Not really sure what we can do- but can we discuss in the morning?

Samarias, Joseph

From: Norton, JeremiahDisabled
Sent: Friday, October 17, 2008 9:35 AM
To: Nason, DavidDisabled
Subject: FW: One Unted Bank

From: Mueller, King
Sent: Friday, October 17, 2008 9:32 AM
To: Kashkari, Neel; Dugas, Peter; McDonnell, Tara; Fromer, Kevin; Norton, Jeremiah
Cc: Abdelrazek, Rawan
Subject: One United Bank

Just spoke w/ Jim in BF's office. This is about One United Bank (a minority owned bank in BF's district). Maxine Waters is interested in the bank as well, Treas and others met w/ them (minority bankers assoc) last month per the Water's request. They were a big holder in f/f preferred. BF is interested and may call HMP again about this. FDIC is their primary federal regulator- (b) (5)

[REDACTED]

From: Kashkari, Neel
Sent: Thursday, October 16, 2008 6:40 PM
To: Dugas, Peter; Mueller, King; McDonnell, Tara
Cc: Abdelrazek, Rawan
Subject: RE: Rep. Frank Letter

Peter

Jim Seigel from Frank's office called a few times- can one of you follow-up with him? He's at (b) (6).

Thx

Samarias, Joseph

From: Mueller, KingDisabled
Sent: Tuesday, January 13, 2009 11:57 AM
To: McLaughlin, BrooklyDisabled; Lambright, JamesDisabled; Mclellan, DonDisabled; Kashkari, NeelDisabled; Schaffner, Ted; Bettinger, Lori
Cc: Davis, MicheleDisabled; Fromer, KevinDisabled
Subject: Re: One United

I seem to remember Waters' husband stepping down from the Brd shortly after a meeting she had w/ treas officials asking for us to intervene b/c of its exposure to f/f preferred.

----- Original Message -----

From: McLaughlin, Brookly
 To: Lambright, James; Mclellan, Don; Kashkari, Neel; Schaffner, Ted; Bettinger, Lori
 Cc: Davis, Michele; Fromer, Kevin; Mueller, King
 Sent: Tue Jan 13 11:47:23 2009
 Subject: RE: One United

Further to email below, WSJ tells me:

Apparently this bank is the only one that has gotten money through section 103-6 of the EESA law. And Maxine Waters' husband is on the board of the bank.

??????

-----Original Message-----

From: Lambright, James
 Sent: Tuesday, January 13, 2009 10:09 AM
 To: McLaughlin, Brookly; Mclellan, Don; Kashkari, Neel; Schaffner, Ted; Bettinger, Lori
 Cc: Davis, Michele
 Subject: Re: One United

Looping in Ted and Lori in CPP

----- Original Message -----

From: McLaughlin, Brookly
 To: Mclellan, Don; Kashkari, Neel; Lambright, James
 Cc: Davis, Michele
 Sent: Tue Jan 13 10:05:32 2009
 Subject: One United

Wsj is asking me about the One United CPP decision - says we met over a weekend about it...? What's up?

Samarias, Joseph

From: Lambright, JamesDisabled
Sent: Tuesday, January 13, 2009 10:09 AM
To: McLaughlin, BrooklyDisabled; Mclellan, DonDisabled; Kashkari, NeelDisabled; Schaffner, Ted; Bettinger, Lori
Cc: Davis, MicheleDisabled
Subject: Re: One United

Looping in Ted and Lori in CPP

----- Original Message -----

From: McLaughlin, Brookly
To: Mclellan, Don; Kashkari, Neel; Lambright, James
Cc: Davis, Michele
Sent: Tue Jan 13 10:05:32 2009
Subject: One United

Wsj is asking me about the One United CPP decision - says we met over a weekend about it...? What's up?

Samarias, Joseph

From: McLaughlin, BrooklyDisabled
Sent: Tuesday, January 13, 2009 10:06 AM
To: Mclellan, DonDisabled; Kashkari, NeelDisabled; Lambright, JamesDisabled
Cc: Davis, MicheleDisabled
Subject: One United

Wsj is asking me about the One United CPP decision - says we met over a weekend about it...? What's up?

Samarias, Joseph

From: Mclellan, DonDisabled
Sent: Wednesday, December 17, 2008 4:24 PM
To: Clark, Melissa
Subject: Re: OneUnited Bank (UST #97)

Thanks

From: Clark, Melissa
To: Lerner, Brad
Cc: Mclellan, Don; Bettinger, Lori; Clark, Melissa; CPP Management
Sent: Wed Dec 17 16:17:12 2008
Subject: OneUnited Bank (UST #97)
The Cease and Desist Order dated October 27, 2008, is

(b) (5)

Samarias, Joseph

From: Mclellan, DonDisabled
Sent: Tuesday, December 16, 2008 5:37 PM
To: 'graham@HughesHubbard.COM'; Lerner, Brad; Bettinger, Lori
Cc: 'samuelso@HughesHubbard.COM'
Subject: Re: OneUnited Bank -- UST No. 97

(b) (5)

From: Graham, Jennifer
To: Lerner, Brad; Mclellan, Don; Bettinger, Lori
Cc: Samuelson, Chuck
Sent: Tue Dec 16 16:55:08 2008
Subject: OneUnited Bank -- UST No. 97

The above-referenced institution is a trust company organized in Massachusetts. We have been told by Massachusetts counsel that the concept of "good standing" does not exist in Massachusetts for trust companies. As a result, in its legal opinion, they intend to state the following:

"The Company has been duly organized and is validly existing as a Massachusetts-chartered trust company under the provisions of Chapter 172 of the General Laws of the Commonwealth of Massachusetts."

Please let us know if you have any questions in this regard.

Best regards,

Jenny

Jennifer E. Graham
 Hughes Hubbard & Reed LLP
 One Battery Park Plaza
 New York, NY 10004
 Telephone: (212) 837-6488
 Fax: (212) 422-4726
 Email: graham@hugheshubbard.com

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Samarias, Joseph

From: Bettinger, Lori
Sent: Monday, December 15, 2008 12:09 PM
To: Gustafson, Lindy; Lerner, Brad; Mclellan, DonDisabled
Subject: CDFI letter

I think this is still in the works, right? (We're approving one right now, and closing one Friday). I can work on it this afternoon and we can get it out to OneUnited and the others

Samarias, Joseph

From: Mclellan, DonDisabled
Sent: Thursday, December 11, 2008 2:13 PM
To: 'samuelso@HughesHubbard.COM'; Bettinger, Lori; Lerner, Brad
Cc: 'graham@HughesHubbard.COM'; 'taylor@HughesHubbard.COM'
Subject: Re: UST No. 0097 - One United Bank

Lori is drafting something

From: Samuelson, Chuck
To: Bettinger, Lori; Lerner, Brad; Mclellan, Don
Cc: Graham, Jennifer ; Taylor, Kathryn ; Samuelson, Chuck
Sent: Thu Dec 11 13:57:36 2008
Subject: RE: UST No. 0097 - One United Bank
 Thanks. Brad/Don --

(b) (5)

From: Lori.Bettinger@do.treas.gov [mailto:Lori.Bettinger@do.treas.gov]
Sent: Thursday, December 11, 2008 1:52 PM
To: Samuelson, Chuck; Brad.Lerner@do.treas.gov; Don.Mclellan@do.treas.gov
Cc: Graham, Jennifer; Taylor, Kathryn
Subject: RE: UST No. 0097 - One United Bank

Hi Chuck,

One United Bank is a CDFI, and can therefore proceed as such (no warrants). We'll send them a letter acknowledging that, but feel free to move forward with scheduling.

Thanks,
 Lori

From: Samuelson, Chuck [mailto:samuelso@HughesHubbard.COM]
Sent: Thursday, December 11, 2008 12:46 PM
To: Lerner, Brad; Mclellan, Don; Bettinger, Lori
Cc: Samuelson, Chuck; Graham, Jennifer; Taylor, Kathryn
Subject: UST No. 0097 - One United Bank

The above institution wants to participate in the private program as a CDFI. I do not see anything in the preliminary approval letter indicating that it was approved as such. Please confirm it is ok to proceed on that basis. (b) (5)

*Charles A. Samuelson
 Hughes Hubbard & Reed LLP
 One Battery Park Plaza
 New York, New York 10004
 Telephone No.: (212) 837-6454*

Telecopier No. : (212) 299-6454

e-mail: samuels@hugheshubbard.com

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Samarias, Joseph

From: Bettinger, Lori
Sent: Sunday, November 23, 2008 12:15 PM
To: Fiechter, JonathanDisabled
Subject: Re: Friday's meeting

Great.

----- Original Message -----

From: Fiechter, Jonathan
To: Bettinger, Lori
Sent: Sun Nov 23 10:33:04 2008
Subject: Re: Friday's meeting

Will certainly come to Mon mtg. Am sitting in on a 7-9 pm call to China so will have lots of time.
Jonathan Fiechter
202-622-8722

----- Original Message -----

From: Bettinger, Lori
To: Fiechter, Jonathan
Sent: Sat Nov 22 20:16:50 2008
Subject: Friday's meeting

Hi Jonathan-

I just wanted to give you a quick update - (b)(5), (b)(6), and Not Responsive



Samarias, Joseph

From: Fiechter, JonathanDisabled
Sent: Sunday, November 23, 2008 10:33 AM
To: Bettinger, Lori
Subject: Re: Friday's meeting

Will certainly come to Mon mtg. Am sitting in on a 7-9 pm call to China so will have lots of time.

Jonathan Fiechter
202-622-8722

----- Original Message -----

From: Bettinger, Lori
To: Fiechter, Jonathan
Sent: Sat Nov 22 20:16:50 2008
Subject: Friday's meeting

Hi Jonathan-

I just wanted to give you a quick update - (b)(5), (b)(6), and Not Responsive



Samarias, Joseph

From: Bettinger, Lori
Sent: Saturday, November 22, 2008 8:17 PM
To: Fiechter, JonathanDisabled
Subject: Friday's meeting

Hi Jonathan-

I just wanted to give you a quick update - (b)(5), (b)(6), and Not Responsive



Samarias, Joseph

From: Schaffer, Laurie
Sent: Friday, November 21, 2008 12:13 AM
To: Mclellan, DonDisabled; Morse, DuaneDisabled; Sundberg, LindaDisabled
Subject: One United Bank

Attorney-client/predecisional

(b) (5)

Howard, Frank

From: Brown, Abby E. [AEBrown@ssd.com]
Sent: Thursday, December 18, 2008 2:40 PM
To: Samuelson, Chuck; Mclellan, DonDisabled; Lerner, Brad; Bettinger, Lori
Cc: Chattaway, Kristy; Graham, Jennifer
Subject: RE: CDFIs -- Side Letters?
Attachments: TYSONS_CORNER-#258730-v2-CDFI_Side_Letter.DOC

I had circulated a side letter to Chuck last night that we may be able to tweak for this purpose, which is attached.

Regards,
Abby

From: Samuelson, Chuck [mailto:samuelso@HughesHubbard.COM]
Sent: Thursday, December 18, 2008 2:24 PM
To: Don.McLellan@do.treas.gov; Brad.Lerner@do.treas.gov; Lori.Bettinger@do.treas.gov
Cc: Brown, Abby E.; Chattaway, Kristy; Graham, Jennifer; Samuelson, Chuck
Subject: RE: CDFIs -- Side Letters?

(b) (5)



From: Don.McLellan@do.treas.gov [mailto:Don.McLellan@do.treas.gov]
Sent: Thursday, December 18, 2008 2:03 PM
To: Samuelson, Chuck; Brad.Lerner@do.treas.gov; Lori.Bettinger@do.treas.gov
Cc: AEBrown@ssd.com; Chattaway, Kristy; Graham, Jennifer
Subject: RE: CDFIs -- Side Letters?

(b) (5)



Don McLellan
Interim Capital Purchase Program Manager
U.S. Department of the Treasury
1500 Pennsylvania Avenue, NW
Washington, DC 20220
Tel: 202-622-6872

From: Samuelson, Chuck [mailto:samuelso@HughesHubbard.COM]
Sent: Thursday, December 18, 2008 12:00 PM
To: Mclellan, Don; Lerner, Brad; Bettinger, Lori
Cc: Brown, Abby E.; Samuelson, Chuck; Chattaway, Kristy; Graham, Jennifer
Subject: CDFIs -- Side Letters?

(b) (5)



(b) (5)

Charles A. Samuelson
Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, New York 10004
Telephone No.: (212) 837-6454
Telecopier No.: (212) 299-6454
e-mail: samuelso@hugheshubbard.com

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DOCUMENT

UST JW 000481 – UST JW 000482

WITHHELD IN FULL

PURSUANT TO

5 U.S.C. § 552 (B)(5)

Howard, Frank

From: Gustafson, Lindy
Sent: Wednesday, December 17, 2008 8:18 PM
To: Mclellan, DonDisabled; Bettinger, Lori
Subject: FW: #97 One United Bank
Attachments: 97 One United Bank - CDFI.pdf

Sorry, forgot to CC you

Lindy Gustafson

From: Gustafson, Lindy
Sent: Tuesday, December 16, 2008 6:00 PM
To: Charles Samuelson; Courtney Bartholomew; Ronald Abramson; TARP Closing BNY
Cc: Bettinger, Lori
Subject: #97 One United Bank

Attached is a letter to One United Bank notifying them of their CDFI status and the fact that they do not have to issue warrants. It was faxed this afternoon.

Lindy Gustafson

Capital Purchase Program
Office of Financial Stability
202-622-6245



DEPARTMENT OF THE TREASURY
WASHINGTON, D.C. 20220

December 16, 2008

VIA FACSIMILE: (617) 457-4417

Mr. Kevin Cohee
One United Bank
100 Franklin Street, Suite 600
Boston, MA 02110

Re: Application for Participation in the Troubled Asset Relief Program Capital
Purchase Program Under the Emergency Economic Stabilization Act of 2008

UST Sequence Number: 97

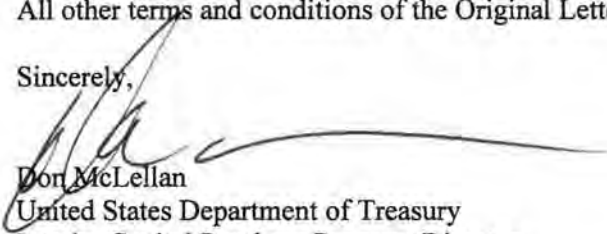
Dear Mr. Kevin Cohee:

We refer to our letter (the "Original Letter") dated December 3, 2008 regarding the application of One United Bank (the "Applicant") for participation in the Department of the Treasury Troubled Asset Relief Program Capital Purchase Program (the "CPP"). The Original Letter referred to procedures for Applicant to participate in the CPP under terms applicable to privately traded companies.

On December 11, 2008, we received an email notifying us of your CDFI certification. Per our policy to encourage CDFI participation, we are pleased to inform you that as a CDFI One United Bank is not required to issue warrants under CPP.

Accordingly, please disregard any instructions in the Original Letter regarding warrants. All other terms and conditions of the Original Letter remain in full force and effect.

Sincerely,


Don McLellan
United States Department of Treasury
Interim Capital Purchase Program Director

Howard, Frank

From: Graham, Jennifer [graham@HughesHubbard.COM]
Sent: Tuesday, December 16, 2008 3:26 PM
To: Lerner, Brad; Mclellan, DonDisabled; Bettinger, Lori
Cc: Samuelson, Chuck
Subject: OneUnited Bank -- UST No. 97
Attachments: OUB Cease and Desist Letter.PDF

The above-referenced institution (b) (4) to a Cease and Desist order by the FDIC as of October 2008 (copy attached). Please let us know if you have any questions in this regard.

Best regards,

Jenny

Jennifer E. Graham
Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, NY 10004
Telephone: (212) 837-6488
Fax: (212) 422-4726
Email: graham@hugheshubbard.com

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FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C.

and

THE COMMONWEALTH OF MASSACHUSETTS

DIVISION OF BANKS

_____)	
In the Matter of:)	
)	
ONEUNITED BANK)	ORDER TO CEASE AND DESIST
BOSTON, MASSACHUSETTS)	
)	FDIC-08-294b
(INSURED STATE NONMEMBER BANK))	
_____)	

OneUnited Bank, Boston, Massachusetts ("Bank") and its institution-affiliated parties, as that term is defined in section 3(u) of the Federal Deposit Insurance Act ("Act"), 12 U.S.C. § 1813(u), and its successors and assignees having been advised of its right to a Notice of Charges and of Hearing detailing the unsafe or unsound banking practices and violations of law alleged to have been committed by the Bank and of its right to a hearing on such alleged charges under section 8(b)(1) of the Act, and having waived those rights, entered into a STIPULATION AND CONSENT TO THE ISSUANCE OF AN ORDER TO CEASE AND DESIST ("CONSENT AGREEMENT") with counsel for the Federal Deposit Insurance Corporation ("FDIC") and the Commonwealth of

Massachusetts Division of Banks ("Division"), dated October , 2008, whereby solely for the purpose of this proceeding and without admitting or denying any unsafe or unsound banking practices or violations of law, the Bank consented to the issuance of an ORDER TO CEASE AND DESIST ("ORDER") by the FDIC and the Division.

The FDIC and the Division considered the matter and determined that it had reason to believe that the Bank had engaged in unsafe or unsound banking practices and violations of law. The FDIC and the Division, therefore, accepted the CONSENT AGREEMENT and issued the following:

ORDER TO CEASE AND DESIST

IT IS HEREBY ORDERED that the Bank and its institution-affiliated parties, and its successors and assigns, cease and desist from the following unsafe or unsound banking practices and violations of law:

- a. Operating with an inadequate level of capital for the kind and quality of assets held;
- b. Failing to provide adequate supervision and direction over the officers of the Bank;
- c. Operating without an appropriate risk management program that establishes acceptable risk exposure and ensures appropriate policies and practices are in place;
- d. Allowing the payment of excessive compensation, fees and benefits to its senior executive officers;

- e. Operating with an excessive level of criticized assets;
- f. Operating without effective underwriting standards and practices;
- g. Operating without an effective loan documentation program;
- h. Failing to provide for an effective system to identify problem assets and prevent deterioration;
- i. Engaging in speculative investment practices and failing to prudently diversify its equities portfolio;
- j. Operating without a system to monitor and evaluate earnings and ensure maintenance of adequate capital and reserves;
- k. Operating with deficient earnings;
- l. Operating without sufficient liquidity, in light of the asset and liability mix and overall financial condition of the Bank; and
- m. Committing violations of law and regulation.

IT IS FURTHER ORDERED that the Bank take affirmative action as follows:

1. (a) The Bank shall achieve and maintain the following minimum capital levels after establishing an adequate Allowance:
 - (i) Tier 1 capital at least equal to five percent (5.0%) of total assets;
 - (ii) Tier 1 risk-based capital at least equal to

six percent (6.0%) of total risk-weighted assets; and

(iii) Total risk-based capital at least equal to ten percent (10%) of total risk-weighted assets.

(b) In the event any of the foregoing ratios falls below the established minimum, the Bank shall notify the Area Director of the Boston Area Office of the FDIC ("Area Director") and the Commissioner of Banks of the Commonwealth of Massachusetts ("Commissioner") and shall increase capital in an amount sufficient to comply with this provision within ninety (90) days.

(c) The Bank shall not initiate a plan to increase total assets by more than two and one-half percent (2.5%) during any consecutive three-month period, or more than eight percent (8.0%) during any twelve-month period during the life of the Order.

2. (a) Within thirty (30) days of the effective date of this ORDER, the Bank's Board of Directors ("Board") shall develop a capital plan ("Capital Plan") that shall be submitted to the Area Director and the Commissioner for review and comment. Within fifteen (15) days of receipt of all such comments from the Area Director and the Commissioner, and after incorporation and adoption of all such comments, the Bank shall approve the revised Capital Plan, which approval shall be recorded in the minutes of the meetings of the Board.

Thereafter, the Bank shall implement and fully comply with the Capital Plan. The Board shall review the Bank's adherence to the Capital Plan on a semi-annual basis, or more frequently if necessary. Copies of the reviews and updates shall be submitted to the Area Director and the Commissioner. At a minimum, the Capital Plan shall include:

(i) specific plans to achieve the capital levels required under the plan and this ORDER;

(ii) specific plans for the maintenance of adequate capital that may in no event be less than the requirements of the provisions of this ORDER;

(iii) projections for asset growth and capital requirements, and such projections shall be based upon a detailed analysis of the Bank's current and projected assets, liabilities, earnings, fixed assets, and off-balance sheet activities, each of which shall be consistent with the Bank's strategic business plan;

(iv) projections for the amount and timing of the capital necessary to meet the Bank's current and future needs;

(v) the primary source(s) from which the Bank will strengthen its capital to meet the Bank's needs;

(vi) contingency plans that identify alternative sources of capital should the primary source(s) under (v) above not be available; and

(vii) a dividend policy that permits the declaration of a dividend only on capital raised subsequent to September 30, 2008 and only:

A) when the Bank is in compliance with its approved capital program;

B) when the Bank is in compliance with applicable State and Federal laws and regulations;

C) when, after payment of such dividends, the Bank remains in compliance with the above minimum capital ratios;

D) when such declaration and payment of dividends has been approved in advance by the Board of Directors of the Bank; and

E) when such declaration and payment of dividends has been approved in advance, in writing, by the Area Director and the Commissioner.

(b) 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 provision.

(c) Any increase in capital necessary to meet the requirements of the provisions of this paragraph may be accomplished by the following:

(i) the sale of new securities in the form of

common stock;

(ii) the sale of noncumulative perpetual preferred stock;

(iii) the direct contribution of cash by the directors or shareholders of the Bank; or

(iv) any other method acceptable to the FDIC and the Commissioner approved in advance in writing by the Area Director and the Commissioner.

(d) To achieve the capital levels set forth in this Order, the Bank shall commit to raise capital in the form of common stock so that common stock becomes the dominant form of capital (over 50%). Within forty-eight (48) months the Bank shall achieve the foregoing.

(e) No increase in Tier 1 capital necessary to meet the requirements of this ORDER may be accomplished through a deduction from the Bank's allowance for loan and lease losses ("Allowance") or other reserve accounts. Further, the Bank shall not lend funds directly or indirectly, whether secured or unsecured, to any purchaser of Bank or affiliate stock or other securities, or to any investor by any other means for any portion of any increase in Tier 1 capital required herein.

3. (a) If all or part of the increase in capital required by the provisions of this paragraph is accomplished by the sale of new securities, the Bank's Board shall adopt and

implement a plan for the sale of such additional securities, including the voting of any shares owned or proxies held or controlled by them in favor of the plan. Should the implementation of the plan involve a public distribution of the Bank's securities (including a distribution limited only to the Bank's existing shareholders), the Bank shall prepare offering materials fully describing the securities being offered, including an accurate description of the financial condition of the Bank and the circumstances giving rise to the offering, and any other material disclosures necessary to comply with the Federal securities laws. Prior to the implementation of the plan and, in any event, not less than twenty (20) days prior to the dissemination of such materials, the plan and any materials used in the sale of the securities shall be submitted to the Area Director, the FDIC's Registration, Disclosure, and Securities Unit, 550 17th Street, N.W., Room F-6053, Washington, D.C. 20429 and the Commissioner for review. Any changes requested by the FDIC or the Division to be made in the plan or materials shall be made prior to their dissemination. If any part of the increase in Tier 1 capital is to be provided by the sale of noncumulative perpetual preferred stock, then all terms and conditions of the issue, including but not limited to those terms and conditions relative to the interest rate and any convertibility factor, shall be subject to the Area Director's

and the Commissioner's prior written approval.

(b) In complying with the provisions of this paragraph, the Bank shall provide to any subscriber and/or purchaser of the Bank's securities written notice of any planned or existing development or other changes which are materially different from the information reflected in any offering materials used in connection with the sale of Bank securities. The written notice required by this paragraph shall be furnished within fifteen (15) days from the date such material development or change was planned or occurred, whichever is earlier, and shall be furnished to every subscriber and/or purchaser of the Bank's securities who received or was tendered the information contained in the Bank's original offering materials.

4. (a) Within sixty (60) days from the effective date of this ORDER, the Board shall engage an independent third party acceptable to the Area Director and the Commissioner who/which possesses appropriate expertise and qualifications to analyze and assess the Bank's management, including the Board of Directors, and staffing performance and needs. The engagement shall require that the analysis and assessment be summarized in a written report to the Board ("Management Report"). Within sixty (60) days of receipt of the Management Report, the Board will conduct a full and complete review of the Management Report, which review shall be recorded in the minutes of the

meeting of the Board.

(b) The Bank shall provide the Area Director and the Commissioner with a copy of the proposed engagement letter or contract with the third party for review and approval before it is executed. The contract or engagement letter, at a minimum, shall include:

(i) a description of the work to be performed under the contract or engagement letter, the fees for each significant element of the engagement, and the aggregate fee;

(ii) the responsibilities of the firm or individual;

(iii) an identification of the professional standards covering the work to be performed;

(iv) identification of the specific procedures to be used when carrying out the work to be performed;

(v) the qualifications of the employee(s) who are to perform the work;

(vi) the time frame for completion of the work;

(vii) any restrictions on the use of the reported findings;

(viii) a provision for unrestricted examiner access to workpapers; and

(ix) a certification that the firm or individual is not affiliated in any manner with the Bank.

(c) Within sixty (60) days of receipt of the Management Report, the Board will develop a written Management Plan ("Management Plan") that incorporates the findings of the Management Report, a plan of action in response to each recommendation contained in the Management Report, and a time frame for completing each action. A copy of the Management Report and Management Plan and any subsequent modification thereto shall be submitted to the Area Director and the Commissioner for review and comment. Within thirty (30) days from receipt of any comment, and after incorporation and adoption of any such comments, the Board shall approve the Management Plan which approval shall be recorded in the minutes of the meeting of the Board. Thereafter, the Bank and its directors, officers and employees shall implement and follow the Management Plan and any modifications thereto. It shall remain the responsibility of the Board to fully implement the Management Plan within the specified time frames. In the event the Management Plan, or any portion thereof, is not implemented, the Board shall immediately advise the Area Director and the Commissioner, in writing, of specific reasons for deviating from the Management Plan. At a minimum, the Management Plan shall:

(i) contain a recitation of the recommendations included in the Management Report or otherwise communicated to the Bank, along with a copy of any report(s) prepared by the

outside consultant(s);

(ii) identify the type and number of officer positions needed to manage and supervise the affairs of the Bank, detailing any vacancies or additional needs and giving appropriate consideration to the size and complexity of the Bank;

(iii) identify the type and number of staff positions needed to carry out the Bank's strategic plan, detailing any vacancies or additional needs;

(iv) identify the authorities, responsibilities, and accountabilities attributable to each position, as well as the appropriateness of the authorities, responsibilities, and accountabilities, giving due consideration to the relevant knowledge, skills, abilities, and experience of the incumbent (if any) and the existing or proposed compensation;

(v) present a clear and concise description of the relevant knowledge, skills, abilities, and experience necessary for each position, including delegations of authority and performance objectives;

(vi) identify the appropriate level of current and deferred compensation to each officer and staff position, including executive officer positions;

(vii) evaluate the current and past performance of all existing members of the Board of Directors, indicating

whether the individuals are qualified to fulfill present and anticipated fiduciary duties, provide for adequate policies and procedures to guide the Bank's management team, and to effectively and prudently oversee the management team.

(viii) identify and establish Bank committees needed to provide guidance and oversight to management;

(ix) identify Bank officers, including executive officers and staff members, indicating whether the individuals are competent and qualified to perform present and anticipated duties, adhere to the Bank's established policies and practices, and operate the Bank in a safe and sound manner;

(x) establish requirements and methodologies to periodically evaluate each individual's job performance;

(xi) establish a plan to terminate, rotate, or reassign officers and staff as necessary, as well as recruit and retain qualified personnel consistent with the Board's analysis and assessment of the Bank's staffing needs;

(xii) identify training and development needs, and incorporate a plan to provide such training and development;

(xiii) establish procedures to periodically review and update the Management Plan, as well as periodically review and assess the performance of each officer, director, and staff member;

(xiv) contain a current organizational chart that

identifies all existing and proposed staff and officer positions, delineates related lines of authority and accountability, and establish a written plan for addressing any identified needs; and

(xv) contain a current management succession plan.

5. During the life of this ORDER, the Bank shall notify the Area Director and the Commissioner in writing of any resignations and/or terminations of any members of its Board of directors and/or any of its senior officer(s) within fifteen (15) days of the event. The Bank shall also establish procedures to ensure compliance with section 32 of the Act, 12 U.S.C. § 1831i and Subpart F of Part 303 of the FDIC's Rules and Regulations, 12 C.F.R. §§ 303.100 through 303.103. In addition, the Bank shall notify the Area Director and Commissioner in writing when it proposes to add any individual to the Bank's Board or employ any individual as a senior executive officer. The notification must be received at least fifteen (15) days before such addition or employment is intended to become effective and should include a description of the background and experience of the individual(s) to be added or employed.

6. (a) Within ninety (90) days from the effective date of this ORDER, the Bank shall rescind any and all lease agreements, contracts or arrangements with, and shall cease

paying for any expenses related to, 703 Pacific Palisades Beach Road, LLC, its principals, successors or assigns.

(b) Within ninety (90) days from the effective date of this ORDER, the Bank shall sell all Bank-owned automobiles and other vehicles provided to or for the use of the Bank's executive officers; and shall require all executive officers to reimburse the Bank for the fair market value of any automobiles or vehicles purchased by the Bank in the names of such executive officers or their related interests.

(c) Within ninety (90) days from the effective date of this ORDER, the Bank shall amend the supplemental health benefits for the Chairman of the Board, Chief Executive Officer and President, so that such benefits are comparable to those currently available to other executive officers of the Bank.

(d) Within sixty (60) days from the effective date of this ORDER, the Board shall engage a qualified independent consultant, acceptable to the Area Director and the Commissioner, to assess the appropriateness of all current and deferred compensation paid to the Chairman and Chief Executive Officer and the President, in light of each individual's competence, responsibilities, and performance. The analysis will include a comparison of such compensation to that of Banks of comparable size and complexity, and, based on the forgoing analyses and comparisons, will identify an appropriate level of

compensation for each individual. The analysis will also include a determination of the reasonableness of all perquisites, including, but not limited to items such as housing and automobile allowances and/or benefits. Within thirty (30) days of receipt of the consultant's analysis, the Bank will provide a copy to the Area Director and the Commissioner for review and comment. Within sixty (60) days of receipt of the report, the Board will determine an appropriate level of compensation which determination will be submitted to the Area Director and the Commissioner for review and comment. Within fifteen (15) days of receipt of all such comments from the Area Director or the Commissioner, and after incorporation and adoption of any required changes, the Bank will implement the compensation levels. During the life of this ORDER, such compensation will not increase without the prior written approval of the Area Director and the Commissioner. For the purpose of this paragraph, "compensate" and "compensation" refers to any and all salaries, bonuses, and other benefits of every kind and nature whatsoever, whether paid directly or indirectly.

7. (a) Within ninety (90) days after the effective date of this ORDER, the Bank shall formulate a written policy covering reimbursement to its directors, officers, and employees for expenses. At a minimum, the policy shall include provisions

which:

(i) identify the type and nature of fees and expenses for which the Bank will provide reimbursement, including, but not limited to, expenses for customer entertainment and business development, and including dollar limitations based on the nature of each individual's position and duties, as well as the appropriateness of incurring such expenses;

(ii) identify the directors, officers, and employees authorized to incur expenses for which the Bank will provide reimbursement;

(iii) establish thresholds which, when exceeded, require the prior approval of designated Bank officials (including senior officers, the Bank's Board, or a designated committee thereof) along with procedures by which such approvals may be sought and considered;

(iv) require complete documentation of all expenses prior to Bank reimbursement, including the submission of original receipt(s), identification of the person(s) who incurred the expense and the person(s) for whom the funds were expended, and the business purpose of the expense; and

(v) prohibit reimbursement of personal expenses of the Bank's directors, officers, and employees.

(b) Within one hundred and twenty (120) days of the

effective date of this Order, the Bank shall submit the policy to the Area Director and the Commissioner for review and comment. Within thirty (30) days from the receipt of any comment from the Area Director or the Commissioner, and after incorporation and adoption of any required changes, the Bank shall approve the policy, which approval shall be recorded in the minutes of the Board meeting. Thereafter, the Bank shall implement and fully comply with the policy.

(c) While this ORDER is in effect, the Bank's Board will perform monthly reviews of all expenses submitted for reimbursement by the Bank's directors, officers, and employees, with the results noted in the minutes of the meeting of the Board. The Bank will immediately seek reimbursement for any reimbursed expenses which are not in conformance with the policy established pursuant to this provision, or state in the Board minutes the justification for deviation from the policy.

8. As long as this ORDER remains in effect, within thirty (30) days after the receipt of any future Report of Examination of the Bank from the FDIC and/or the Commissioner, the Bank shall eliminate from its books, by charge-off or collection, all assets or portions of assets classified "Loss" in any Report of Examination that have not been previously collected or charged off.

9. (a) Within sixty (60) days from the effective date of

this ORDER, the Bank shall formulate a written plan to reduce the Bank's risk exposure in each asset relationship in excess of \$1,000,000 classified as "Substandard" in the 2007 Report of Examination. For purposes of this provision, "reduce" means to collect, charge off, or improve the quality of an asset so as to warrant its removal from adverse classification by the FDIC and/or the Commissioner. In developing the plan mandated by this paragraph, the Bank shall, at a minimum, and with respect to each adversely classified loan or lease, review, analyze, and document the financial position of the borrower, including source of repayment, repayment ability, and alternative repayment sources, as well as the value and accessibility of any pledged or assigned collateral, and any possible actions to improve the Bank's collateral position.

(b) In addition, the plan mandated by this provision shall also include, but not be limited to, the following:

(i) a schedule for reducing the outstanding dollar amount of each adversely classified asset, including timeframes for achieving the reduced dollar amounts (at a minimum, the schedule for each adversely classified asset must show its expected dollar balance on a quarterly basis);

(ii) specific action plans intended to reduce the Bank's risk exposure in each classified asset;

(iii) a schedule showing, on a quarterly

basis, the expected consolidated balance of all adversely classified assets, and the ratio of the consolidated balance to the Bank's projected Tier 1 capital plus the Allowance;

(iv) a provision for the Bank's submission of monthly written progress reports to its Board; and

(v) a provision mandating Board review of the progress reports, with a notation of the review recorded in the minutes of the meeting of the Board.

(c) The Bank shall immediately submit the plan to the Area Director and the Commissioner for review and comment. Within thirty (30) days from receipt of any comment from the Area Director or the Commissioner, and after incorporation and adoption of any required changes, the Bank shall approve the plan, which approval shall be recorded in the minutes of the meeting of the Board. Thereafter, the Bank shall implement and fully comply with the plan.

10. Within sixty (60) days from the effective date of this ORDER, the Bank shall develop a plan to correct all deficiencies in the assets listed for "Special Mention." The Bank shall immediately submit the plan to the Area Director and the Commissioner for review and comment. Within thirty (30) days from receipt of any comment from the Area Director or the Commissioner, and after incorporation and adoption of any required changes, the Bank shall approve the plan, which

approval shall be recorded in the minutes of the Board of directors meeting. Thereafter, the Bank shall implement and fully comply with the plan.

11. (a) Within sixty (60) days of the effective date of this ORDER, the Board shall develop a program of independent loan review ("Loan Review Program") that will provide for a periodic review of the Bank's loan portfolio and the identification and categorization of problem credits. At a minimum, the Loan Review Program shall provide for:

(i) prompt identification of loans with credit weaknesses that warrant the special attention of management, including the name of the borrower, amount of the loan, reason why the loan warrants special attention, and assessment of the degree of risk that the loan will not be fully repaid according to its terms;

(ii) action plans to reduce the Bank's risk exposure from each identified relationship;

(iii) prompt identification of all outstanding balances and commitments attributable to each obligor identified under the requirements of subparagraph (i), including outstanding balances and commitments attributable to related interests of such obligors, including the obligor of record, relationship to the primary obligor identified under subparagraph (i), and an assessment of the risk exposure from

the aggregate relationship;

(iv) identification of trends affecting the quality of the loan portfolio, potential problem areas, and action plans to reduce the Bank's risk exposure;

(v) assessment of the overall quality of the loan portfolio;

(vi) identification of credit and collateral documentation exceptions and an action plan to address the identified deficiencies;

(vii) identification and status of violations of laws, rules, or regulations with respect to the lending function and an action plan to address the identified violations;

(viii) identification of loans that are not in conformance with the Bank's lending policy and an action plan to address the identified deficiencies;

(ix) identification of loans to directors, officers, principal shareholders, and their related interests;

(x) an assessment of the ability of individual members of the lending staff to operate within the framework of the Bank's loan policy and applicable laws, rules, and regulations; and an action plan to address the identified deficiencies; and

(xi) a mechanism for reporting periodically, but in no event less than quarterly, the information developed in

paragraphs (i) through (x) above to the Board. The report should also describe the action(s) taken by management with respect to problem credits.

(b) The Bank shall submit the Loan Review Program to the Area Director and the Commissioner for review and comment. Within thirty (30) days from receipt of any comment from the Area Director or the Commissioner, and after due consideration of any required changes, the Bank shall approve the program, which approval shall be recorded in the minutes of the Board meeting. Thereafter, the Bank shall implement and fully comply with the program.

(c) Upon implementation, a copy of each periodic report required in paragraph 11 (a) shall be submitted to the Board, as well as documentation of the actions taken by the Bank or recommendations to the Board that address identified deficiencies in specific loan relationships or the Bank's policies, procedures, strategies, or other elements of the Bank's lending activities. Such reports and recommendations, as well as any resulting determinations, shall be recorded and retained in the minutes of the meeting of the Board.

12. (a) Within sixty (60) days from the effective date of this ORDER, the Board shall establish a comprehensive policy and methodology for determining the adequacy of the Allowance. The policy shall provide for a review of the Allowance at least once

each calendar quarter and be completed at least fifteen (15) days prior to the end of each quarter in order that the results of the review conducted by the Board may be properly reported in the quarterly Consolidated Reports of Condition and Income.

Such reviews shall, at a minimum, include the following:

(i) the Federal Financial Institutions Examination Council's Instructions for the Consolidated Reports of Condition and Income, the Interagency Statement of Policy on the Allowance, other applicable regulatory guidance that addresses the adequacy of the Bank's Allowance, and any analysis of the Bank's Allowance provided by the FDIC and the Commissioner;

(ii) the volume and mix of the overall loan portfolio, including trends in the portfolio mix by loan type and geography, trends in the severity of nonperforming or delinquent loans, trends in the severity of weaknesses in extensions of credit identified as "Special Mention" and adversely classified in the latest Report of Examination;

(iii) previous loan loss experience by loan type, including the level, trends, and severity of overdrafts, trend of net charge-offs as a percent of average loans over the past several years, as well as an analysis of net charge-offs experienced on previously adversely classified loans;

(iv) the degree of risk associated with renewed

and extended loans;

(v) the volume, trend, rate and duration of loan growth;

(vi) the results of internal loan reviews;

(vii) concentrations of credit and significant individual credits;

(viii) present and prospective economic conditions, generally and locally;

(ix) off-balance sheet credit risks; and

(x) any other factors appropriate in determining future Allowances, including changes in the Bank's strategic plan, and loan products and markets.

(c) A deficiency in the Allowance shall be remedied in the calendar quarter in which it is discovered by a charge to current operating earnings prior to any Tier 1 capital determinations required by this ORDER and prior to the Bank's submission of its Consolidated Report of Condition and Income. The Board shall thereafter maintain an appropriate Allowance.

(d) The Bank shall submit the policy to the Area Director and the Commissioner for review and comment. Within thirty (30) days from receipt of any comment from the Area Director or the Commissioner, and after incorporation and adoption of any required changes, the Bank shall approve the policy, which approval shall be recorded in the minutes of the

Board meeting. Thereafter, the Bank shall implement and fully comply with the policy.

(e) While this ORDER is in effect, the Bank shall submit to the Area Director and the Commissioner the analysis supporting the determination of the adequacy of the Allowance. These submissions may be made at such times as the Bank files the quarter-end progress reports otherwise required by this ORDER. The Bank's policy and methodology for determining the adequacy of the Bank's Allowance and its implementation shall be subject to the approval of the Area Director and the Commissioner. In the event that the Area Director or the Commissioner determines that the Bank's Allowance is inadequate, the Bank shall increase the Allowance and amend its Consolidated Reports of Condition and Income accordingly.

13. (a) Within ninety (90) days from the effective date of this ORDER, the Bank shall revise its written investment policy. At a minimum, the policy shall address:

- (i) the Board's investment goals;
- (ii) authorized activities and instruments;
- (iii) permissible securities, including the types of investments permitted for purchase and retention, diversification of investments, the desired mix among those investments and their maturity distribution;
- (iv) securities pledging;

(v) risk limits, including credit, market, and other applicable risks;

(vi) risk and performance measurement;

(vii) maturity guidelines;

(viii) pre-purchase analysis guidelines;

(ix) internal controls and independent review;

(x) selection of broker/dealers;

(xii) reporting; and

(xiii) accounting and taxation.

(b) The Bank shall submit the investment policy to the Area Director and the Commissioner for review and comment. Within thirty (30) days of receipt of all such comments from the Area Director or the Commissioner, and after incorporation and adoption of all such required comments, the Bank shall approve the revised plan, which approval shall be recorded in the minutes of the meeting of the Board. Thereafter, the Bank shall implement and fully comply with the investment policy.

14. Within ninety (90) days from the date of this ORDER, the Bank shall develop and fully implement a written profit plan ("Profit Plan") consisting of goals and strategies, consistent with sound banking practices, and taking into account the Bank's other written plans, policies, or other actions as required by this Order. The Profit Plan and any subsequent modification thereto shall be submitted to the Area Director and the

Commissioner for review and comment. Within thirty (30) days of receipt of all such comments from the Area Director or the Commissioner, and after incorporation and adoption of any required changes, the Bank shall approve the revised plan, which approval shall be recorded in the minutes of the meetings of the Board. Thereafter, the Bank shall implement and fully comply with the Profit Plan. The written Profit Plan shall include, at a minimum:

- (a) identification of the major areas in and means by which the Bank will seek to improve operating performance;
- (b) specific goals to improve the net interest margin, increase interest income, reduce discretionary expenses, and improve and sustain earnings, as well as maintain appropriate provisions to the Allowance;
- (c) realistic and comprehensive budgets for all categories of income and expense items;
- (d) a description of the operating assumptions that form the basis for, and adequately support, material projected revenue and expense components;
- (e) coordination of the Bank's loan, investment, funds management, and operating policies; strategic plan; and Allowance methodology with the profit and budget planning;

(f) a budget review process to monitor the revenue and expenses of the Bank whereby actual performance is compared against budgetary projections not less than quarterly; recording the results of the evaluation and any actions taken by the Bank in the minutes of the Board meeting at which such evaluation is undertaken; and,

(g) identification of personnel responsible for implementing each of the goals and strategies of the Profit Plan.

15. (a) Within ninety (90) days from the effective date of this ORDER, the Bank shall review its written funds management policies and plans, and amend each as recommended in the 2007 Report of Examination. The Bank shall submit the policies and plans, and any future modifications, to the Area Director and the Commissioner for review and comment. Within thirty (30) days of receipt of all such comments from the Area Director or the Commissioner, and after incorporation and adoption of any required changes, the Bank shall approve the revised policies and plans, which approval shall be recorded in the minutes of the meeting of the Board. Thereafter, the Bank shall implement and fully comply with the policies and plans. Annually or more frequently thereafter, while this ORDER is in effect, the Bank shall review this policy for adequacy and,

based upon the above criteria, shall make necessary revisions to the policy. At a minimum, the policies and plan shall:

(i) Provide for the establishment of an asset/liability committee and define its membership, responsibilities and authorities, minimum frequency of meetings, reporting from management, and reporting to the Board;

(ii) Identify personnel responsible for the funds management functions within the Bank;

(iii) Provide a statement of the Bank's long-term and short-term liquidity needs and plans for ensuring that such needs are met;

(iv) Provide for a periodic review of the Bank's deposit structure. Include the volume and trend of total deposits and the volume and trend of the various types of deposits offered, the maturity distribution of time deposits, rates being paid on each type of deposit, rates being paid by trade area competition, caps on large time deposits, public funds, out-of-area deposits, and any other information needed;

(v) Establish target liquidity and dependency ratios and/or parameters;

(vi) Provide for a periodic calculation to measure the liquidity posture. Review performance with established liquidity ratio targets. Review compliance with required legal reserves;

(vii) Provide for a periodic calculation to determine the extent to which the Bank is funding long-term assets with short-term liabilities;

(viii) Establish parameters for use, volume, and maturities of brokered deposits, deposits obtained through solicitation services, and borrowings;

(ix) Address coordination among the Bank's loan, investment, operating, and budget and profit planning policies with the written funds management policy;

(x) Provide a method of computing the Bank's cost of funds;

(xi) Provide a method of loan pricing that considers cost of funds, overhead and administrative costs, and desired profits. Determine when to use fixed rates and when to use floating rates;

(xii) In conjunction with the Bank's lending activities, determine which types of loans are permitted and desirable, the desired mix among different types of loans, the volume of loans compared to total deposits and total loans, upcoming loan maturities, and loan commitments outstanding;

(xiii) Review possible alternative sources of funds and address their use. Establish lines of credit and test accessibility on a periodic basis, but no less frequently than annually;

(xiv) Provide for tax planning; and

(xv) Establish contingency plans by identifying alternative courses of action designed to meet the Bank's liquidity needs.

16. (a) Further, within one hundred and twenty (120) days after the effective date of the ORDER, the Bank shall review, and amend as recommended in the 2007 Report of Examination, the Bank's written interest rate risk policy. At a minimum, the policy shall include guidelines for the following:

(i) Measures designed to control the nature and amount of interest rate risk the Bank takes, including those that specify risk limits and define lines of responsibilities and authority for managing risk;

(ii) A system for identifying and measuring interest rate risk, including a periodic calculation to measure interest rate risk exposure at various time horizons, and establish target ratios;

(iii) Establish goals and strategies for reducing and managing the Bank's interest rate risk exposure;

(iv) A system for monitoring and reporting risk exposures; and

(v) A system of internal controls, review, and audit to ensure the integrity of the overall risk management process.

(b) The Bank shall submit the policy and any future modifications to the Area Director and the Commissioner for review and comment. Within thirty (30) days of receipt of all such comments from the Area Director or the Commissioner and after incorporation and adoption of any required changes, the Bank shall approve the revised policy, which approval shall be recorded in the minutes of the meeting of the Board. Thereafter, the Bank shall implement and fully comply with the policy. Annually or more frequently thereafter, while this ORDER is in effect, the Bank shall review this plan for adequacy and, based upon the above criteria, shall make necessary revisions to the plan.

17. During the life of this ORDER, the Bank shall file with the FDIC Consolidated Reports of Condition and Income that accurately reflect the financial condition of the Institution as of the reporting period. In particular, such Reports shall incorporate any adjustment in the Bank's books made necessary or appropriate as a consequence of any FDIC or Division examination of the Bank during that reporting period, to include:

(i) Provision for loan losses and an Allowance which are adequate considering the condition of the Bank's loan portfolio;

(ii) Other restatements as detailed in the FDIC or Division examination of the Bank, or as required under this

ORDER.

(c) Further, and during the life of this ORDER, the accuracy of the Bank's Consolidated Reports of Condition and Income shall be reviewed by the Board and attested to by at least two Directors of the Bank, other than the officer signing the declaration on the cover (signature) page.

18. Within ninety (90) days after the effective date of this ORDER, the Bank shall take steps necessary, consistent with sound banking practices, to eliminate and/or correct all violations of laws, rules and regulations cited by the FDIC in the 2007 Report of Examination. In addition, the Bank shall adopt and implement appropriate procedures to ensure future compliance with all applicable laws, rules and regulations.

19. (a) Within thirty (30) days from the effective date of this ORDER, the Bank's Board shall adopt and implement a program that will provide for monitoring of the Bank's compliance with this ORDER. The Bank shall submit the program, and any future modifications, to the Area Director and the Commissioner for review and comment. Within thirty (30) days of receipt of all such comments from the Area Director or the Commissioner, and after incorporation and adoption of any required changes, the Bank shall approve the revised program, which approval shall be recorded in the minutes of the meeting of the Board. Thereafter, the Bank shall implement and fully

comply with the program. Following the adoption of the program, the Bank's Board shall review the Bank's compliance with this ORDER and record its review in the minutes of the meeting of the Board. At a minimum, the program will incorporate the following:

(b) Within thirty (30) days from the effective of this ORDER, the Board shall establish a Board committee, consisting of at least six (6) members, responsible for ensuring compliance with the ORDER, overseeing corrective measures with respect to the ORDER, and reporting to the Board. More than fifty percent (50%) of the members of the committee shall be independent directors as defined herein. The committee shall monitor compliance with this ORDER and, within thirty (30) days from the effective date of this ORDER, and every thirty (30) days thereafter, shall submit a written report detailing the Bank's compliance with this ORDER to the Board, for review and consideration during its regularly scheduled meeting. The compliance report and any discussion related to the report or ORDER shall be incorporated into the minutes of the meeting of the Board. Nothing contained herein shall diminish the responsibility of the entire Board to ensure compliance with the provisions of this ORDER. For the purposes of this ORDER, an "independent director" shall be an individual who:

(i) is not employed in any capacity by the Bank,

any of its subsidiaries, or affiliated organizations, other than as a director;

(ii) does not own or control more than ten percent (10%) of the outstanding shares of the Bank;

(iii) is not related by blood or marriage to an officer or director of the Bank or its affiliates, or to any shareholder owning more than ten percent (10%) of the outstanding shares of the Bank, and who does not otherwise share a common financial interest with such officer, director or shareholder;

(iv) is not indebted, directly or indirectly, to the Bank or any of its affiliates, including the indebtedness of any entity in which the individual has a substantial financial interest, in an amount exceeding two percent (2%) of the Bank's total Tier 1 capital and Allowance; and

(v) is a resident of, or engaged in business in, the Bank's trade area; or is otherwise deemed to be an independent director for purposes of this ORDER by the Area Director and the Commissioner.

(c) Within thirty (30) days of the end of the first quarter following the effective date of this ORDER, and within thirty (30) days of the end of each quarter thereafter, the Bank shall furnish written progress reports to the Area Director and the Commissioner detailing the form, manner, and results of any

actions taken to secure compliance with this ORDER. In addition, the Bank shall furnish such other reports as requested by the Area Director or the Commissioner. All progress reports and other written responses to this ORDER shall be reviewed by the Board of the Bank and made a part of the minutes of the Board meeting.

(d) As long as this Order remains in effect, within ninety (90) days of receipt of any future Report of Examination of the Bank from the FDIC and/or the Commissioner, the Bank shall initiate or accomplish corrective action in response to recommendations made in said Report.

This ORDER shall become effective ten (10) days from the date of its issuance and shall be binding upon the Bank and its institution-affiliated parties. The provisions of this ORDER

shall remain effective and enforceable except to the extent that, and until such time as, any provisions of this ORDER shall have been modified, terminated, suspended, or set aside by the FDIC and the Commissioner.

Dated at Braintree, Massachusetts, this 27th day of October, 2008.

Gregory P. Bottone
Acting Area Director

Honorable Steven L. Antonakes
Commissioner of Banks

Howard, Frank

From: Dugas, PeterDisabled
Sent: Thursday, October 16, 2008 4:55 PM
To: Kashkari, NeelDisabled; Mueller, KingDisabled; McDonnell, TaraDisabled
Subject: Rep. Frank Letter

FYI, attached is a letter from Chairman Frank requesting that we include NCUA in our consultations for TARP.

Peter



NCUA Letter.pdf

Peter Dugas
Deputy Assistant Secretary for Appropriations and Management
Office of Legislative Affairs
U.S. Department of the Treasury
(202) 622-0585 Phone

BARNEY FRANK
4TH DISTRICT, MASSACHUSETTS
2252 RAYBURN HOUSE OFFICE BUILDING
WASHINGTON, DC 20515-2104
(202) 225-5931
29 CRAFTS STREET
SUITE 375
NEWTON, MA 02458
(617) 332-3920

Congress of the United States
House of Representatives
Washington, DC

October 2, 2008

558 PLEASANT STREET
ROOM 309
NEW BEDFORD, MA 02740
(508) 999-6462
THE JONES BUILDING
29 BROADWAY
SUITE 310
TAUNTON, MA 02780
(508) 822-4796

The Honorable Henry M. Paulson
Secretary of the Treasury
Department of the Treasury
15th and Pennsylvania Ave., NW, Room 3330
Washington, D.C. 20220

Dear Mr. Secretary,

Leaders in the Credit Union movement called to my attention an oversight in the bill that we just passed. It should have included the NCUA as one of the agencies with which you should consult. While I regret that we were not able to catch this in time, obviously nothing prevents you from going forward with full consultation with them, and in fact I assume that you had planned to do that anyway. But I did want to write to underline the importance of fully including the NCUA in all the consultations.


BARNEY FRANK

EX-113-1000

THIS STATIONERY PRINTED ON PAPER MADE OF RECYCLED FIBERS



DEPARTMENT OF THE TREASURY
WASHINGTON, D.C. 20220

Mr. Kevin Cohee
One United Bank
100 Franklin Street Suite 600
Boston, MA 02110
e-mail: (b) (6) @oneunited.com

March 31, 2009

Re: Capital Purchase Program ("CPP") – Relationship Management Function

Dear Mr. Kevin Cohee,

Thank you for your institution's participation in the CPP. To date, the Department of Treasury ("Treasury") has invested in 532 financial institutions under this important program. As a CPP participant, your institution will likely communicate with Treasury on a number of different types of issues, including:

- Financial
 - Payment of periodic dividends (or interest)
 - Redemption of investment amounts
- Program reporting, e.g. monthly lending reports
- Treasury asset management and investment monitoring
- Queries from the independent Office of the Special Inspector General for the Troubled Asset Relief Program, and
- Legal and documentation.

In order to facilitate communication with Treasury, the CPP has established a relationship management function, headed up by Karl Christensen. Karl will do his best to (1) clearly communicate with your institution the Treasury's position on any particular issue; and (2) work with you and the relevant parties at Treasury as particular issues arise during the tenure of the CPP investment in your institution.

Karl may be reached at karl.christensen@do.treas.gov and at (202) 622-6199. Please feel free to contact him at any time should you have any questions or concerns regarding the CPP.

With kind regards,

Ted Schaffner
Director, Capital Purchase Program

Cc: John Trotter at (b) (6) @oneunited.com

Note: Institution UST Sequence Number 97; Funded Amount: \$12,063,000



DEPARTMENT OF THE TREASURY
WASHINGTON, D.C. 20220

Mr. Kevin Cohee
One United Bank
100 Franklin Street Suite 600
Boston, MA 02110
Sent to e-mail: (b) (6)@oneunited.com

April 22, 2009

Re: Capital Purchase Program ("CPP") – Private Institution Quarterly Financial Reporting

Dear Mr. Kevin Cohee,

As we at the CPP move into the investment monitoring phase of the U.S. Department of the Treasury ("Treasury") investment in your institution, we are seeking to make communications between the Treasury and you more automated and reliable. This letter is intended for CPP participant institutions that are *non*-public Qualifying Financial Institutions. Please let us know if this letter is sent to you in error.

In accordance with Sections 3.5(b) of the CPP Securities Purchase Agreement – Standard Terms (the "SPA"), your institution is required to send certain quarterly and annual financial reporting ("Quarterly Reporting") to the Treasury.

The Quarterly Reporting should be sent in hard copy to the Treasury at the street address indicated in Section 5.6 of the SPA. For ease of tracking, we request that you also send such Quarterly Reporting to the Treasury via e-mail to the following inbox established for this purpose: CPPFinancials@do.treas.gov. Please remember to quote your UST Sequence Number noted at the bottom of this letter.

In order that we have a complete electronic record, please submit all Quarterly Reporting for each fiscal quarter since the Signing Date (as defined in the SPA) to the e-mail address indicated above as soon as practicable. We are hoping to have our records on this matter updated by May 30, 2009.

Please do not hesitate to contact me should you have any questions regarding the CPP.

With kind regards,

Karl W. Christensen
Office of Financial Stability
Capital Purchase Program Relationship Management
karl.christensen@do.treas.gov; tel: 1-202-622-6199

Cc: John Trotter at (b) (6)@oneunited.com

Note: Institution UST Sequence Number 97; Funded Amount: \$12,063,000

Howard, Frank

From: Gustafson, Lindy
Sent: Tuesday, December 16, 2008 6:00 PM
To: 'Charles Samuelson'; 'Courtney Bartholomew'; 'Ronald Abramson'; 'TARP Closing BNY'
Cc: Bettinger, Lori
Subject: #97 One United Bank
Attachments: 97 One United Bank - CDFI.pdf

Attached is a letter to One United Bank notifying them of their CDFI status and the fact that they do not have to issue warrants. It was faxed this afternoon.

Lindy Gustafson

Capital Purchase Program
Office of Financial Stability
202-622-6245



DEPARTMENT OF THE TREASURY
WASHINGTON, D.C. 20220

December 16, 2008

VIA FACSIMILE: (617) 457-4417

Mr. Kevin Cohee
One United Bank
100 Franklin Street, Suite 600
Boston, MA 02110

Re: Application for Participation in the Troubled Asset Relief Program Capital
Purchase Program Under the Emergency Economic Stabilization Act of 2008

UST Sequence Number: 97

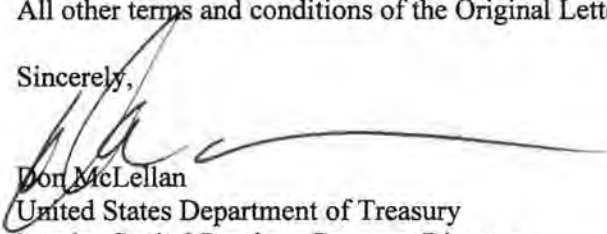
Dear Mr. Kevin Cohee:

We refer to our letter (the "Original Letter") dated December 3, 2008 regarding the application of One United Bank (the "Applicant") for participation in the Department of the Treasury Troubled Asset Relief Program Capital Purchase Program (the "CPP"). The Original Letter referred to procedures for Applicant to participate in the CPP under terms applicable to privately traded companies.

On December 11, 2008, we received an email notifying us of your CDFI certification. Per our policy to encourage CDFI participation, we are pleased to inform you that as a CDFI One United Bank is not required to issue warrants under CPP.

Accordingly, please disregard any instructions in the Original Letter regarding warrants. All other terms and conditions of the Original Letter remain in full force and effect.

Sincerely,


Don McLellan
United States Department of Treasury
Interim Capital Purchase Program Director

Howard, Frank

From: Williams, Andrew
Sent: Thursday, March 12, 2009 5:55 PM
To: _DL_Communications
Cc: Kashkari, NeelDisabled; Abdelrazek, Rawan
Subject: RE: OneUnited and Waters

Neel, anything you can provide would be useful.

- 1) [REDACTED] (b) (5)
- 2) [REDACTED] (b) (5)
- 3) [REDACTED] (b) (5)

From: Williams, Andrew
Sent: Thursday, March 12, 2009 4:45 PM
To: _DL_Communications
Subject: OneUnited and Waters

[I recommend this – please add more:](#)

[REDACTED] (b) (5)

From: Kashkari, Neel
Sent: Thursday, March 12, 2009 4:40 PM
To: Williams, Andrew; Abdelrazek, Rawan
Subject: RE: NYT Request

[i assume you want answers to 1 and 2:](#)

[REDACTED] (b) (5)

(b) (5)



From: Williams, Andrew
Sent: Thursday, March 12, 2009 4:33 PM
To: Kashkari, Neel; Abdelrazek, Rawan
Subject: FW: NYT Request

[Help needed, see below](#)

From: Williams, Andrew
Sent: Thursday, March 12, 2009 4:27 PM

To: _DL_Communications
Subject: FW: NYT Request

Just heard from the AP on OneUnited and Waters –
 So far, I have pointed out that:

- 1) This happened in the previous administration
- 2) TARP provides funds under two conditions
 - a. The institution meets the qualifications defined in statute
 - b. Bank regulators declare the bank viable.
- 3) TARP is insulated from outside influence.

Below are Neel's initial responses to Eric Lipton's questions, we did deep background with him

Neel, can you give us something we can use on:

(b) (5)

Thanks,
 Andrew

From: Abdelrazek, Rawan
Sent: Thursday, February 26, 2009 11:57 AM
To: Kashkari, Neel; Schaffer, Laurie
Cc: Baker, Isaac; Williams, Andrew
Subject: RE: NYT Request

Laurie- (b) (5)

thanks

From: Kashkari, Neel
Sent: Thursday, February 26, 2009 11:53 AM
To: Schaffer, Laurie
Cc: Baker, Isaac; Abdelrazek, Rawan
Subject: RE: NYT Request

id like to speak with the reporter on background. here are my answers

a) Do you know the date of this meeting and who actually attended other than Tony Ryan, Stafford Via and Steve Lineberry from Treasury. If you had a list of attendees that would be helpful. Others there were from OTS, FDIC, OCC and the Fed. But I do not have their names.

i never knew this meeting took place until now

b) Did the meeting in September related to GSE related losses play any role in the decision by Treasury to provide OneUnited \$12 million in CPP funds on Dec. 19?
 not at all. we didn't even know about it and Tony wasn't involved in the decision

c) Did that meeting or the appeal by OneUnited contribute to the fact that it was the first Community Development Financial Institution to receive CPP funds and one of only three in the country?

not at all. we didn't even know about it and Tony wasn't involved in the decision

d) Did requests by any member of Congress related to OneUnited's CPP application accelerate its consideration or play any role in the decision?

not at all at Treasury

e) Is there anyone that wants to talk to me about this meeting and any impact it might have had on the CPP decision? I understand that most of the Treasury folks involved are now gone.

me

f) Can I get a copy of any correspondence (without having to go through a formal FOIA process) related to OneUnited and its CPP application--any letters from any members of Congress related to this bank?

g) For my story, I am describing this September 2008 meeting, which I was told took place in conference room known as the Management Conference room, next to the assistant secretary's office, on the second floor. But I have never been in this room. Could I come over Thursday and just look at the empty room to describe it accurately?

From: Schaffer, Laurie

Sent: Thursday, February 26, 2009 11:49 AM

To: Kashkari, Neel

Subject: FW: NYT Request

See below.

Laurie Schaffer

From: Shaw, Aloma

Sent: Thursday, February 26, 2009 11:28 AM

To: Schaffer, Laurie; Bieger, Peter

Cc: Williams, Andrew

Subject: RE: NYT Request

Laurie or Peter:

Can you assist Andrew with this request?

Aloma

From: Williams, Andrew

Sent: Thursday, February 26, 2009 11:22 AM

To: Shaw, Aloma

Subject: NYT Request

Aloma, I need your help in finding who best can address this question. What should I do?

Thanks,
Andrew

Public Affairs
622 0771

From: (b) (6) **On Behalf Of** Eric Lipton
Sent: Wednesday, February 25, 2009 6:24 PM
To: Baker, Isaac; Williams, Andrew
Subject: Re: Following up to my earlier request to speak...

Thanks.

FYI, the story is slated to run this weekend, so need what I can get by Friday.

From: (b) (6) **On Behalf Of** Eric Lipton
Sent: Wednesday, February 25, 2009 6:14 PM
To: Baker, Isaac
Subject: Following up to my earlier request to speak...

Hello Isaac

I have continued my reporting since I sent that email on Friday. The piece, in its current form, is now focused on OneUnited Bank, which I know and you know the WSJ has already written about. Given how busy you are, I am being very specific here in my request for additional information.

In September 2008, just before the CPP process started, the CEO from OneUnited was at Treasury for a meeting with then Acting Under Secretary Tony Ryan to discuss how the federal takeover of Fannie and Freddie had hurt his institution, and other minority institutions, because of the loss in the value of preferred shares at the GSEs. The meeting was organized at the request of Representative Maxine Waters. A group called the National Bankers Association --which represents African American owned banks--was the invited party. The Association's chairman, Robert Cooper, is an executive from OneUnited bank and OneUnited's CEO, Kevin Cohee also attended the gathering. At the meeting, the Mr. Cohee of OneUnited--according to former treasury officials who attended it that I have interviewed--asked Treasury to find a way make up for a \$50 million loss that had occurred at OneUnited, because of the decline in GSE preferred stock.

Questions on this point:

- a) Do you know the date of this meeting and who actually attended other than Tony Ryan, Stafford Via and Steve Lineberry from Treasury. If you had a list of attendees that would be helpful. Others there were from OTS, FDIC, OCC and the Fed. But I do not have their names.
- b) Did the meeting in September related to GSE related losses play any role in the decision by Treasury to provide OneUnited \$12 million in CPP funds on Dec. 19?
- c) Did that meeting or the appeal by OneUnited contribute to the fact that it was the first Community Development Financial Institution to receive CPP funds and one of only three in the country?
- d) Did requests by any member of Congress related to OneUnited's CPP application accelerate its consideration or play any role in the decision?
- e) Is there anyone that wants to talk to me about this meeting and any impact it might have had on the CPP decision? I understand that most of the Treasury folks involved are now gone.
- f) Can I get a copy of any correspondence (without having to go through a formal FOIA process) related to OneUnited and its CPP application--any letters from any members of Congress related to this bank?
- g) For my story, I am describing this September 2008 meeting, which I was told took place in conference room known as the Management Conference room, next to the assistant secretary's office, on the second floor. But I have never been in this room. Could I come over Thursday and just look at the empty room to describe it accurately?

Regarding all of the above, even if you only want to address these questions on background, I welcome that.

UST JW 000535

I am being so explicit in my questions here because I recognize how busy you all are, but do want to try to get your input on this piece.

Obviously, we are separately in touch with OneUnited, Rep. Waters and the FDIC, which is the lead regulator for OneUnited.

But I ask that you please not forward this email to outside parties.

Thanks for your help

Eric

--

Eric Lipton | The New York Times | Washington Bureau |
(b) (6) work | (b) (6) cell | (b) (6) fax

--

Eric Lipton | The New York Times | Washington Bureau |
(b) (6) work | (b) (6) cell | (b) (6) fax

DOCUMENT

UST JW 000537 – UST JW 000538

WITHHELD IN FULL

PURSUANT TO

5 U.S.C. § 552 (B)(5)

DOCUMENT

UST JW 000539 – UST JW 000540

WITHHELD IN FULL

PURSUANT TO

5 U.S.C. § 552 (B)(5)

DOCUMENT

UST JW 000541 – UST JW 000542

WITHHELD IN FULL

PURSUANT TO

5 U.S.C. § 552 (B)(5)

Samarias, Joseph

From: Via, Stafford
Sent: Monday, September 08, 2008 2:08 PM
To: Scott.Alvarez@frb.gov
Subject: Minority Bankers Event tomorrow

Scott,
I am following up on the minority bankers meeting tomorrow.

Can you send me the name of the person who is leading from the Fed so I can touch base with her about inviting the task force to the event?

Thanks,
Stafford

Stafford Via
Senior Advisor
Office of Domestic Finance
U.S. Department of the Treasury
1500 Pennsylvania Avenue, NW
Washington, D.C. 20220
202-622-2143 (office)
202-378-3825 (cell)
202-622-4774 (fax)

Samarias, Joseph

From: Via, Stafford
Sent: Monday, September 08, 2008 12:04 PM
To: West, Christal; Mueller, King; Matera, Cheryl; Ryan, Tony; Fromer, Kevin; Wilkinson, Jim; Norton, Jeremiah
Cc: Stokes, Veronica; Taylor, Andrea; Mayo, Courtney; Mason, Jeb
Subject: RE: Congresswoman Maxine Waters // Minority Bankers Assn Meeting

Thanks. Just spoke with Jeb and King and we are fine.

From: West, Christal
Sent: Monday, September 08, 2008 12:01 PM
To: Mueller, King; Matera, Cheryl; Ryan, Tony; Via, Stafford; Fromer, Kevin; Wilkinson, Jim; Norton, Jeremiah
Cc: Stokes, Veronica; Taylor, Andrea; Mayo, Courtney; Mason, Jeb
Subject: RE: Congresswoman Maxine Waters // Minority Bankers Assn Meeting

Ok, I just spoke with Stafford, so please connect with him before you call Waters office

From: Mueller, King
Sent: Monday, September 08, 2008 12:00 PM
To: West, Christal; Matera, Cheryl; Ryan, Tony; Via, Stafford; Fromer, Kevin; Wilkinson, Jim; Norton, Jeremiah
Cc: Stokes, Veronica; Taylor, Andrea; Mayo, Courtney; Mason, Jeb
Subject: RE: Congresswoman Maxine Waters // Minority Bankers Assn Meeting

I will call the POC right now, and then turn over to TEAM PL.

From: West, Christal
Sent: Monday, September 08, 2008 11:52 AM
To: Matera, Cheryl; Ryan, Tony; Via, Stafford; Fromer, Kevin; Wilkinson, Jim; Norton, Jeremiah
Cc: Stokes, Veronica; Mueller, King; Taylor, Andrea; Mayo, Courtney; Mason, Jeb
Subject: RE: Congresswoman Maxine Waters // Minority Bankers Assn Meeting

Waters staffer who is the best POC is Jonathan Harwitz at 226-3503. Please let me know who is going to work with them to handle this? I told him someone would be touch shortly.

From: Matera, Cheryl
Sent: Monday, September 08, 2008 11:47 AM
To: West, Christal; Ryan, Tony; Via, Stafford; Fromer, Kevin; Wilkinson, Jim; Norton, Jeremiah
Cc: Stokes, Veronica; Mueller, King; Taylor, Andrea; Mayo, Courtney
Subject: RE: Congresswoman Maxine Waters // Minority Bankers Assn Meeting

We can use Management's conference room 2428 -- room can accommodate 50 people -- I've put a hold on that room for tomorrow.

From: West, Christal
Sent: Monday, September 08, 2008 11:46 AM
To: Ryan, Tony; Via, Stafford; Fromer, Kevin; Wilkinson, Jim; Norton, Jeremiah
Cc: Stokes, Veronica; Mueller, King; Matera, Cheryl; Taylor, Andrea; Mayo, Courtney
Subject: Congresswoman Maxine Waters // Minority Bankers Assn Meeting

LCR is not available. We're trying to find another option.

From: West, Christal

Sent: Monday, September 08, 2008 11:42 AM
To: Ryan, Tony; Via, Stafford; Fromer, Kevin; Wilkinson, Jim; Norton, Jeremiah
Cc: Stokes, Veronica; Mueller, King; Madera, Cheryl; Taylor, Andrea; Mayo, Courtney
Subject: Congresswoman Maxine Waters // Minority Bankers Assn Meeting
Importance: High

She called HMP this morning. They just spoke and he agreed to have the Minority Bankers Assn come to Treasury tomorrow for a 10:00 am Meeting with Tony (and someone from the Fed?). I'll follow-up with her office and find out who the best person will be for y'all to work with on this. I'm not sure how many people are in the group.

HMP did not commit to meet with them, but said that the top members of his team would.

Cheryl - will you hold the LCR? I'm assuming it will need to be in that room.

Let me know if you have any questions/concerns.

Thanks!

cw

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Thanks!

CW

Samarias, Joseph

From: Mason, Jeb
Sent: Monday, September 08, 2008 12:00 PM
To: West, Christal; Matera, Cheryl; Ryan, Tony; Via, Stafford; Fromer, Kevin; Wilkinson, Jim; Norton, Jeremiah
Cc: Stokes, Veronica; Mueller, King; Taylor, Andrea; Mayo, Courtney; Lineberry, Stephen M.; Kane, Lauren
Subject: RE: Congresswoman Maxine Waters // Minority Bankers Assn Meeting

King - per our disucsn, please have Harwitz send Minority Bankers to us (Lauren Kane).
 for 11am. I just talked to Stafford. Thx.

We may have to aim

From: West, Christal
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Samarias, Joseph

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Cc: Stokes, Veronica; Mueller, King; Matera, Cheryl; Taylor, Andrea; Mayo, Courtney
Subject: RE: Congresswoman Maxine Waters // Minority Bankers Assn Meeting

Shouldn't this involve the other reg's as well?

Kevin I. Fromer
 Assistant Secretary for Legislative Affairs
 U.S. Department of the Treasury
 202.622.1900/202.622.0534 FAX
kevin.fromer@do.treas.gov

From: West, Christal
Sent: Monday, September 08, 2008 11:42 AM
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cw

DOCUMENT

UST JW 000557

WITHHELD IN FULL

PURSUANT TO

5 U.S.C. § 552 (B)(5), (B)(4)

Samarias, Joseph

From: Kane, Lauren
Sent: Monday, September 08, 2008 4:41 PM
To: Lineberry, Stephen M.
Subject: FW: Minority Bankers Event tomorrow

-----Original Message-----

From: Via, Stafford
Sent: Monday, September 08, 2008 3:28 PM
To: 'Deborah.P.Bailey@frb.gov'
Cc: Kane, Lauren; Mason, Jeb
Subject: FW: Minority Bankers Event tomorrow

Deborah,
I am connecting you with Jeb Mason and Lauren Kane re: the Minority Bankers Meeting tomorrow at Treasury.
Thanks,
Stafford

-----Original Message-----

From: Scott.Alvarez@frb.gov [mailto:Scott.Alvarez@frb.gov]
Sent: Monday, September 08, 2008 2:40 PM
To: Via, Stafford
Cc: Deborah.P.Bailey@frb.gov
Subject: Re: Minority Bankers Event tomorrow

Stafford,
Our contact is Deborah Bailey. I've copied her on this e-mail.

Thanks!
Scott

Stafford.Via@do.treas.gov

	To
09/08/2008 02:07 PM	Scott.Alvarez@frb.gov
	cc

Subject
Minority Bankers Event tomorrow

Scott,

I am following up on the minority bankers meeting tomorrow.

Can you send me the name of the person who is leading from the Fed so I can touch base with her about inviting the task force to the event?

Thanks,

Stafford

Stafford Via
Senior Advisor
Office of Domestic Finance
U.S. Department of the Treasury
1500 Pennsylvania Avenue, NW
Washington, D.C. 20220
202-622-2143 (office)
202-378-3825 (cell)
202-622-4774 (fax)

Howard, Frank

From: Graham, Jennifer [graham@HughesHubbard.COM]
Sent: Wednesday, December 17, 2008 9:11 PM
To: Lerner, Brad; Mclellan, DonDisabled; Bettinger, Lori
Cc: Samuelson, Chuck
Subject: UST0097 - OneUnited Bank
Attachments: OneUnited Bank 2007 FS.pdf; 2006 Financial Statements.pdf; SchedulesReport_CR041 9-30-08.pdf; SchedulesReport_CR041 March 08.pdf; SchedulesReport_CR041 June 2008.pdf

Attached are the financial statements I received from the above-referenced institution which is participating in the private program.

Best regards,

Jenny

Jennifer E. Graham
Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, NY 10004
Telephone: (212) 837-6488
Fax: (212) 422-4726
Email: graham@hugheshubbard.com

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DOCUMENT

UST JW 000561 – UST JW 000590

WITHHELD IN FULL

PURSUANT TO

5 U.S.C. § 552 (B)(4)

DOCUMENT

UST JW 000591 – UST JW 000621

WITHHELD IN FULL

PURSUANT TO

5 U.S.C. § 552 (B)(4)

Board of Governors of the Federal Reserve System
 OMB Number: 7100-0036
 Federal Deposit Insurance Corporation
 OMB Number: 3064-0052
 Office of the Comptroller of the Currency
 OMB Number: 1557-0081
 Expires March 31, 2010

Federal Financial Institutions Examination Council

Please refer to page i,

1

Table of Contents, for
 the required disclosure
 of estimated burden.

Consolidated Reports of Condition and Income for A Bank With Domestic Offices Only—FFIEC 041

Report at the close of Business March 31, 2008

(20080331)

(RCON 9999)

This report is required by law: 12 U.S.C. §324 (State member banks); 12 U.S.C. §1817 (State nonmember banks); and 12 U.S.C. §161 (National banks).

NOTE: Each bank's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Reports of Condition and Income. The Reports of Condition and Income are to be prepared in accordance with Federal regulatory authority instructions. The Reports of Condition and Income must be signed by the Chief Financial Officer (CFO) of the reporting bank (or by the individual performing an equivalent function) and attested to by not less than two directors (trustees) for State nonmember banks and three directors for State member and National banks.

This report form is to be filed by banks with domestic offices only. Banks with foreign offices (as defined in the instructions) must file FFIEC 031.

We, the undersigned directors (trustees), attest to the correctness of the Reports of Condition and Income (including the supporting schedules) for this report date and declare that the Reports of Condition and Income have been examined by us and to the best of our knowledge and belief have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct.

I, the undersigned CFO (or equivalent) of the named bank, attest that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct to the best of my knowledge and belief.

Director (Trustee)

Director (Trustee)

Director (Trustee)

Signature of Chief Financial Officer (or Equivalent)

Date of Signature

Submission of Reports

Each bank must file its Reports of Condition and Income (Call Report) data by either:

- Using computer software to prepare its Call Report and then submitting the report data directly to the FFIEC's Central Data Repository (CDR), an Internet-based system for data collection (<https://cdr.ffiec.gov/cdr/>), or
- Completing its Call Report in paper form and arranging with a software vendor or another party to convert the data into the electronic format that can be processed by the CDR. The software vendor or other party then must electronically submit the bank's data file to the CDR.

For technical assistance with submissions to the CDR, please contact the CDR Help Desk by telephone at (888) CDR-3111, by fax at (301) 495-7864, or by e-mail at CDR.Help@ffiec.gov.

To fulfill the signature and attestation requirement for the Reports of Condition and Income for this report date, attach your bank's completed signature page (or a photocopy or a computer-generated version of this page) to the hard-copy record of the data file submitted to the CDR that your bank must place in its files.

The appearance of your bank's hard-copy record of the submitted data file need not match exactly the appearance of the FFIEC's sample report forms, but should show at least the caption of each Call Report item and the reported amount.

OneUnited Bank

Legal Title of Bank (RSSD 9017)

Boston

City (RSSD 9130)

MA

State Abbrev. (RSSD 9200)

02110

Zip Code (RSSD 9220)

FDIC Certificate Number

23966

(RSSD 9050)

Board of Governors of the Federal Reserve System, Federal Deposit Insurance Corporation, Office of the Comptroller of the Currency

Consolidated Reports of Condition and Income for A Bank With Domestic Offices Only

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Schedule RI-A - Changes in Equity Capital _____	RI-4	Schedule RC-D - Trading Assets and Liabilities (to be completed only by selected banks) _____	RC-11, 12, 13
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Schedule RC - Balance Sheet _____	RC-1, 2	Schedule RC-K - Quarterly Averages _____	RC-17
Schedule RC-A - Cash and Balances Due From Depository Institutions (to be completed only by selected banks) _____	RC-3	Schedule RC-L - Derivatives and Off-Balance Sheet Items _____	RC-18, 19
Disclosure of Estimated Burden		Schedule RC-M - Memoranda _____	RC-20, 21
The estimated average burden associated with this information collection is 40.0 hours per respondent and is estimated to vary from 16 to 635 hours per response, depending on individual circumstances. Burden estimates include the time for reviewing instructions, gathering and maintaining data in the required form, and completing the information collection, but exclude the time for compiling and maintaining business records in the normal course of a respondent's activities. A Federal agency may not conduct or sponsor, and an organization (or a person) is not required to respond to a collection of information, unless it displays a currently valid OMB control number. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be directed to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503, and to one of the following:		Schedule RC-N - Past Due and Nonaccrual Loans, Leases, and Other Assets _____	RC-22, 23, 24, 25
Secretary Board of Governors of the Federal Reserve System Washington, D.C. 20551		Schedule RC-O - Other Data for Deposit Insurance and FICO Assessments _____	RC-26
Legislative and Regulatory Analysis Division Office of the Comptroller of the Currency Washington, D.C. 20219		Schedule RC-P— 1-4 Family Residential Mortgage Banking Activities (to be completed only by selected banks) _____	RC-27
Assistant Executive Secretary Federal Deposit Insurance Corporation Washington, D.C. 20429		Schedule RC-Q—Financial Assets and Liabilities Measured at Fair Value (to be completed only by selected banks) _____	RC-28
		Schedule RC-R - Regulatory Capital _____	RC-29, 30, 31, 32
		Schedule RC-S - Servicing, Securitization, and Asset Sale Activities _____	RC-33, 34, 35
		Schedule RC-T - Fiduciary and Related Services _____	RC-36, 37, 38
		Optional Narrative Statement Concerning the Amounts Reported in the Reports of Condition and Income _____	RC-39

For information or assistance, National and State nonmember banks should contact the FDIC's Data Collection and Analysis Section, 550 17th Street, NW, Washington, D.C. 20429, toll free on (800) 688-FDIC(3342), Monday through Friday between 8:00 a.m. and 5:00 p.m., Eastern time. State member banks should contact their Federal Reserve District Bank.

Contact Information for the Reports of Condition and Income

To facilitate communication between the Agencies and the bank concerning the Reports of Condition and Income, please provide contact information for (1) the Chief Financial Officer (or equivalent) of the bank signing the reports for this quarter and (2) the person at the bank - other than the Chief Financial Officer (or equivalent) - to whom questions about the reports should be directed. If the Chief Financial Officer (or equivalent) is the primary contact for questions about the reports, please provide contact information for another person at the bank who will serve as a secondary contact for communications between the Agencies and the bank concerning the Reports of Condition and Income. Enter "none" for the contact's e-mail address or fax number if not available. Contact information for the Reports of Condition and Income is for the confidential use of the Agencies and will not be released to the public.

Chief Financial Officer (or Equivalent) Signing the Reports

John Trotter
Name (TEXT C490)
SVP/CFO
Title (TEXT C491)
(b) (6)@oneunited.com
E-mail Address (TEXT C492)
(b) (6)
Telephone: Area code/phone number/extension (TEXT C493)
(323) 296-6801
FAX: Area code/phone number (TEXT C494)

Other Person to Whom Questions about the Reports Should be Directed

Kenneth Tse
Name (TEXT C495)
Controller
Title (TEXT C496)
(b) (6)@oneunited.com
E-mail Address (TEXT 4086)
(b) (6)
Telephone: Area code/phone number/extension (TEXT 8902)
(323) 296-6801
FAX: Area code/phone number (TEXT 9116)

Emergency Contact Information

This information is being requested so the Agencies can distribute critical, time sensitive information to emergency contacts at banks. Please provide primary contact information for a senior official of the bank who has decision-making authority. Also provide information for a secondary contact if available. Enter "none" for the contact's e-mail address or fax number if not available. Emergency contact information is for the confidential use of the Agencies and will not be released to the public.

Primary Contact

John Trotter
Name (TEXT C366)
SVP/CFO
Title (TEXT C367)
(b) (6)@oneunited.com
E-mail Address (TEXT C368)
(b) (6)
Telephone: Area code/phone number/extension (TEXT C369)
(323) 296-6801
FAX: Area code/phone number (TEXT C370)

Secondary Contact

Kenneth Tse
Name (TEXT C371)
Controller
Title (TEXT C372)
(b) (6)@oneunited.com
E-mail Address (TEXT C373)
(b) (6)
Telephone: Area code/phone number/extension (TEXT C374)
(323) 296-6801
FAX: Area code/phone number (TEXT C375)

USA PATRIOT Act Section 314(a) Anti-Money Laundering Contact Information

This information is being requested to identify points-of-contact who are in charge of your depository institution's Section 314(a) searches and who could be contacted by federal law enforcement officers for additional information related to anti-terrorist financing and anti-money laundering. Please provide information for a secondary contact if available. Information for a third and fourth contact may be provided at the bank's option. Enter "none" for the contact's e-mail address or fax number if not available. USA PATRIOT Act contact information is for the confidential use of the Agencies and the Financial Crimes Enforcement Network (FinCEN) and will not be released to the public.

Primary Contact

Teri Williams
 Name (TEXT C437)
 President
 Title (TEXT C438)
 (b) (6) @oneunited.com
 E-mail Address (TEXT C439)
 (b) (6)
 Telephone: Area code/phone number/extension (TEXT C440)
 (617) 457-4430
 FAX: Area code/phone number (TEXT C441)

Third Contact

Cynthia Allen
 Name (TEXT C870)
 VP Retail Compliance Manager
 Title (TEXT C871)
 (b) (6) @oneunited.com
 E-mail Address (TEXT C872)
 (b) (6)
 Telephone: Area code/phone number/extension (TEXT C873)
 (323) 290-4877
 FAX: Area code/phone number (TEXT C874)

Secondary Contact

James Slocum
 Name (TEXT C442)
 VP Information Technology
 Title (TEXT C443)
 (b) (6) @oneunited.com
 E-mail Address (TEXT C444)
 (b) (6)
 Telephone: Area code/phone number/extension (TEXT C445)
 (617) 457-4430
 FAX: Area code/phone number (TEXT C446)

Fourth Contact

Sherri Brewer
 Name (TEXT C875)
 SVP retail Banking
 Title (TEXT C876)
 (b) (6) @oneunited.com
 E-mail Address (TEXT C877)
 (b) (6)
 Telephone: Area code/phone number/extension (TEXT C878)
 (323) 290-7746
 FAX: Area code/phone number (TEXT C879)

OneUnited Bank

Legal Title of Bank

Boston

City

MA**02110**

State

Zip Code

FDIC Certificate Number: 23966

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Consolidated Report of Income for the period January 1, 2008 – March 31, 2008

All Report of Income schedules are to be reported on a calendar year-to-date basis in thousands of dollars.

Schedule RI—Income Statement

	Dollar Amounts in Thousands		
	RIAD	Bil Mil Thou	
1. Interest Income:			
a. Interest and fee income on loans:			
(1) Loans secured by real estate:			
(a) Loans secured by 1-4 family residential properties	4435	1,251	1.a.1.a
(b) All other loans secured by real estate	4436	5,723	1.a.1.b
(2) Commercial and industrial loans	4012	199	1.a.2
(3) Loans to individuals for household, family, and other personal expenditures:			
(a) Credit cards	B485	23	1.a.3.a
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B486	1	1.a.3.b
(4) Loans to foreign governments and official institutions	4056	0	1.a.4
(5) All other loans (1)	4058	0	1.a.5
(6) Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(5))	4010	7,197	1.a.6
b. Income from lease financing receivables	4065	0	1.b
c. Interest income on balances due from depository institutions (2)	4115	8	1.c
d. Interest and dividend income on securities:			
(1) U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)	B488	2,179	1.d.1
(2) Mortgage-backed securities	B489	1,591	1.d.2
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.)	4060	189	1.d.3
e. Interest income from trading assets	4069	0	1.e
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020	107	1.f
g. Other interest income	4518	197	1.g
h. Total interest income (sum of items 1.a.(6) through 1.g)	4107	11,468	1.h
2. Interest expense:			
a. Interest on deposits:			
(1) Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	4508	92	2.a.1
(2) Nontransaction accounts:			
(a) Savings deposits (includes MMDAs)	0093	1,520	2.a.2.a
(b) Time deposits of \$100,000 or more	A517	693	2.a.2.b
(c) Time deposits of less than \$100,000	A518	841	2.a.2.c
b. Expense of federal funds purchased and securities sold under agreements to repurchase	4180	9	2.b
c. Interest on trading liabilities and other borrowed money	4185	2,520	2.c

(1) Includes interest and fee income on "Loans to depository institutions and acceptances of other banks," "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Other loans."

(2) Includes interest income on time certificates of deposit not held for trading.

OneUnited Bank

Legal Title of Bank

FDIC Certificate Number: 23966

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FFIEC 041
Page RI-2**6****Schedule RI—Continued**

	Year-to-date		
	RIAD	Bil Mil Thou	
Dollar Amounts in Thousands			
2. Interest expense (continued):			
d. Interest on subordinated notes and debentures	4200	0	2.d
e. Total interest expense (sum of items 2.a through 2.d)	4073	5,675	2.e
3. Net interest income (item 1.h minus 2.e)		4074	3
4. Provision for loan and lease losses		4230	4
5. Noninterest income:			
a. Income from fiduciary activities (1)	4070	0	5.a
b. Service charges on deposit accounts	4080	357	5.b
c. Trading revenue (2)	A220	0	5.c
d. (1) Fees and commissions from securities brokerage	C886	0	5.d.1
(2) Investment banking, advisory, and underwriting fees and commissions	C888	0	5.d.2
(3) Fees and commissions from annuity sales	C887	0	5.d.3
(4) Underwriting income from insurance and reinsurance activities	C386	0	5.d.4
(5) Income from other insurance activities	C387	0	5.d.5
e. Venture capital revenue	B491	0	5.e
f. Net servicing fees	B492	1	5.f
g. Net securitization income	B493	0	5.g
h. Not applicable			
i. Net gains (losses) on sales of loans and leases	5416	0	5.i
j. Net gains (losses) on sales of other real estate owned	5415	0	5.j
k. Net gains (losses) on sales of other assets (excluding securities)	B496	0	5.k
l. Other noninterest income*	B497	67	5.l
m. Total noninterest income (sum of items 5.a through 5.l)		4079	5.m
6. a. Realized gains (losses) on held-to-maturity securities		3521	6.a
b. Realized gains (losses) on available-for-sale securities		3196	6.b
7. Noninterest expense:			
a. Salaries and employee benefits	4135	1,958	7.a
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	772	7.b
c. (1) Goodwill impairment losses	C216	0	7.c.1
(2) Amortization expense and impairment losses for other intangible assets	C232	12	7.c.2
d. Other noninterest expense*	4092	996	7.d
e. Total noninterest expense (sum of items 7.a through 7.d)		4093	7.e
8. Income (loss) before income taxes and extraordinary items and other adjustments (item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e)		4301	8
9. Applicable income taxes (on item 8)		4302	9
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)		4300	10
11. Extraordinary items and other adjustments, net of income taxes*		4320	11
12. Net income (loss) (sum of items 10 and 11)		4340	12

* Describe on Schedule RI-E—Explanations

- (1) For banks required to complete Schedule RC-T, items 12 through 19, income from fiduciary activities reported in Schedule RI, item 5.a, must equal the amount reported in Schedule RC-T, item 19.
- (2) For banks required to complete Schedule RI, Memorandum item 8, trading revenue reported in Schedule RI, item 5.c, must equal the sum of Memorandum items 8.a through 8.e.

OneUnited Bank

Legal Title of Bank

FDIC Certificate Number: 23966

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7**Schedule RI—Continued**

Memoranda	Dollar Amounts in Thousands	Year-to-date		
		RIAD	Bil Mil Thou	
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes		4513	0	M.1
2. Income from the sale and servicing of mutual funds and annuities (included in Schedule RI, item 8)		8431	0	M.2
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b)		4313	0	M.3
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3))		4507	0	M.4
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)			Number 104	M.5
<i>Memorandum item 6 is to be completed by: (1)</i>				
• banks with \$300 million or more in total assets, and				
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans.				
6. Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5))		4024	0	M.6
7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition (2)		9106	CCYY/MM/DD 0	M.7
8. Trading revenue (from cash instruments and derivative instruments) (sum of Memorandum items 8.a through 8.e must equal Schedule RI, item 5.c) (To be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more for any quarter of the preceding calendar year.):				
a. Interest rate exposures		8757	N/A	M.8.a
b. Foreign exchange exposures		8758	N/A	M.8.b
c. Equity security and index exposures		8759	N/A	M.8.c
d. Commodity and other exposures		8760	N/A	M.8.d
e. Credit exposures		F186	N/A	M.8.e
9. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:				
a. Net gains (losses) on credit derivatives held for trading		C889	0	M.9.a
b. Net gains (losses) on credit derivatives held for purposes other than trading		C890	0	M.9.b
10. To be completed by banks with \$300 million or more in total assets: (1) Credit losses on derivatives (see instructions)				
		A251	0	M.10
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?				
		RIAD A530	YES / NO NO	M.11
<i>Memorandum item 12 is to be completed by banks that are required to complete Schedule RC-C, part I, Memorandum items 8.b and 8.c.</i>				
12. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule RI, item 1.a.(1)(a))		F228	N/A	M.12
Memorandum item 13 is to be completed by banks that have elected to account for assets and liabilities under a fair value option.				
13. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:				
a. Net gains (losses) on assets				
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk		F551	N/A	M.13.a
		F552	N/A	M.13.a.1
b. Net gains (losses) on liabilities		F553	N/A	M.13.b
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk		F554	N/A	M.13.b.1

(1) The asset size tests and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2007, Report of Condition.

(2) For example, a bank acquired on March 1, 2008, would report 2008/03/01

OneUnited Bank

Legal Title of Bank

FDIC Certificate Number: 23966

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8**Schedule RI-A—Changes in Equity Capital**

Indicate decreases and losses in parentheses.

Dollar Amounts in Thousands		RIAD	Bil Mil Thou	
1. Total equity capital most recently reported for the December 31, 2007, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)		3217	40,708	1
2. Restatements due to corrections of material accounting errors and changes in accounting principles*		8507	0	2
3. Balance end of previous calendar year as restated (sum of items 1 and 2)		8508	40,708	3
4. Net income (loss) (must equal Schedule RI, item 12)		4340	1,809	4
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions)		8509	18	5
6. Treasury stock transactions, net		8510	0	6
7. Changes incident to business combinations, net		4356	0	7
8. LESS: Cash dividends declared on preferred stock		4470	367	8
9. LESS: Cash dividends declared on common stock		4460	370	9
10. Other comprehensive income (1)		8511	(1,544)	10
11. Other transactions with parent holding company* (not included in items 5, 6, 8, or 9 above)		4415	0	11
12. Total equity capital end of current period (sum of items 3 through 11) (must equal Schedule RC, item 28)		3210	40,254	12

* Describe on Schedule RI-E - Explanations.

(1) Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, and pension and other postretirement plan-related changes other than net periodic benefit cost.

Schedule RI-B—Charge-offs and Recoveries on Loans and Leases
and Changes in Allowance for Loan and Lease Losses
Part I. Charge-offs and Recoveries on Loans and Leases
Part I includes charge-offs and recoveries through the allocated transfer risk reserve.

Dollar Amounts in Thousands		RIAD	Bil Mil Thou	Thou	RIAD	Bil Mil Thou	Thou
1. Loans secured by real estate:							
a. Construction, land development, and other land loans:							
(1) 1-4 family residential construction loans		C891	0		C892	0	1.a.1
(2) Other construction loans and all land development and other land loans		C893	0		C894	0	1.a.2
b. Secured by farmland		3584	0		3585	0	1.b
c. Secured by 1-4 family residential properties:							
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit		5411	0		5412	0	1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens		C234	0		C217	0	1.c.2.a
(b) Secured by junior liens		C235	0		C218	0	1.c.2.b
d. Secured by multifamily (5 or more) residential properties		3588	0		3589	0	1.d
e. Secured by nonfarm nonresidential properties:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties		C895	0		C896	0	1.e.1
(2) Loans secured by other nonfarm nonresidential properties		C897	0		C898	0	1.e.2
2. Loans to depository institutions and acceptances of other banks		4481	0		4482	0	2
3. Not applicable							
4. Commercial and industrial loans		4638	0		4608	1	4
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards		B514	1		B515	5	5.a
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)		B516	0		B517	14	5.b
6. Loans to foreign governments and official institutions		4643	0		4627	0	6
7. All other loans (2)		4644	0		4628	0	7
8. Lease financing receivables		4266	0		4267	0	8
9. Total (sum of items 1 through 8)		4635	1		4605	20	9

(1) Include write-downs arising from transfers of loans to a held-for-sale account.

(2) Includes charge-offs and recoveries on "loans to foreign governments and official institutions" and "all other loans."

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Schedule RI-B Continued**Part I. Continued**

Memoranda

Dollar Amounts in Thousands

Part I. Continued		(Column A)				(Column B)				
		Charge-offs (1)				Recoveries				
		Calendar year-to-date								
Memoranda		Dollar Amounts in Thousands								
		RIAD	Bil	Mil	Thou	RIAD	Bil	Mil	Thou	
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 4 and 7, above		5409			0	5410			0	M.1
2. Memorandum items 2.a through 2.d are to be completed by banks with \$300 million or more in total assets: (2)										
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above)		4652			0	4662			0	M.2.a
b. Loans to and acceptances of foreign banks (included in Schedule RI-B, part I, item 2, above)		4654			0	4664			0	M.2.b
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 4, above)		4646			0	4618			0	M.2.c
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RI-B, part I, item 8, above)		F185			0	F187			0	M.2.d
3. Memorandum item 3 is to be completed by: (2)										
• banks with \$300 million or more in total assets, and										
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans:										
Loans to finance agricultural production and other loans to farmers (included in Schedule RI-B, part I, item 7, above)		4655			0	4665			0	M.3
Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.										
4. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)										

Calendar year-to-date			
RIAD	Bil	Mil	Thou
C388			N/A

M.4

(1) Include write-downs arising from transfers of loans to a held-for-sale account.

(2) The \$300 million asset size test and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2007, Report of Condition.

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10**Schedule RI-B Continued****Part II. Changes in Allowance for Loan and Lease Losses**

	Dollar Amounts in Thousands	RIAD	Bil Mil Thou	
1. Balance most recently reported for the December 31, 2007, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)		B522	3,342	1
2. Recoveries (must equal part I, item 9, column B, above)		4605	20	2
3. LESS: Charge-offs (must equal part I, item 9, column A, above less Schedule RI-B, part II, item 4)		C079	1	3
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account		5523	0	4
5. Provision for loan and lease losses (must equal Schedule RI, item 4)		4230	0	5
6. Adjustments* (see instructions for this schedule)		C233	0	6
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule RC, item 4.c)		3123	3,361	7

Memoranda	Dollar Amounts in Thousands	RIAD	Bil Mil Thou	
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above <i>Memorandum items 2 and 3 are to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>		C435	0	M.1
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges		C389	N/A	M.2
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges		C390	N/A	M.3
Memorandum item 4 is to be completed by all banks.				
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule RI-B, part II, item 7, above)		C781	0	M.4

* Describe on Schedule RI-E—Explanations.

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11**Schedule RI-E—Explanations****Schedule RI-E is to be completed each quarter on a calendar year-to-date basis.**

Detail all adjustments in Schedule RI-A and RI-B, all extraordinary items and other adjustments in Schedule RI, and all significant items of other noninterest income and other noninterest expense in Schedule RI. (See instructions for details.)

(See instructions for additional details)

Dollar Amounts in Thousands					Year-to-date		
					RIAD	Bill Mil Thou	
1. Other noninterest income (from Schedule RI, item 5.i)							
Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 5.i:							
TEXT							
a. Income and fees from the printing and sale of checks					C013	21	1.a
b. Earnings on/increase in value of cash surrender value of life insurance					C014	0	1.b
c. Income and fees from automated teller machines (ATMs)					C016	38	1.c
d. Rent and other income from other real estate owned					4042	6	1.d
e. Safe deposit box rent					C015	1	1.e
f. Net change in the fair values of financial instruments accounted for under a fair value option					F229	0	1.f
g. Bank card and credit card interchange fees					F555	1	1.g
h.	4461			4461	0	1.h	
i.	4462			4462	0	1.i	
j.	4463			4463	0	1.j	
2. Other noninterest expense (from Schedule RI, item 7.d)							
Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 7.d:							
TEXT							
a. Data processing expenses					C017	331	2.a
b. Advertising and marketing expenses					0497	102	2.b
c. Directors' fees					4136	18	2.c
d. Printing, stationery, and supplies					C018	20	2.d
e. Postage					8403	29	2.e
f. Legal fees and expenses					4141	75	2.f
g. FDIC deposit insurance assessments					4146	10	2.g
h. Accounting and auditing expenses					F556	72	2.h
i. Consulting and advisory expenses					F557	19	2.i
j. Automated teller machine (ATM) and interchange expenses					F558	39	2.j
k. Telecommunications expenses					F559	76	2.k
l.	4464	Courier sepenses		4464	21	2.l	
m.	4467	Travel & Auto expenses		4467	69	2.m	
n.	4468			4468	0	2.n	
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11) (itemize and describe all extraordinary items and other adjustments):							
TEXT							
a.(1)	4469	0		4469	0	3.a.1	
(2)	Applicable income tax effect		4486	0		3.a.2	
b.(1)	4487			4487	0	3.b.1	
(2)	Applicable income tax effect		4488	0		3.b.2	
c.(1)	4489			4489	0	3.c.1	
(2)	Applicable income tax effect		4491	0		3.c.2	

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Schedule RI-E—Continued

		Year-to-date	
		RIAD	Bl Mil Thou
Dollar Amounts in Thousands			
4. Restatements due to corrections of material accounting errors and changes in accounting principles (from Schedule RI-A, item 2) (itemize and describe all restatements):			
TEXT			
a.	Cumulative-effect adjustment resulting from the initial adoption of FAS 159, Fair Value Option	F465	0
b.	B527	B527	0
5. Other transactions with parent holding company (from Schedule RI-A, item 11) (itemize and describe all such transactions):			
TEXT			
a.	4498	4498	0
b.	4499	4499	0
6. Adjustments to allowance for loan and lease losses (from Schedule RI-B, part II, item 6) (itemize and describe all adjustments):			
TEXT			
a.	4521	4521	0
b.	4522	4522	0
7. Other explanations (the space below is provided for the bank to briefly describe, at its option, any other significant items affecting the Report of Income):			
Comments?		RIAD	YES / NO
		4769	NO

Other explanations (please type or print clearly):

TEXT (70 characters per line)

[illegible]

OneUnited Bank

Legal Title of Bank

Boston

City

MA**02110**

State

Zip Code

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Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for March 31, 2008

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Schedule RC—Balance Sheet

Dollar Amounts in Thousands				RCON	Bil Mil Thou	
ASSETS						
1. Cash and balances due from depository institutions (from Schedule RC-A):						
a. Noninterest-bearing balances and currency and coin (1)				0081	26,918	1.a
b. Interest-bearing balances (2)				0071	990	1.b
2. Securities:						
a. Held-to-maturity securities (from Schedule RC-B, column A)				1754	0	2.a
b. Available-for-sale securities (from Schedule RC-B, column D)				1773	271,140	2.b
3. Federal funds sold and securities purchased under agreements to resell:						
a. Federal funds sold				B987	0	3.a
b. Securities purchased under agreements to resell (3)				B989	0	3.b
4. Loans and lease financing receivables (from Schedule RC-C):						
a. Loans and leases held for sale				5369	0	4.a
b. Loans and leases, net of unearned income	B528	415,913				4.b
c. LESS: Allowance for loan and lease losses	3123	3,361				4.c
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)				B529	412,552	4.d
5. Trading assets (from Schedule RC-D)				3545	0	5
6. Premises and fixed assets (including capitalized leases)				2145	7,882	6
7. Other real estate owned (from Schedule RC-M)				2150	1,310	7
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)				2130	0	8
9. Not Applicable						
10. Intangible assets:						
a. Goodwill				3163	327	10.a
b. Other intangible assets (from Schedule RC-M)				0426	93	10.b
11. Other assets (from Schedule RC-F)				2160	18,677	11
12. Total assets (sum of items 1 through 11)				2170	739,889	12

(1) Includes cash items in process of collection and unposted debits.

(2) Includes time certificates of deposit not held for trading.

(3) Includes all securities resale agreements, regardless of maturity.

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14**Schedule RC - Continued**

Dollar Amounts in Thousands			RCON	Bil Mil Thou	
LIABILITIES					
13. Deposits:					
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E)			2200	481,753	13.a
(1) Noninterest-bearing (1)	6631	30,310			13.a.1
(2) Interest-bearing	6636	451,443			13.a.2
b. Not applicable					
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased (2)			B993	0	14.a
b. Securities sold under agreements to repurchase (3)			B995	0	14.b
15. Trading liabilities (from Schedule RC-D)			3548	0	15
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)			3190	215,080	16
17. and 18. Not applicable					
19. Subordinated notes and debentures (4)			3200	0	19
20. Other liabilities (from Schedule RC-G)			2930	2,802	20
21. Total liabilities (sum of items 13 through 20)			2948	699,635	21
22. Minority interest in consolidated subsidiaries			3000	0	22
EQUITY CAPITAL					
23. Perpetual preferred stock and related surplus			3838	24,145	23
24. Common stock			3230	37	24
25. Surplus (exclude all surplus related to preferred stock)			3839	5,645	25
26. a. Retained earnings			3632	11,482	26.a
b. Accumulated other comprehensive income (5)			B530	(1,055)	26.b
27. Other equity capital components (6)			A130	0	27
28. Total equity capital (sum of items 23 through 27)			3210	40,254	28
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)			3300	739,889	29

Memorandum**To be reported with the March Report of Condition.**

1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2007

RCON	Number
6724	1

M.1

- 1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank
- 2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)
- 3 = Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm

- 4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)
- 5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)
- 6 = Review of the bank's financial statements by external auditors
- 7 = Compilation of the bank's financial statements by external auditors
- 8 = Other audit procedures (excluding tax preparation work)
- 9 = No external audit work

- (1) Includes total demand deposits and noninterest-bearing time and savings deposits.
- (2) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."
- (3) Includes all securities repurchase agreements, regardless of maturity.
- (4) Includes limited-life preferred stock and related surplus.
- (5) Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, and minimum pension liability adjustments.
- (6) Includes treasury stock and unearned Employee Stock Ownership Plan shares.

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15**Schedule RC-A—Cash and Balances Due From Depository Institutions****Schedule RC-A is to be completed only by banks with \$300 million or more in total assets.**

Exclude assets held for trading.

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1.	Cash items in process of collection, unposted debits, and currency and coin:					
	a. Cash items in process of collection and unposted debits			0020	0	1.a
	b. Currency and coin			0080	1,772	1.b
2.	Balances due from depository institutions in the U.S.:					
	a. U.S. branches and agencies of foreign banks			0083	0	2.a
	b. Other commercial banks in the U.S. and other depository institutions in the U.S.			0085	1,290	2.b
3.	Balances due from banks in foreign countries and foreign central banks:					
	a. Foreign branches of other U.S. banks			0073	0	3.a
	b. Other banks in foreign countries and foreign central banks			0074	0	3.b
4.	Balances due from Federal Reserve Banks			0090	24,846	4
5.	Total (sum of items 1 through 4) (must equal Schedule RC, sum of items 1.a and 1.b)			0010	27,908	5

Schedule RC-B—Securities

Exclude assets held for trading.

		Held-to-maturity				Available-for-sale				
		(Column A)		(Column B)		(Column C)		(Column D)		
		Amortized Cost		Fair Value		Amortized Cost		Fair Value		
Dollar Amounts in Thousands		RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
1.	U.S. Treasury securities	0211	0	0213	0	1286	0	1287	0	1
2.	U.S. Government agency obligations (exclude mortgage-backed securities):									
	a. Issued by U.S. Government-agencies (1)	1289	0	1290	0	1291	0	1293	0	2.a
	b. Issued by U.S. Government-sponsored agencies (2)	1294	0	1295	0	1297	63,382	1298	64,097	2.b
3.	Securities issued by states and political subdivisions in the U.S.	8496	0	8497	0	8498	0	8499	0	3

(1) Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.

(2) Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

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16**Schedule RC-B—Continued**

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	RCON	Bit Mil Thou	RCON	Bit Mil Thou	RCON	Bit Mil Thou	RCON	Bit Mil Thou	
4. Mortgage-backed securities (MBS):									
a. Pass-through securities:									
(1) Guaranteed by GNMA	1698	0	1699	0	1701	3,085	1702	3,112	4.a.1
(2) Issued by FNMA and FHLMC	1703	0	1705	0	1706	130,855	1707	132,090	4.a.2
(3) Other pass-through securities	1709	0	1710	0	1711	0	1713	0	4.a.3
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1714	0	1715	0	1716	4,947	1717	4,857	4.b.1
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	1718	0	1719	0	1731	0	1732	0	4.b.2
(3) All other mortgage-backed securities	1733	0	1734	0	1735	0	1736	0	4.b.3
5. Asset-backed securities (ABS)	C026	0	C988	0	C989	0	C027	0	5
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	19,840	1741	18,846	6.a
b. Foreign debt securities	1742	0	1743	0	1744	0	1746	0	6.b
7. Investments in mutual funds and other equity securities with readily determinable fair values (1)					A510	50,829	A511	48,138	7
8. Total (sum of items 1 through 7) (total of column A must equal Schedule RC, item 2.a) (total of column D must equal Schedule RC, item 2.b)	1754	0	1771	0	1772	272,938	1773	271,140	8

(1) Report Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock in Schedule RC-F, item 4.

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17**Schedule RC-B—Continued**

Memoranda

Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. Pledged securities (1)		0416	185,059	M.1
2. Maturity and repricing data for debt securities (1, 2) (excluding those in nonaccrual status):				
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: (3, 4)				
(1) Three months or less	A549	0	M.2.a.1	
(2) Over three months through 12 months	A550	0	M.2.a.2	
(3) Over one year through three years	A551	0	M.2.a.3	
(4) Over three years through five years	A552	3,325	M.2.a.4	
(5) Over five years through 15 years	A553	42,382	M.2.a.5	
(6) Over 15 years	A554	37,237	M.2.a.6	
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: (3, 5)				
(1) Three months or less	A555	2,496	M.2.b.1	
(2) Over three months through 12 months	A556	1,734	M.2.b.2	
(3) Over one year through three years	A557	781	M.2.b.3	
(4) Over three years through five years	A558	0	M.2.b.4	
(5) Over five years through 15 years	A559	896	M.2.b.5	
(6) Over 15 years	A560	129,292	M.2.b.6	
c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of: (6)				
(1) Three years or less	A561	0	M.2.c.1	
(2) Over three years	A562	4,857	M.2.c.2	
d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above)		A248	0	M.2.d
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)		1778	0	M.3
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6):				
a. Amortized cost	8782	0	M.4.a	
b. Fair value	8783	0	M.4.b	

- (1) Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
- (2) Exclude investments in mutual funds and other equity securities with readily determinable fair values.
- (3) Report fixed rate debt securities by remaining maturity and floating rate debt securities by next repricing date.
- (4) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus any nonaccrual debt securities in the categories of debt securities reported in Memorandum item 2.a that are included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, sum of items 1, 2, 3, 5, and 6, columns A and D, plus mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
- (5) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus any nonaccrual mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.a, sum of columns A and D, less the amount of mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
- (6) Sum of Memorandum items 2.c.(1) and 2.c.(2) plus any nonaccrual "Other mortgage-backed securities" included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.b, sum of columns A and D.

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18**Schedule RC-B—Continued**

Memoranda (continued)

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale			
	(Column A)		(Column B)		(Column C)		(Column D)	
	Amortized Cost		Fair Value		Amortized Cost		Fair Value	
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou
<i>Memorandum items 5.a through 5.f are to be completed by banks with \$1 billion or more in total assets. (1)</i>								
5. Asset-backed securities (ABS)(for each column, sum of Memorandum items 5.a through 5.f must equal Schedule RC-B, item 5):								
a. Credit card receivables	B838	N/A	B839	N/A	B840	N/A	B841	N/A
b. Home equity lines	B842	N/A	B843	N/A	B844	N/A	B845	N/A
c. Automobile loans	B846	N/A	B847	N/A	B848	N/A	B849	N/A
d. Other consumer loans	B850	N/A	B851	N/A	B852	N/A	B853	N/A
e. Commercial and industrial loans	B854	N/A	B855	N/A	B856	N/A	B857	N/A
f. Other	B858	N/A	B859	N/A	B860	N/A	B861	N/A

M.5.a

M.5.b

M.5.c

M.5.d

M.5.e

M.5.f

(1) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.

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19**Schedule RC-C—Loans and Lease Financing Receivables****Part I. Loans and Leases**

Do not deduct the allowance for loan and lease losses or the allocated transfer risk risk reserve from amounts reported in this schedule. Report

- (1) loans and leases held for sale at the lower of cost or fair value,
 (2) loans and leases held for investment, net of unearned income, and
 (3) loans and leases accounted for at fair value under a fair value option.
 Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands

	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets (1)		(Column B) To Be Completed by All Banks	
	RCON	Bil Mil Thou	RCON	Bil Mil Thou
1. Loans secured by real estate:				
a. Construction, land development, and other land loans:				
(1) 1-4 family residential construction loans			F158	12,854
(2) Other construction loans and all land development and other land loans			F159	0
b. Secured by farmland (including farm residential and other improvements)			1420	0
c. Secured by 1-4 family residential properties:				
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			1797	53
(2) Closed-end loans secured by 1-4 family residential properties:				
(a) Secured by first liens			5367	80,640
(b) Secured by junior liens			5368	125
d. Secured by multifamily (5 or more) residential properties			1460	279,892
e. Secured by nonfarm nonresidential properties:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties			F160	31,857
(2) Loans secured by other nonfarm nonresidential properties			F161	0
2. Loans to depository institutions and acceptances of other banks			1288	0
a. To commercial banks in the U.S.:				
(1) To U.S. branches and agencies of foreign banks	B532	0		
(2) To other commercial banks in the U.S.	B533	0		
b. To other depository institutions in the U.S.	B534	0		
c. To banks in foreign countries:				
(1) To foreign branches of other U.S. banks	B536	0		
(2) To other banks in foreign countries	B537	0		
3. Loans to finance agricultural production and other loans to farmers			1590	0
4. Commercial and industrial loans			1766	9,340
a. To U.S. addressees (domicile)	1763	9,340		
b. To non-U.S. addressees (domicile)	1764	0		
5. Not applicable				
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
a. Credit cards			B538	504
b. Other revolving credit plans			B539	10
c. Other consumer loans (includes single payment, installment, and all student loans)			2011	50
7. Loans to foreign governments and official institutions (including foreign central banks)			2081	0
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.			2107	0
9. Other Loans			1563	588
a. Loans for purchasing or carrying securities (secured and unsecured)	1545	0		
b. All other loans (exclude consumer loans)	1564	588		

(1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.

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20**Schedule RC-C—Continued****Part I. Continued**

	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets (1)				(Column B) To Be Completed by All Banks				
	RCN	Bil	Mill	Thou	RCN	Bil	Mill	Thou	
10. Lease financing receivables (net of unearned income)					2165			0	10
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162			0					10.a
b. All other leases	F163			0					10.b
11. LESS: Any unearned income on loans reflected in items 1-9 above					2123			0	11.
12. Total loans and leases, net of unearned income (sum of items 1 through 10 minus item 11) (must equal Schedule RC, sum of items 4.a and 4.b)					2122			415,913	12

Memoranda

Dollar Amounts in Thousands

	RCN	Bil	Mill	Thou	
1. Loans and leases restructured and in compliance with modified terms (included in Schedule RC-C, part I, and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1):					
a. Loans secured by 1-4 family residential properties	F576			0	M.1.a
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures)	1616			0	M.1.b
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):					
a. Closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of: (1, 2)					
(1) Three months or less	A564			5,032	M.2.a.1
(2) Over three months through 12 months	A565			5,243	M.2.a.2
(3) Over one year through three years	A566			1,125	M.2.a.3
(4) Over three years through five years	A567			641	M.2.a.4
(5) Over five years through 15 years	A568			2,157	M.2.a.5
(6) Over 15 years	A569			66,442	M.2.a.6
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of: (1, 3)					
(1) Three months or less	A570			75,108	M.2.b.1
(2) Over three months through 12 months	A571			106,094	M.2.b.2
(3) Over one year through three years	A572			111,885	M.2.b.3
(4) Over three years through five years	A573			31,682	M.2.b.4
(5) Over five years through 15 years	A574			2,669	M.2.b.5
(6) Over 15 years	A575			2,777	M.2.b.6
c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status)	A247			19,434	M.2.c

- (1) Report fixed rate loans and leases by remaining maturity and floating rate loans by next repricing date.
- (2) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus total nonaccrual closed-end loans secured by first liens on 1-4 family residential properties included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.
- (3) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus total nonaccrual loans and leases from Schedule RC-N, sum of items 1 through 8, column C, minus nonaccrual closed-end loans secured by first liens on 1-4 family residential properties included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total loans and leases from Schedule RC-C, part I, sum of items 1 through 10, column B, minus total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.

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21**Schedule RC-C—Continued****Part I. Continued****Memoranda — Continued**

Dollar Amounts in Thousands

	RCON	Bil Mil Thou	
3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate)			
included in Schedule RC-C, part I, items 4 and 9, column B (4)	2746	0	M.3
4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties (included in Schedule RC-C, part I, item 1.c.(2)(a), column B)	5370	11,829	M.4
5. To be completed by banks with \$300 million or more in total assets: (5) Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-C, part I, items 1.a through 1.e, column B)	B837	0	M.5
Memorandum item 6 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.			
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a.	C391	N/A	M.6
Memorandum item 7 is to be completed by all banks.			
7. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):			
a. Outstanding balance	C779	0	M.7.a
b. Carrying amount included in Schedule RC-C, part I, items 1 through 9	C780	0	M.7.b
8. Closed-end loans with negative amortization features secured by 1-4 family residential properties:			
a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule RC-C, part I, items 1.c.(2)(a) and (b))	F230	0	M.8.a
Memorandum items 8.b and 8.c are to be completed by banks that had closed-end loans with negative amortization features secured by 1-4 family residential properties (as reported in Schedule RC-C, part I, Memorandum item 8.a.) as of December 31, 2007, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income (as reported in Schedule RC-C, part I, item 12, column B).			
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties	F231	N/A	M.8.b
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying amount reported in Memorandum item 8.a above	F232	N/A	M.8.c
9. Loans secured by 1-4 family residential properties in process of foreclosure (included in Schedule RC-C, part I, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))	F577	0	M.9
10. Loans measured at fair value (included in Schedule RC-C, part I, items 1 through 9):			
a. Loans secured by real estate:			
(1) Construction, land development, and other land loans	F578	0	M.10.a.1
(2) Secured by farmland (including farm residential and other improvements)	F579	0	M.10.a.2
(3) Secured by 1-4 family residential properties:			
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	F580	0	M.10.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:			
(1) Secured by first liens	F581	0	M.10.a.3.b.1
(2) Secured by junior liens	F582	0	M.10.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties	F583	0	M.10.a.4
(5) Secured by nonfarm nonresidential properties	F584	0	M.10.a.5
b. Commercial and industrial loans	F585	0	M.10.b

(4) Exclude loans secured by real estate that are included in Schedule RC-C, part I, items 1.a through 1.e, column B.

(5) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.

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22**Schedule RC-C—Continued****Part I. Continued**

Memoranda — Continued

Dollar Amounts in Thousands

	RCON	Bil Mil Thou	
10. c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			
(1) Credit cards	F586	0	M.10.c.1
(2) Other revolving credit plans	F587	0	M.10.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F588	0	M.10.c.3
d. Other loans	F589	0	M.10.d
11. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-C, part I, Memorandum item 10):			
a. Loans secured by real estate:			
(1) Construction, land development, and other land loans	F590	0	M.11.a.1
(2) Secured by farmland (including farm residential and other improvements)	F591	0	M.11.a.2
(3) Secured by 1-4 family residential properties:			
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	F592	0	M.11.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:			
(1) Secured by first liens	F593	0	M.11.a.3.b.1
(2) Secured by junior liens	F594	0	M.11.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties	F595	0	M.11.a.4
(5) Secured by nonfarm nonresidential properties	F596	0	M.11.a.5
b. Commercial and industrial loans	F597	0	M.11.b
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			
(1) Credit cards	F598	0	M.11.c.1
(2) Other revolving credit plans	F599	0	M.11.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F600	0	M.11.c.3
d. Other loans	F601	0	M.11.d

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23**Schedule RC-D - Trading Assets and Liabilities**

Schedule RC-D is to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more in any of the four preceding calendar quarters.

Dollar Amounts in Thousands		RCON	Bil Mil Thou	
ASSETS				
1. U.S. Treasury securities		3531	N/A	1
2. U.S. Government agency obligations (exclude mortgage-backed securities)		3532	N/A	2
3. Securities issued by states and political subdivisions in the U.S.		3533	N/A	3
4. Mortgage-backed securities (MBS):				
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA		3534	N/A	4.a
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)		3535	N/A	4.b
c. All other mortgage-backed securities		3536	N/A	4.c
5. Other debt securities		3537	N/A	5
6. Loans:				
a. Loans secured by real estate:				
(1) Construction, land development, and other land loans		F604	N/A	6.a.1
(2) Secured by farmland (including farm residential and other improvements)		F605	N/A	6.a.2
(3) Secured by 1-4 family residential properties:				
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit		F606	N/A	6.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:				
(1) Secured by first liens		F607	N/A	6.a.3.b.1
(2) Secured by junior liens		F611	N/A	6.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties		F612	N/A	6.a.4
(5) Secured by nonfarm nonresidential properties		F613	N/A	6.a.5
b. Commercial and industrial loans		F614	N/A	6.b
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(1) Credit cards		F615	N/A	6.c.1
(2) Other revolving credit plans		F616	N/A	6.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)		F617	N/A	6.c.3
d. Other loans		F618	N/A	6.d
7. and 8. Not applicable				
9. Other trading assets		3541	N/A	9
10. Not applicable				
11. Derivatives with a positive fair value		3543	N/A	11
12. Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5)		3545	N/A	12
LIABILITIES				
13. a. Liability for short positions		3546	N/A	13.a
b. Other trading liabilities		F624	N/A	13.b
14. Derivatives with a negative fair value		3547	N/A	14
15. Total trading liabilities (sum of items 13.a through 14) (must equal Schedule RC, item 15)		3548	N/A	15

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24**Schedule RC-D - Continued****Memoranda**

Dollar Amounts in Thousands		RCN	Bil Mil Thou	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-D, items 6.a.(1) through 6.d):				
a. Loans secured by real estate:				
(1) Construction, land development, and other land loans	F625		N/A	M.1.a.1
(2) Secured by farmland (including farm residential and other improvements)	F626		N/A	M.1.a.2
(3) Secured by 1-4 family residential properties:				
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	F627		N/A	M.1.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:				
(1) Secured by first liens	F628		N/A	M.1.a.3.b.1
(2) Secured by junior liens	F629		N/A	M.1.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties	F630		N/A	M.1.a.4
(5) Secured by nonfarm nonresidential properties	F631		N/A	M.1.a.5
b. Commercial and industrial loans	F632		N/A	M.1.b
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(1) Credit cards	F633		N/A	M.1.c.1
(2) Other revolving credit plans	F634		N/A	M.1.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F635		N/A	M.1.c.3
d. Other loans	F636		N/A	M.1.d
2. Not applicable				
3. Loans measured at fair value that are past due 90 days or more:(1)				
(a) Fair value	F639		N/A	M.3.a
(b) Unpaid principal balance	F640		N/A	M.3.b
Memorandum items 4 through 10 are to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$1 billion or more in any of the four preceding calendar quarters.(1)				
4. Asset-backed securities:				
a. Residential mortgage-backed securities	F641		N/A	M.4.a
b. Commercial mortgage-backed securities	F642		N/A	M.4.b
c. Credit card receivables	F643		N/A	M.4.c
d. Home equity lines	F644		N/A	M.4.d
e. Automobile loans	F645		N/A	M.4.e
f. Other consumer loans	F646		N/A	M.4.f
g. Commercial and industrial loans	F647		N/A	M.4.g
h. Other	F648		N/A	M.4.h
5. Collateralized debt obligations:				
a. Synthetic	F649		N/A	M.5.a
b. Other	F650		N/A	M.5.b
6. Retained beneficial interests in securitizations (first-loss or equity tranches)	F651		N/A	M.6
7. Equity securities:				
a. Readily determinable fair values	F652		N/A	M.7.a
b. Other	F653		N/A	M.7.b
8. Loans pending securitization	F654		N/A	M.8

(1) NOTE: Completion of Memorandum items 3.a and 3.b and Memorandum items 4 through 10 of Schedule RC-D is optional for the March 31, 2008, report date only. Memorandum items 3.a and 3.b must be completed by all banks and Memorandum items 4 through 10 must be completed by all banks that meet the \$1 billion reporting threshold beginning June 30, 2008.

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25**Schedule RC-D - Continued****Memoranda - Continued**

		Dollar Amounts in Thousands	RCN	Bil Mil Thou	
9. Other trading assets (itemize and describe amounts included in Schedule RC-D, item 9, that are greater than \$25,000 and exceed 25% of the item):					
TEXT					
a.	F655		F655	N/A	M.9.a
b.	F656		F656	N/A	M.9.b
c.	F657		F657	N/A	M.9.c
10. Other trading liabilities (itemize and describe amounts included in Schedule RC-D, item 13.b, that are greater than \$25,000 and exceed 25% of the item):					
TEXT					
a.	F658		F658	N/A	M.10.a
b.	F659		F659	N/A	M.10.b
c.	F660		F660	N/A	M.10.c

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26**Schedule RC-E—Deposit Liabilities**

Dollar Amounts in Thousands	Transaction Accounts				Nontransaction Accounts			
	(Column A) Total transaction accounts (including total demand deposits)		(Column B) Memo: Total demand deposits (included in column A)		(Column C) Total nontransaction accounts (including MMDAs)			
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou		
Deposits of:								
1. Individuals, partnerships, and corporations (include all certified and official checks)	B549	51,206			B550	323,354		1
2. U.S. Government	2202	41			2520	87		2
3. States and political subdivisions in the U.S.	2203	5,221			2530	94,560		3
4. Commercial banks and other depository institutions in the U.S.	B551	7			B552	7,277		4
5. Banks in foreign countries	2213	0			2236	0		5
6. Foreign governments and official institutions (including foreign central banks)	2216	0			2377	0		6
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a)	2215	56,475	2210	30,310	2385	425,278		7

Memoranda

Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. Selected components of total deposits (i.e., sum of item 7, columns A and C):				
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts	6835	4,609		M.1.a
b. Total brokered deposits	2365	16,971		M.1.b
c. Fully insured brokered deposits (included in Memorandum item 1.b above): (1)				
(1) Brokered deposits issued in denominations of less than \$100,000	2343	16,971		M.1.c.1
(2) Brokered deposits issued in denominations of \$100,000 and certain brokered retirement deposit accounts	2344	0		M.1.c.2
d. Maturity data for brokered deposits:				
(1) Brokered deposits issued in denominations of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above)	A243	16,971		M.1.d.1
(2) Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less (included in Memorandum item 1.b above)	A244	0		M.1.d.2
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only)	5590	N/A		M.1.e
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.c must equal item 7, column C above):				
a. Savings deposits:				
(1) Money market deposit accounts (MMDAs)	6810	51,233		M.2.a.1
(2) Other savings deposits (excludes MMDAs)	0352	223,682		M.2.a.2
b. Total time deposits of less than \$100,000	6648	80,736		M.2.b
c. Total time deposits of \$100,000 or more	2604	69,627		M.2.c
(1) Individual Retirement Accounts (IRAs) and Keogh Plan accounts included in Memorandum item 2.c, "Total time deposits of \$100,000 or more," above	F233	0		M.2.c.1

- (1) Report brokered retirement deposit accounts eligible for \$250,000 in deposit insurance coverage in Memorandum item 1.c.(1) only if they have been issued in denominations of less than \$100,000 (see instructions). Report brokered retirement deposit accounts in Memorandum item 1.c.(2) if they have been issued either in denominations of exactly \$100,000 through exactly \$250,000 or in denominations greater than \$250,000 and participated out by the broker in shares of exactly \$100,000 through exactly \$250,000 or less.

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27**Schedule RC-E—Continued**

Memoranda (continued)

Dollar Amounts in Thousands		RCON	Bil Mil Thou	
3. Maturity and repricing data for time deposits of less than \$100,000:				
a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of: (1, 2)				
(1) Three months or less		A579	42,812	M.3.a.1
(2) Over three months through 12 months		A580	32,896	M.3.a.2
(3) Over one year through three years		A581	3,361	M.3.a.3
(4) Over three years		A582	1,666	M.3.a.4
b. Time deposits of less than \$100,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above) (3)		A241	75,708	M.3.b
4. Maturity and repricing data for time deposits of \$100,000 or more:				
a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of: (1, 4)				
(1) Three months or less		A584	29,460	M.4.a.1
(2) Over three months through 12 months		A585	38,984	M.4.a.2
(3) Over one year through three years		A586	816	M.4.a.3
(4) Over three years		A587	368	M.4.a.4
b. Time deposits of \$100,000 or more with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above) (3)		A242	68,443	M.4.b

- (1) Report fixed rate time deposits by remaining maturity and floating rate time deposits by next repricing date.
 (2) Sum of Memorandum items 3.a.(1) through 3.a.(4) must equal Schedule RC-E, Memorandum item 2.b.
 (3) Report both fixed and floating rate time deposits by remaining maturity. Exclude floating rate time deposits with a next repricing date of one year or less that have a remaining maturity of over one year.
 (4) Sum of Memorandum items 4.a.(1) through 4.a.(4) must equal Schedule RC-E, Memorandum item 2.c.

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28**Schedule RC-F—Other Assets**

Dollar Amounts in Thousands				RCON	Bil Mil Thou	
1.	Accrued interest receivable (1)			B556	4,175	1
2.	Net deferred tax assets (2)			2148	787	2
3.	Interest-only strips receivable (not in the form of a security) (3) on:					
a.	Mortgage loans			A519	0	3.a
b.	Other financial assets			A520	0	3.b
4.	Equity securities that DO NOT have readily determinable fair values (4)			1752	13,084	4
5.	Life insurance assets			C009	0	5
6.	All other assets (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2168	631	6
TEXT						
a.	Prepaid Expenses	2166	492			6.a
b.	Repossessed personal property (including vehicles)	1578	0			6.b
c.	Derivatives with a positive fair value held for purposes other than trading	C010	0			6.c
d.	Retained interests in accrued interest receivable related to securitized credit cards	C436	0			6.d
e.	3549 Other Accounts Receivable	3549	138			6.e
f.	3550	3550	0			6.f
g.	3551	3551	0			6.g
7.	Total (sum of items 1 through 6) (must equal Schedule RC, item 11)			2160	18,677	7

Schedule RC-G—Other Liabilities

Dollar Amounts in Thousands				RCON	Bil Mil Thou	
1.a.	Interest accrued and unpaid on deposits (5)			3645	1,173	1.a
1.b.	Other expenses accrued and unpaid (includes accrued income taxes payable)			3646	1,547	1.b
2.	Net deferred tax liabilities (2)			3049	0	2
3.	Allowance for credit losses on off-balance sheet credit exposures			B557	0	3
4.	All other liabilities (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2938	82	4
TEXT						
a.	Accounts Payable	3066	0			4.a
b.	Deferred compensation liabilities	C011	0			4.b
c.	Dividends declared but not yet payable	2932	0			4.c
d.	Derivatives with a negative fair value held for purposes other than trading	C012	0			4.d
e.	3552 Lease Obligation	3552	9			4.e
f.	3553 Suspense loan and others	3553	73			4.f
g.	3554	3554	0			4.g
5.	Total (sum of items 1 through 4) (must equal Schedule RC, item 20)			2930	2,802	5

(1) Includes accrued interest receivable on loans, leases, debt securities, and other interest-bearing assets.

(2) See discussion of deferred income taxes in Glossary entry on "income taxes."

(3) Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.

(4) Includes Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

(5) For savings banks, include "dividends" accrued and unpaid on deposits.

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29**Schedule RC-K—Quarterly Averages (1)**

Dollar Amounts in Thousands		RCON	Bil Mil Thou	
ASSETS				
1. Interest-bearing balances due from depository institutions		3381	1,100	1
2. U.S. Treasury securities and U.S. Government agency obligations (2) (excluding mortgage-backed securities)		B558	101,542	2
3. Mortgage-backed securities (2)		B559	113,786	3
4. All other securities (2, 3) (includes securities issued by states and political subdivisions in the U.S.)		B560	10,874	4
5. Federal funds sold and securities purchased under agreements to resell		3365	15,930	5
6. Loans:				
a. Total loans		3360	424,153	6.a
b. Loans secured by real estate:				
(1) Loans secured by 1-4 family residential properties		3465	76,128	6.b.1
(2) All other loans secured by real estate		3466	337,382	6.b.2
c. Commercial and industrial loans		3387	9,452	6.c
d. Loans to individuals for household, family, and other personal expenditures:				
(1) Credit cards		B561	531	6.d.1
(2) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)		B562	60	6.d.2
7. To be completed by banks with \$100 million or more in total assets: (4) Trading assets		3401	0	7
8. Lease financing receivables (net of unearned income)		3484	0	8
9. Total assets (5)		3368	698,338	9
LIABILITIES				
10. Interest-bearing transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits)		3485	26,529	10
11. Nontransaction accounts:				
a. Savings deposits (includes MMDAs)		B563	207,449	11.a
b. Time deposits of \$100,000 or more		A514	81,493	11.b
c. Time deposits of less than \$100,000		A529	79,010	11.c
12. Federal funds purchased and securities sold under agreements to repurchase		3353	825	12
13. To be completed by banks with \$100 million or more in total assets: (4) Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)		3355	225,151	13

Memorandum

Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. Memorandum item 1 is to be completed by: (4)				
• banks with \$300 million or more in total assets, and				
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans.				
Loans to finance agricultural production and other loans to farmers		3386	0	M.1

- (1) For all items, banks have the option of reporting either (1) an average of DAILY figures for the quarter, or (2) an average of WEEKLY figures (i.e., the Wednesday of each week of the quarter).
- (2) Quarterly averages for all debt securities should be based on amortized cost.
- (3) Quarterly averages for all equity securities should be based on historical cost.
- (4) The asset size tests and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2007, Report of Condition.
- (5) The quarterly average for total assets should reflect all debt securities (not held for trading) at amortized cost, equity securities with readily determinable fair values at the lower of cost or fair value, and equity securities without readily determinable fair values at historical cost.

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30**Schedule RC-L—Derivatives and Off-Balance Sheet Items**

Please read carefully the instructions for the preparation of Schedule RC-L. Some of the amounts reported in Schedule RC-L are regarded as volume indicators and not necessarily as measures of risk.

Dollar Amounts in Thousands		RCON	Bil	Mil	Thou	
1. Unused commitments:						
a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines		3814		1		1.a
b. Credit card lines		3815		0		1.b
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate:						
(a) 1-4 family residential construction loan commitments		F164		0		1.c.1.a
(b) Commercial real estate, other construction loan, and land development loan commitments		F165		5,138		1.c.1.b
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate		6550		0		1.c.2
d. Securities underwriting		3817		0		1.d
e. Other unused commitments		3818		16,249		1.e
2. Financial standby letters of credit		3819		1		2
a. Amount of financial standby letters of credit conveyed to others	3820	1				2.a
3. Performance standby letters of credit		3821		365		3
a. Amount of performance standby letters of credit conveyed to others	3822	0				3.a
4. Commercial and similar letters of credit		3411		308		4
5. Not applicable						
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank)		3433		0		6
7. Credit derivatives:						
a. Notional amounts:						
(1) Credit default swaps	C968	0	C969	0		7.a.(1)
(2) Total return swaps	C970	0	C971	0		7.a.(2)
(3) Credit options	C972	0	C973	0		7.a.(3)
(4) Other credit derivatives	C974	0	C975	0		7.a.(4)
b. Gross fair values:						
(1) Gross positive fair value	C219	0	C221	0		7.b.(1)
(2) Gross negative fair value	C220	0	C222	0		7.b.(2)
8. Spot foreign exchange contracts		8765		0		8
9. All other off-balance sheet liabilities (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital")		3430		0		9
TEXT						
a. Securities borrowed	3432	0				9.a
b. Commitments to purchase when-issued securities	3434	0				9.b
c. Standby letters of credit issued by a Federal Home Loan Bank on the bank's behalf	C978	0				9.c
d. 3555	3555	0				9.d
e. 3556	3556	0				9.e
f. 3557	3557	0				9.f
10. All other off-balance sheet assets (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital")		5591		0		10
TEXT						
a. Commitments to sell when-issued securities	3435	0				10.a
b. 5592	5592	0				10.b
c. 5593	5593	0				10.c
d. 5594	5594	0				10.d
e. 5595	5595	0				10.e

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31**Schedule RC-L—Continued**

Dollar Amounts in Thousands					RCON	Tril Bil Mil Thou	
11. Year-to-date merchant credit card sales volume:							
a. Sales for which the reporting bank is the acquiring bank					C223	0	11.a
b. Sales for which the reporting bank is the agent bank with risk					C224	0	11.b
Dollar Amounts in Thousands							
Derivatives Position Indicators	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts			
12. Gross amounts (e.g., notional amounts) (for each column, sum of items 12.a through 12.e must equal sum of items 13 and 14):	Tril Bil Mil Thou	Tril Bil Mil Thou	Tril Bil Mil Thou	Tril Bil Mil Thou			
a. Futures contracts	RCON 8693 0	RCON 8694 0	RCON 8695 0	RCON 8696 0			12.a
b. Forward contracts	RCON 8697 0	RCON 8698 0	RCON 8699 0	RCON 8700 0			12.b
c. Exchange-traded option contracts:	RCON 8701	RCON 8702	RCON 8703	RCON 8704			
(1) Written options	RCON 8705 0	RCON 8706 0	RCON 8707 0	RCON 8708 0			12.c.1
(2) Purchased options	RCON 8709 0	RCON 8710 0	RCON 8711 0	RCON 8712 0			12.c.2
d. Over-the-counter option contracts:	RCON 8709	RCON 8710	RCON 8711	RCON 8712			
(1) Written options	RCON 8713 0	RCON 8714 0	RCON 8715 0	RCON 8716 0			12.d.1
(2) Purchased options	RCON 8713 0	RCON 8714 0	RCON 8715 0	RCON 8716 0			12.d.2
e. Swaps	RCON 3450 0	RCON 3826 0	RCON 8719 0	RCON 8720 0			12.e
13. Total gross notional amount of derivative contracts held for trading	RCON A126 0	RCON A127 0	RCON 8723 0	RCON 8724 0			13
14. Total gross notional amount of derivative contracts held for purposes other than trading	RCON 8725 0	RCON 8726 0	RCON 8727 0	RCON 8728 0			14
a. Interest rate swaps where the bank has agreed to pay a fixed rate	RCON A589 0						14.a
15. Gross fair values of derivative contracts:							
a. Contracts held for trading:	RCON 8733	RCON 8734	RCON 8735	RCON 8736			
(1) Gross positive fair value	RCON 8737 0	RCON 8738 0	RCON 8739 0	RCON 8740 0			15.a.1
(2) Gross negative fair value	RCON 8737 0	RCON 8738 0	RCON 8739 0	RCON 8740 0			15.a.2
b. Contracts held for purposes other than trading:	RCON 8741	RCON 8742	RCON 8743	RCON 8744			
(1) Gross positive fair value	RCON 8745 0	RCON 8746 0	RCON 8747 0	RCON 8748 0			15.b.1
(2) Gross negative fair value	RCON 8745 0	RCON 8746 0	RCON 8747 0	RCON 8748 0			15.b.2

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32**Schedule RC-M—Memoranda**

Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:				
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests		6164	505	1.a
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations	RCON 6165	Number 0		1.b
2. Intangible assets other than goodwill:				
a. Mortgage servicing assets		3164	22	2.a
(1) Estimated fair value of mortgage servicing assets	A590	22		2.a.1
b. Purchased credit card relationships and nonmortgage servicing assets		8026	0	2.b
c. All other identifiable intangible assets		5507	71	2.c
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10.b)		0426	93	2.d
3. Other real estate owned:				
a. Direct and indirect investments in real estate ventures		5372	0	3.a
b. All other real estate owned:				
(1) Construction, land development, and other land		5508	0	3.b.1
(2) Farmland		5509	0	3.b.2
(3) 1-4 family residential properties		5510	0	3.b.3
(4) Multifamily (5 or more) residential properties		5511	1,310	3.b.4
(5) Nonfarm nonresidential properties		5512	0	3.b.5
(6) Foreclosed properties from "GNMA loans"		C979	0	3.b.6
c. Total (sum of items 3.a and 3.b) (must equal Schedule RC, item 7)		2150	1,310	3.c
4. Investments in unconsolidated subsidiaries and associated companies:				
a. Direct and indirect investments in real estate ventures		5374	0	4.a
b. All other investments in unconsolidated subsidiaries and associated companies		5375	0	4.b
c. Total (sum of items 4.a and 4.b) (must equal Schedule RC, item 8)		2130	0	4.c
5. Other borrowed money:				
a. Federal Home Loan Bank advances:				
(1) Advances with a remaining maturity or next repricing date of: (1)				
(a) One year or less		F055	183,000	5.a.1.a
(b) Over one year through three years		F056	16,000	5.a.1.b
(c) Over three years through five years		F057	0	5.a.1.c
(d) Over five years		F058	16,080	5.a.1.d
(2) Advances with a REMAINING MATURITY of one year or less (included in item 5.a.(1)(a) above) (2)		2651	0	5.a.2
(3) Structured advances (included in items 5.a.(1)(a) - (d) above)		F059	0	5.a.3
b. Other borrowings:				
(1) Other borrowings with a remaining maturity or next repricing date of: (3)				
(a) One year or less		F060	0	5.b.1.a
(b) Over one year through three years		F061	0	5.b.1.b
(c) Over three years through five years		F062	0	5.b.1.c
(d) Over five years		F063	0	5.b.1.d
(2) Other borrowings with a REMAINING MATURITY of one year or less (included in item 5.b.(1)(a) above) (4)		8571	0	5.b.2
c. Total (sum of items 5.a.(1)(a)-(d) and items 5.b.(1)(a)-(d)) (must equal Schedule RC, item 16)		3190	215,080	5.c

- (1) Report fixed rate advances by remaining maturity and floating rate advances by next repricing date.
 (2) Report both fixed and floating rate advances by remaining maturity. Exclude floating rate advances with a next repricing date of one year or less that have a remaining maturity of over one year.
 (3) Report fixed rate other borrowings by remaining maturity and floating rate other borrowings by next repricing date.
 (4) Report both fixed and floating rate other borrowings by remaining maturity. Exclude floating rate other borrowings with a next repricing date of one year or less that have a remaining maturity of over one year.

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33**Schedule RC-M—Continued**

	Dollar Amounts in Thousands	RCON	YES / NO	
6. Does the reporting bank sell private label or third party mutual funds and annuities?		B569	NO	6
7. Assets under the reporting bank's management in proprietary mutual funds and annuities		RCON B570	Bl Mil Thou 0	7
8. Primary Internet Web site address of the bank (home page), if any (Example: www.examplebank.com) (TEXT 4087) http://www.oneunited.com				8
9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site?		RCON 4088	YES / NO NO	9
10. Secured liabilities:		RCON	Bl Mil Thou	
a. Amount of "Federal funds purchased" that are secured (included in Schedule RC, item 14.a)		F064	0	10.a
b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a)-(d))		F065	0	10.b

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34**Schedule RC-N—Past Due and Nonaccrual Loans, Leases, and Other Assets**

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	RCN	Bil	Mil	Thou	RCN	Bil	Mil	Thou	RCN	Bil	Mil	Thou
Dollar Amounts in Thousands												
1. Loans secured by real estate:												
a. Construction, land development, and other land loans:												
(1) 1-4 family residential construction loans	F172		0		F174		0		F176		1,949	
(2) Other construction loans and all land development and other land loans	F173		184		F175		0		F177		0	
b. Secured by farmland	3493		0		3494		0		3495		0	
c. Secured by 1-4 family residential properties:												
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5398		0		5399		0		5400		0	
(2) Closed-end loans secured by 1-4 family residential properties:												
(a) Secured by first liens	C236		0		C237		0		C229		0	
(b) Secured by junior liens	C238		0		C239		0		C230		0	
d. Secured by multifamily (5 or more) residential properties	3499		701		3500		0		3501		3,109	
e. Secured by nonfarm nonresidential properties:												
(1) Loans secured by owner-occupied nonfarm nonresidential properties	F178		0		F180		0		F182		0	
(2) Loans secured by other nonfarm nonresidential properties	F179		0		F181		0		F183		0	
2. Loans to depository institutions and acceptances of other banks	B834		0		B835		0		B836		0	
3. Not applicable												
4. Commercial and industrial loans	1606		49		1607		0		1608		0	
5. Loans to individuals for household, family, and other personal expenditures:												
a. Credit cards	B575		57		B576		8		B577		0	
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578		0		B579		0		B580		0	
6. Loans to foreign governments and official institutions	5389		0		5390		0		5391		0	
7. All other loans (1)	5459		0		5460		0		5461		0	
8. Lease financing receivables	1226		0		1227		0		1228		0	
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505		0		3506		0		3507		0	

(1) Includes past due and nonaccrual "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Other loans."

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35**Schedule RC-N—Continued**

Amounts reported in Schedule RC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 10 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

the amounts reported in items 1 through 8.

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
Dollar Amounts in Thousands	RCON	Bil	Mill	Thou	RCON	Bil	Mill	Thou	RCON	Bil	Mill	Thou	
10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government	5612			0	5613			0	5614			0	10
a. Guaranteed portion of loans and leases included in item 10 above (exclude rebooked "GNMA loans")	5615			0	5616			0	5617			0	10.a
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above	C866			0	C867			0	C868			0	10.b

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36**Schedule RC-N—Continued**

Memoranda	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual											
	Dollar Amounts in Thousands								RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou
1. Restructured loans and leases included in Schedule RC-N, items 1 through 8, above (and not reported in Schedule RC-C, Part I, Memorandum item 1):																				
a. Loans secured by 1-4 family residential properties	F661	0			F662	0			F663	0							M.1.a			
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures)	1658	0			1659	0			1661	0							M.1.b			
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above	6558	0			6559	0			6560	0							M.2			
3. Memorandum items 3.a through 3.d are to be completed by banks with \$300 million or more in total assets: (1)																				
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above)	1248	0			1249	0			1250	0							M.3.a			
b. Loans to and acceptances of foreign banks (included in Schedule RC-N, item 2, above)	5380	0			5381	0			5382	0							M.3.b			
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RC-N, item 4, above)	1254	0			1255	0			1256	0							M.3.c			
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RC-N, item 8, above)	F166	0			F167	0			F168	0							M.3.d			
Memorandum item 4 is to be completed by: (1)																				
• banks with \$300 million or more in total assets																				
• banks with less than \$300 million or more in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans:																				
4. Loans to finance agricultural production and other loans to farmers (included in Schedule RC-N, item 7, above)	1594	0			1597	0			1583	0							M.4			
5. Loans and leases held for sale and loans measured at fair value (included Schedule RC-N, items 1 through 8, above):																				
a. Loans and leases held for sale	C240	0			C241	0			C226	0							M.5.a			
b. Loans measured at fair value:(1)																				
(1) Fair value	F664	N/A			F665	N/A			F666	N/A							M.5.b.1			
(2) Unpaid principal balance	F667	N/A			F668	N/A			F669	N/A							M.5.b.2			

(1) NOTE: Completion of Memorandum items 5.b.(1) and (2) of Schedule RC-N is optional for the March 31, 2008, report date only. These items must be completed by all banks beginning June 30, 2008.

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37**Schedule RC-N—Continued**

Memoranda—Continued

Memoranda—Continued

	(Column A) Past due 30 through 89 days				(Column B) Past due 90 days or more			
Dollar Amounts in Thousands	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou
<i>Memorandum item 6 is to be completed by banks with \$300 million or more in total assets: (1)</i>								
6. Interest rate, foreign exchange rate, and other commodity and equity contracts:								
Fair value of amounts carried as assets	3529			0	3530			0
								M.6
7. Additions to nonaccrual assets during the quarter	C410			0				M.7
8. Nonaccrual assets sold during the quarter	C411			0				M.8

(1) The \$300 million asset size test and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2007, Report of Condition.

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38**Schedule RC-O—Other Data for Deposit Insurance and FICO Assessments**

All banks must complete items 1 and 2, Memorandum item 1, and, if applicable, Memorandum items 2 and 3 each quarter. Each bank that reported \$1 billion or more in total assets in its March 31, 2007, Report of Condition must complete items 4 and 5 each quarter. In addition, each bank that reported \$1 billion or more in total assets in two consecutive Reports of Condition beginning with its June 30, 2007, report must begin to complete items 4 and 5 each quarter starting six months after the second consecutive quarter in which it reports total assets of \$1 billion or more. Each bank that becomes insured by the FDIC on or after April 1, 2007, must complete items 4 and 5 each quarter. Any other bank may choose to complete items 4 and 5, but the bank must then continue to complete items 4 and 5 each quarter thereafter.

	Dollar Amounts in Thousands	RCON	Bil Mil Thou	
1. Total deposit liabilities before exclusions (gross) as defined in Section 3(I) of the Federal Deposit Insurance Act and FDIC regulations				
		F236	482,926	1
2. Total allowable exclusions		F237	0	2
3. Not applicable				
4. Total daily average of deposit liabilities before exclusions (gross) as defined in Section 3(I) of the Federal Deposit Insurance Act and FDIC regulations		F238	N/A	4
5. Total daily average of allowable exclusions		F239	N/A	5

Memoranda

	Dollar Amounts in Thousands	RCON	Bil Mil Thou	
1. Total deposits of the bank (sum of Memorandum items 1.a.(1), 1.b.(1), 1.c.(1), and 1.d.(1) must equal Schedule RC-O, and item 1 less item 2):				
a. Deposit accounts (excluding retirement accounts) of \$100,000 or less: (1)				
(1) Amount of deposit accounts (excluding retirement accounts) of \$100,000 or less		F049	255,785	M.1.a.1
(2) Number of deposit accounts (excluding retirement accounts) of \$100,000 or less (to be completed for the June report only)	RCON Number F050 N/A			M.1.a.2
b. Deposit accounts (excluding retirement accounts) of more than \$100,000: (1)				
(1) Amount of deposit accounts (excluding retirement accounts) of more than \$100,000		F051	222,532	M.1.b.1
(2) Number of deposit accounts (excluding retirement accounts) of more than \$100,000	RCON Number F052 763			M.1.b.2
c. Retirement deposit accounts of \$250,000 or less: (1)				
(1) Amount of retirement deposit accounts of \$250,000 or less		F045	4,609	M.1.c.1
(2) Number of retirement deposit accounts of \$250,000 or less (to be completed for the June report only)	RCON Number F046 N/A			M.1.c.2
d. Retirement deposit accounts of more than \$250,000: (1)				
(1) Amount of retirement deposit accounts of more than \$250,000		F047	0	M.1.d.1
(2) Number of retirement deposit accounts of more than \$250,000	RCON Number F048 0			M.1.d.2
Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets. (2)				
2. Estimated amount of uninsured deposits (see instructions)		5597	N/A	M.2
3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent saving association's Call Report or Thrift Financial Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:				
TEXT		RCON	FDIC Cert No.	
A545		A545	0	M.3

- (1) The dollar amounts used as the basis for reporting in Memoranda items 1.a through 1.d reflect the deposit insurance limits in effect on the report date.
- (2) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.

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Schedule RC-P—1-4 Family Residential Mortgage Banking Activities

Schedule RC-P is to be completed by (1) all banks with \$1 billion or more in total assets¹ and (2) banks with less than \$1 billion in total assets at which either 1-4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale exceed \$10 million for two consecutive quarters.

NOTE: Completion of items 1.c.(1) and (2), 2.c.(1) and (2), 3.c.(1) and (2), 4.c.(1) and (2), 5.b, and 6.c.(1) and (2) of Schedule RC-P is optional for the March 31, 2008, report date only. These items must be completed by all banks required to complete Schedule RC-P beginning June 30, 2008.

Dollar Amounts in Thousands		RCON	Bil	Mil	Thou	
1. Retail originations during the quarter of closed-end 1-4 family residential mortgage loans for sale:(2)						
a. Closed-end first liens		F066		N/A		1.a
b. Closed-end junior liens		F067		N/A		1.b
c. Open-end loans extended under lines of credit:						
(1) Total commitment under the lines of credit		F670		N/A		1.c.1
(2) Principal amount funded under the lines of credit		F671		N/A		1.c.2
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale:(2)						
a. Closed-end first liens		F068		N/A		2.a
b. Closed-end junior liens		F069		N/A		2.b
c. Open-end loans extended under lines of credit:						
(1) Total commitment under the lines of credit		F672		N/A		2.c.1
(2) Principal amount funded under the lines of credit		F673		N/A		2.c.2
3. 1-4 family residential mortgage loans sold during the quarter:						
a. Closed-end first liens		F070		N/A		3.a
b. Closed-end junior liens		F071		N/A		3.b
c. Open-end loans extended under lines of credit:						
(1) Total commitment under the lines of credit		F674		N/A		3.c.1
(2) Principal amount funded under the lines of credit		F675		N/A		3.c.2
4. 1-4 family residential mortgage loans held for sale at quarter-end (included in Schedule RC, item 4.a):						
a. Closed-end first liens		F072		N/A		4.a
b. Closed-end junior liens		F073		N/A		4.b
c. Open-end loans extended under lines of credit:						
(1) Total commitment under the lines of credit		F676		N/A		4.c.1
(2) Principal amount funded under the lines of credit		F677		N/A		4.c.2
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule RI, items 5.f, 5.g, and 5.i):						
a. Closed-end 1-4 family residential mortgage loans		RIAD				
		F184		N/A		5.a
b. Open-end 1-4 family residential mortgage loans extended under lines of credit		F560		N/A		5.b
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:						
a. Closed-end first liens		RCON				
		F678		N/A		6.a
b. Closed-end junior liens		F679		N/A		6.b
c. Open-end loans extended under line of credit:						
(1) Total commitment under the lines of credit		F680		N/A		6.c.1
(2) Principal amount funded under the lines of credit		F681		N/A		6.c.2

(1) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.

(2) Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

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40**Schedule RC-Q—Financial Assets and Liabilities Measured at Fair Value**

Schedule RC-Q is to be completed by banks that have adopted FASB Statement No. 157, "Fair Value Measurements," and (1) have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option or (2) are required to complete Schedule RC-D—Trading Assets and Liabilities.

Fair Value Measurements for Assets and Liabilities under a Fair Value Option and Trading Assets and Liabilities (Included in Schedule RC)											

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41**Schedule RC-R—Regulatory Capital**

Dollar Amounts in Thousands

	RCON	Bil Mil Thou	
Tier 1 capital			
1. Total equity capital (from Schedule RC, item 28)	3210	40,254	1
2. LESS: Net unrealized gains (losses) on available-for-sale securities (1) (if a gain, report as a positive value; if a loss, report as a negative value)	8434	(1,055)	2
3. LESS: Net unrealized loss on available-for-sale EQUITY securities (1) (report loss as a positive value)	A221	1,589	3
4. LESS: Accumulated net gains (losses) on cash flow hedges (1) (if a gain, report as a positive value; if a loss, report as a negative value)	4336	0	4
5. LESS: Nonqualifying perpetual preferred stock	B588	0	5
6. Qualifying minority interests in consolidated subsidiaries	B589	0	6
7.a. LESS: Disallowed goodwill and other disallowed intangible assets	B590	398	7.a
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value)	F264	0	7.b
8. Subtotal (sum of items 1 and 6, less items 2, 3, 4, 5, 7.a, and 7.b)	C227	39,322	8
9.a. LESS: Disallowed servicing assets and purchased credit card relationships	B591	2	9.a
b. LESS: Disallowed deferred tax assets	B510	0	9.b
10. Other additions to (deductions from) Tier 1 capital	B592	0	10
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274	39,320	11
Tier 2 capital			
12. Qualifying subordinated debt and redeemable preferred stock	5306	0	12
13. Cumulative perpetual preferred stock includible in Tier 2 capital	B593	0	13
14. Allowance for loan and lease losses includible in Tier 2 capital	5310	3,361	14
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	0	15
16. Other Tier 2 capital components	B594	0	16
17. Tier 2 capital (sum of items 12 through 16)	5311	3,361	17
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275	3,361	18
19. Tier 3 capital allocated for market risk	1395	0	19
20. LESS: Deductions for total risk-based capital	B595	0	20
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792	42,681	21
Total assets for leverage ratio			
22. Average total assets (from Schedule RC-K, item 9)	3368	698,338	22
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590	398	23
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591	2	24
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610	0	25
26. LESS: Other deductions from assets for leverage capital purposes	B596	1,589	26
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224	696,349	27
Adjustments for financial subsidiaries			
28. a. Adjustment to Tier 1 capital reported in item 11	C228	0	28.a
b. Adjustment to total risk-based capital reported in item 21	B503	0	28.b
29. Adjustment to risk-weighted assets reported in item 62	B504	0	29
30. Adjustment to average total assets reported in item 27	B505	0	30
Capital ratios			
(Column B is to be completed by all banks. Column A is to be completed by banks with financial subsidiaries.)			
31. Tier 1 leverage ratio (2)	7273	0.00%	31
32. Tier 1 risk-based capital ratio (3)	7274	0.00%	32
33. Total risk-based capital ratio (4)	7275	0.00%	33

(1) Report amount included in Schedule RC, item 26.b, "Accumulated other comprehensive income."

(2) The ratio for column B is item 11 divided by item 27. The ratio for column A is item 11 minus item 28.a divided by (item 27 minus item 30).

(3) The ratio for column B is item 11 divided by item 62. The ratio for column A is item 11 minus item 28.a divided by (item 62 minus item 29).

(4) The ratio for column B is item 21 divided by item 62. The ratio for column A is item 21 minus item 28.b divided by (item 62 minus item 29).

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42**Schedule RC-R—Continued**

Banks are not required to risk-weight each on-balance sheet asset and the credit equivalent amount of each off-balance sheet item that qualifies for a risk weight of less than 100 percent (50 percent for derivatives) at its lower risk weight. When completing items 34 through 54 of Schedule RC-R, each bank should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank can choose from among its assets and off-balance sheet items that have a risk weight of less than 100 percent which ones to risk-weight at an appropriate lower risk weight, or it can simply risk-weight some or all of these items at a 100 percent risk weight (50 percent for derivatives).

Dollar Amounts in Thousands	(Column A) Totals (from Schedule RC)	(Column B) Items Not Subject to Risk-Weighting	(Column C)	(Column D)	(Column E)	(Column F)
	Bil Mil Thou	Bil Mil Thou	Allocation by Risk Weight Category			
			0%	20%	50%	100%
	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
Balance Sheet Asset Categories						
34. Cash and balances due from depository institutions (Column A equals the sum of Schedule RC items 1.a and 1.b)	RCON 0010 27,908	RCON C869 0	RCON B600 26,618	RCON B601 1,290		RCON B602 0
35. Held-to-maturity securities	RCON 1754 0	RCON B603 0	RCON B604 0	RCON B605 0	RCON B606 0	RCON B607 0
36. Available-for-sale securities	RCON 1773 271,140	RCON B608 893	RCON B609 3,085	RCON B610 206,865	RCON B611 0	RCON B612 60,297
37. Federal funds sold and securities purchased under agreements to resell	RCON C225 0		RCON C063 0	RCON C064 0		RCON B520 0
38. Loans and leases held for sale	RCON 5369 0	RCON B617 0	RCON B618 0	RCON B619 0	RCON B620 0	RCON B621 0
39. Loans and leases, net of unearned income	RCON B528 415,913	RCON B622 0	RCON B623 0	RCON B624 1,645	RCON B625 131,075	RCON B626 283,193
40. LESS: Allowance for loan and lease losses	RCON 3123 3,361	RCON 3123 3,361				
41. Trading assets	RCON 3545 0	RCON B627 0	RCON B628 0	RCON B629 0	RCON B630 0	RCON B631 0
42. All other assets (1)	RCON B639 28,289	RCON B640 0	RCON B641 16	RCON B642 7,818	RCON B643 1,505	RCON 5339 18,951
43. Total assets (sum of items 34 through 42)	RCON 2170 739,889	RCON B644 (2,468)	RCON 5320 29,719	RCON 5327 217,618	RCON 5334 132,580	RCON 5340 362,441

(1) Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, intangible assets, and other assets.

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43**Schedule RC-R—Continued**

	(Column A) Face Value or Notional Amount		Credit Conversion Factor		(Column B) Credit Equivalent Amount (1)		(Column C)	(Column D)	(Column E)	(Column F)	
							Allocation by Risk Weight Category				
							0%	20%	50%	100%	
Dollar Amounts in Thousands	Bil Mil Thou				Bil Mil Thou		Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Derivatives and Off-Balance Sheet Items	RCON B546		See footnote 2		RCON B547		RCON B548	RCON B581	RCON B582	RCON B583	
44. Financial standby letters of credit	0		1.000		0		0	0	0	0	44
45. Performance standby letters of of credit	RCON 3821				RCON B650		RCON B651	RCON B652	RCON B653	RCON B654	
	365		.50		183		0	182	0	0	45
46. Commercial and similar letters of credit	RCON 3411				RCON B655		RCON B656	RCON B657	RCON B658	RCON B659	
	308		.20		62		0	0	0	62	46
47. Risk participations in bankers acceptances acquired by the reporting institution											
	RCON 3429				RCON B660		RCON B661	RCON B662		RCON B663	
	0		1.00		0		0	0		0	47
	RCON 3433				RCON B664		RCON B665	RCON B666	RCON B667	RCON B668	
48. Securities lent	0		1.00		0		0	0	0	0	48
49. Retained recourse on small business obligations sold with recourse	RCON A250				RCON B669		RCON B670	RCON B671	RCON B672	RCON B673	
	0		1.00		0		0	0	0	0	49
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement											
	RCON B541		See footnote 3		RCON B542					RCON B543	
	0		12.500		0					0	50
51. All other financial assets sold with recourse	RCON B675				RCON B676		RCON B677	RCON B678	RCON B679	RCON B680	
	0		1.00		0		0	0	0	0	51
52. All other off-balance sheet liabilities	RCON B681				RCON B682		RCON B683	RCON B684	RCON B685	RCON B686	
	0		1.00		0		0	0	0	0	52
53. Unused commitments with an original maturity exceeding one year	RCON 3833				RCON B687		RCON B688	RCON B689	RCON B690	RCON B691	
	6,666		.50		3,333		0	0	0	3,333	53
					RCON A167		RCON B693	RCON B694	RCON B695		
54. Derivative contracts					0		0	0	0		54

(1) Column A multiplied by credit conversion factor.

(2) For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an institution-specific factor.

For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information. (Entering an 'M' allows for data entry in Column B.)

(3) Or institution specific factor.

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	(Column C)	(Column D)	(Column E)	(Column F)	
	Allocation by Risk Weight Category				
	0%	20%	50%	100%	
	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Totals					
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)	RCN B696	RCN B697	RCN B698	RCN B699	
	29,719	217,800	132,580	365,836	55
56. Risk weight factor	x 0%	x 20%	x 50%	x 100%	56
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	RCN B700	RCN B701	RCN B702	RCN B703	
	0	43,560	66,290	365,836	57
58. Market risk equivalent assets				RCN 1651	
				0	58
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)				RCN B704	
				475,686	59
60. LESS: Excess allowance for loan and lease losses				RCN A222	
				0	60
61. LESS: Allocated transfer risk reserve				RCN 3128	
				0	61
62. Total risk-weighted assets (item 59 minus items 60 and 61)				RCN A223	
				475,686	62

Memoranda

	Dollar Amounts in Thousands		
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards	RCN	Bil Mil Thou	
	8764	0	M.1

2. Notional principal amounts of
derivative contracts: (1)

	With a remaining maturity of						
	(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over five years		
	RCN	Tril Bil Mil Thou	RCN	Tril Bil Mil Thou	RCN	Tril Bil Mil Thou	
a. Interest rate contracts	3809	0	8766	0	8767	0	M.2.a
b. Foreign exchange contracts	3812	0	8769	0	8770	0	M.2.b
c. Gold contracts	8771	0	8772	0	8773	0	M.2.c
d. Other precious metals contracts	8774	0	8775	0	8776	0	M.2.d
e. Other commodity contracts	8777	0	8778	0	8779	0	M.2.e
f. Equity derivative contracts	A000	0	A001	0	A002	0	M.2.f
g. Credit derivative contracts:							
(1) Investment grade	C980	0	C981	0	C982	0	M.2.g.1
(2) Subinvestment grade	C983	0	C984	0	C985	0	M.2.g.2

(1) Exclude foreign exchange contracts with an original maturity of 14 days or less and all futures contracts.

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Schedule RC-S—Servicing, Securitization, and Asset Sale Activities

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
Bank Securitization Activities							
1. Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements	RCON B705 0	RCON B706 0	RCON B707 0	RCON B708 0	RCON B709 0	RCON B710 0	RCON B711 0
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:							
a. Credit-enhancing interest-only strips (included in Schedules RC-B or RC-F or in Schedule RC, item 5)	RCON B712 0	RCON B713 0	RCON B714 0	RCON B715 0	RCON B716 0	RCON B717 0	RCON B718 0
b. Subordinated securities and other residual interests	RCON C393 0	RCON C394 0	RCON C395 0	RCON C396 0	RCON C397 0	RCON C398 0	RCON C399 0
c. Standby letters of credit and other enhancements	RCON C400 0	RCON C401 0	RCON C402 0	RCON C403 0	RCON C404 0	RCON C405 0	RCON C406 0
3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1	RCON B726 0	RCON B727 0	RCON B728 0	RCON B729 0	RCON B730 0	RCON B731 0	RCON B732 0
4. Past due loan amounts included in item 1:	RCON B733 0	RCON B734 0	RCON B735 0	RCON B736 0	RCON B737 0	RCON B738 0	RCON B739 0
a. 30-89 days past due	RCON B740 0	RCON B741 0	RCON B742 0	RCON B743 0	RCON B744 0	RCON B745 0	RCON B746 0
b. 90 days or more past due	0	0	0	0	0	0	0
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):							
a. Charge-offs	RIAD B747 0	RIAD B748 0	RIAD B749 0	RIAD B750 0	RIAD B751 0	RIAD B752 0	RIAD B753 0
b. Recoveries	RIAD B754 0	RIAD B755 0	RIAD B756 0	RIAD B757 0	RIAD B758 0	RIAD B759 0	RIAD B760 0

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46**Schedule RC-S—Continued**

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
6. Amount of ownership (or seller's) interests carried as:							
a. Securities (included in Schedule RC-B or in Schedule RC, item 5)		RCON B761 0	RCON B762 0			RCON B763 0	6.a
b. Loans (included in Schedule RC-C)		RCON B500 0	RCON B501 0			RCON B502 0	6.b
7. Past due loan amounts included in interests reported in item 6.a:							
a. 30-89 days past due		RCON B764 0	RCON B765 0			RCON B766 0	7.a
b. 90 days or more past due		RCON B767 0	RCON B768 0			RCON B769 0	7.b
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):							
a. Charge-offs		RIAD B770 0	RIAD B771 0			RIAD B772 0	8.a
b. Recoveries		RIAD B773 0	RIAD B774 0			RIAD B775 0	8.b
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions							
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting bank to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements	RCON B776 0	RCON B777 0	RCON B778 0	RCON B779 0	RCON B780 0	RCON B781 0	RCON B782 0
10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures	RCON B783 0	RCON B784 0	RCON B785 0	RCON B786 0	RCON B787 0	RCON B788 0	RCON B789 0

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47**Schedule RC-S—Continued**

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
Bank Asset Sales							
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank	RCON B790 0	RCON B791 0	RCON B792 0	RCON B793 0	RCON B794 0	RCON B795 0	RCON B796 0
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	RCON B797 0	RCON B798 0	RCON B799 0	RCON B800 0	RCON B801 0	RCON B802 0	RCON B803 0

Memoranda

	Dollar Amounts in Thousands	RCON	Bil Mil Thou	
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:				
a. Outstanding principal balance		A249	0	M.1.a
b. Amount of retained recourse on these obligations as of the report date		A250	0	M.1.b
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):				
a. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements		B804	0	M.2.a
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements		B805	11,785	M.2.b
c. Other financial assets (includes home equity lines) (1)		A591	5,489	M.2.c
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)				
		F699	0	M.2.d
3. Asset-backed commercial paper conduits:				
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:				
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company		B806	0	M.3.a.1
(2) Conduits sponsored by other unrelated institutions		B807	0	M.3.a.2
b. Unused commitments to provide liquidity to conduit structures:				
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company		B808	0	M.3.b.1
(2) Conduits sponsored by other unrelated institutions		B809	0	M.3.b.2
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C (2)		C407	N/A	M.4

(1) Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.

(2) Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.

OneUnited Bank

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48**Schedule RC-T—Fiduciary and Related Services**

Items 12 through 18, items 20 through 23, and Memorandum item 4 will not be made available to the public on an individual institution basis.

1. Does the institution have fiduciary powers? (If "NO," do not complete Schedule RC-T.)	RCON A345	YES / NO NO	1
2. Does the institution exercise the fiduciary powers it has been granted?	RCON A346	YES / NO NO	2
3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule? (If "NO," do not complete the rest of Schedule RC-T.)	RCON B867	YES / NO NO	3

If the answer to item 3 is "YES," complete the applicable items of Schedule RC-T, as follows:

Institutions with total fiduciary assets (item 9, sum of columns A and B) greater than \$250 million (as of the preceding December 31) or with gross fiduciary and related services income greater than 10% of revenue (net interest income plus noninterest income) for the preceding calendar year must complete:

- Items 4 through 19 quarterly,
- Items 20 through 23 annually with the December report, and
- Memorandum items 1 through 4 annually with the December report.

Institutions with total fiduciary assets (item 9, sum of columns A and B) greater than \$100 million but less than or equal to \$250 million (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 23 annually with the December report, and
- Memorandum items 1 through 4 annually with the December report.

Institutions with total fiduciary assets (item 9, sum of columns A and B) of \$100 million or less (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 10 annually with the December report, and
- Memorandum items 1 through 3 annually with the December report.

	(Column A) Managed Assets	(Column B) Non-Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts	
Dollar Amounts in Thousands	Tril Bil Mil Thou	Tril Bil Mil Thou			
FIDUCIARY AND RELATED ASSETS	RCON B868	RCON B869	RCON B870	RCON B871	
4. Personal trust and agency accounts	N/A	N/A	N/A	N/A	4
5. Retirement related trust & agency accounts:	RCON B872	RCON B873	RCON B874	RCON B875	
a. Employee benefit-defined contribution	N/A	N/A	N/A	N/A	5.a
b. Employee benefit-defined benefit	RCON B876	RCON B877	RCON B878	RCON B879	
c. Other retirement accounts	N/A	N/A	N/A	N/A	5.b
6. Corporate trust and agency accounts	RCON B880	RCON B881	RCON B882	RCON B883	
7. Investment management agency accounts	N/A	N/A	N/A	N/A	5.c
8. Other fiduciary accounts	RCON B884	RCON B885	RCON C001	RCON C002	
9. Total fiduciary accounts (sum of items 4 through 8)	N/A	N/A	N/A	N/A	6
10. Custody and safekeeping accounts	RCON B886	RCON B887	RCON B888	RCON B889	
11. Not applicable	N/A	N/A	N/A	N/A	7
	RCON B890	RCON B891	RCON B892	RCON B893	
	N/A	N/A	N/A	N/A	8
	RCON B894	RCON B895	RCON B896	RCON B897	
	N/A	N/A	N/A	N/A	9
		RCON B898		RCON B899	
		N/A		N/A	10

OneUnited Bank

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49**Schedule RC-T—Continued**

Dollar Amounts in Thousands		RIAD	Bil Mil Thou	
FIDUCIARY AND RELATED SERVICES INCOME				
12. Personal trust and agency accounts		B904	N/A	12
13. Retirement related trust and agency accounts:				
a. Employee benefit—defined contribution		B905	N/A	13.a
b. Employee benefit—defined benefit		B906	N/A	13.b
c. Other retirement accounts		B907	N/A	13.c
14. Corporate trust and agency accounts		A479	N/A	14
15. Investment management agency accounts		B908	N/A	15
16. Other fiduciary accounts		A480	N/A	16
17. Custody and safekeeping accounts		B909	N/A	17
18. Other fiduciary and related services income		B910	N/A	18
19. Total gross fiduciary and related services income (sum of items 12 through 18) (must equal Schedule RI, item 5.a)		4070	N/A	19
20. LESS: Expenses		C058	N/A	20
21. LESS: Net losses from fiduciary and related services		A488	N/A	21
22. PLUS: Intracompany income credits for fiduciary and related services		B911	N/A	22
23. Net fiduciary and related services income		A491	N/A	23

Memoranda

Dollar Amounts in Thousands		Managed Assets		
		RCON	Bil Mil Thou	
1. Managed assets held in personal trust and agency accounts:				
a. Noninterest-bearing deposits		B913	N/A	M.1.a
b. Interest-bearing deposits		B914	N/A	M.1.b
c. U.S. Treasury and U.S. Government agency obligations		B915	N/A	M.1.c
d. State, county and municipal obligations		B916	N/A	M.1.d
e. Money market mutual funds		B917	N/A	M.1.e
f. Other short-term obligations		B918	N/A	M.1.f
g. Other notes and bonds		B919	N/A	M.1.g
h. Common and preferred stocks		B920	N/A	M.1.h
i. Real estate mortgages		B921	N/A	M.1.i
j. Real estate		B922	N/A	M.1.j
k. Miscellaneous assets		B923	N/A	M.1.k
l. Total managed assets held in personal trust and agency accounts (sum of Memorandum items 1.a through 1.k) (must equal Schedule RC-T, item 4, column A)		B868	N/A	M.1.l

Dollar Amounts in Thousands		(Column A) Number of Issues	(Column B) Principal Amount Outstanding	
		RCON	Tril Bil Mil Thou	
2. Corporate trust and agency accounts:			RCON B928	
a. Corporate and municipal trusteeships		B927	N/A	M.2.a
b. Transfer agent, registrar, paying agent, and other corporate agency		B929	N/A	M.2.b

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50**Schedule RC-T—Continued**

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Number of Funds		(Column B) Market Value of Fund Assets		
	RCON		RCON	Bl Mil Thou	
3. Collective investment funds and common trust funds:					
a. Domestic equity	B931	N/A	B932	N/A	M.3.a
b. International/Global equity	B933	N/A	B934	N/A	M.3.b
c. Stock/Bond blend	B935	N/A	B936	N/A	M.3.c
d. Taxable bond	B937	N/A	B938	N/A	M.3.d
e. Municipal bond	B939	N/A	B940	N/A	M.3.e
f. Short term investments/Money market	B941	N/A	B942	N/A	M.3.f
g. Specialty/Other	B943	N/A	B944	N/A	M.3.g
h. Total collective investment funds (sum of Memorandum items 3.a through 3.g)	B945	N/A	B946	N/A	M.3.h

Dollar Amounts in Thousands	(Column A) Gross Losses Managed Accounts		(Column B) Gross Losses Non-Managed Accounts		(Column C) Recoveries		
	RIAD	Mil Thou	RIAD	Mil Thou	RIAD	Mil Thou	
4. Fiduciary settlements, surcharges and other losses:							
a. Personal trust and agency accounts	B947	N/A	B948	N/A	B949	N/A	M.4.a
b. Retirement related trust and agency accounts	B950	N/A	B951	N/A	B952	N/A	M.4.b
c. Investment management agency accounts	B953	N/A	B954	N/A	B955	N/A	M.4.c
d. Other fiduciary accounts and related services	B956	N/A	B957	N/A	B958	N/A	M.4.d
e. Total fiduciary settlements, surcharges, and other losses (sum of Memorandum items 4.a through 4.d) (sum of columns A and B minus column C must equal Schedule RC-T, item 21)	B959	N/A	B960	N/A	B961	N/A	M.4.e

Person to whom questions about Schedule RC-T—Fiduciary and Related Services should be directed:

N/A

Name and Title (TEXT B962)

N/A

E-mail Address (TEXT B926)

N/A

Telephone: Area code/phone number/extension (TEXT B963)

N/A

FAX: Area code/phone number (TEXT B964)

Optional Narrative Statement Concerning the Amounts Reported in the Reports of Condition and Income

The management of the reporting bank may, if it wishes, submit a brief narrative statement on the amounts reported in the Reports of Condition and Income. This optional statement will be made available to the public, along with the publicly available data in the Reports of Condition and Income, in response to any request for individual bank report data. However, the information reported in Schedule RC-T, items 12 through 18, items 20 through 23 and Memorandum item 4, is regarded as confidential and will not be released to the public. BANKS CHOOSING TO SUBMIT THE NARRATIVE STATEMENT SHOULD ENSURE THAT THE STATEMENT DOES NOT CONTAIN THE NAMES OR OTHER IDENTIFICATIONS OF INDIVIDUAL BANK CUSTOMERS, REFERENCES TO THE AMOUNTS REPORTED IN THE CONFIDENTIAL ITEMS IN SCHEDULE RC-T, OR ANY OTHER INFORMATION THAT THEY ARE NOT WILLING TO HAVE MADE PUBLIC OR THAT WOULD COMPROMISE THE PRIVACY OF THEIR CUSTOMERS. Banks choosing not to make a statement may check the "No comment" box below and should make no entries of any kind in the space provided for the narrative statement; i.e., DO NOT enter in this space such phrases as "No statement," "Not applicable," "N/A," "No comment," and "None."

The optional statement must be entered on this sheet. The statement should not exceed 100 words. Further, regardless of the number of words, the statement must not exceed 750 characters, including punctuation, indentation, and standard spacing between words and sentences. If any submission should exceed 750 characters, as defined, it will be truncated at 750 characters with no notice to the submitting bank and the truncated statement will

appear as the bank's statement both on agency computerized records and in computer-file releases to the public.

All information furnished by the bank in the narrative statement must be accurate and not misleading. Appropriate efforts shall be taken by the submitting bank to ensure the statement's accuracy. The statement must be signed, in the space provided below, by a senior officer of the bank who thereby attests to its accuracy.

If, subsequent to the original submission, material changes are submitted for the data reported in the Reports of Condition and Income, the existing narrative statement will be deleted from the files, and from disclosure; the bank, at its option, may replace it with a statement, under signature, appropriate to the amended data.

The optional narrative statement will appear in agency records and in release to the public exactly as submitted (or amended as described in the preceding paragraph) by the management of the bank (except for the truncation of the statements exceeding the 750-character limit described above). THE STATEMENT WILL NOT BE EDITED OR SCREENED IN ANY WAY BY THE SUPERVISORY AGENCIES FOR ACCURACY OR RELEVANCE. DISCLOSURE OF THE STATEMENT SHALL NOT SIGNIFY THAT ANY FEDERAL SUPERVISORY AGENCY HAS VERIFIED OR CONFIRMED THE ACCURACY OF THE INFORMATION CONTAINED THEREIN. A STATEMENT TO THIS EFFECT WILL APPEAR ON ANY PUBLIC RELEASE OF THE OPTIONAL STATEMENT SUBMITTED BY THE MANAGEMENT OF THE REPORTING BANK.

Comments? _____

RCON	YES / NO
6979	NO

BANK MANAGEMENT STATEMENT (please type or print clearly):

TEXT

6980

REPORT OF CONDITION

Consolidating domestic subsidiaries of
OneUnited Bank
 in the state of MA at close of business on March 31, 2008
 published in response to call made by (Enter additional information below)

Statement of Resources and Liabilities

Dollar Amounts in Thousands

ASSETS

Cash and balances due from depository institutions:		
Noninterest-bearing balances and currency and coin		26,918
Interest-bearing balances		990
Securities:		
Held-to-maturity securities		0
Available-for-sale securities		271,140
Federal funds sold and securities purchased under agreements to resell:		
Federal funds sold		0
Securities purchased under agreements to resell		0
Loans and lease financing receivables:		
Loans and leases held for sale		0
Loans and leases, net of unearned income	415,913	
LESS: Allowance for loan and lease losses	3,361	
Loans and leases, net of unearned income and allowance		412,552
Trading Assets		0
Premises and fixed assets (including capitalized leases)		7,882
Other real estate owned		1,310
Investments in unconsolidated subsidiaries and associated companies		0
Intangible assets:		
Goodwill		327
Other intangible assets		93
Other assets		18,677
Total assets		739,889

REPORT OF CONDITION (Continued)**LIABILITIES**

Dollar Amounts in Thousands

Deposits:

In domestic offices		481,753
Noninterest-bearing	30,310	
Interest-bearing	451,443	
Federal funds purchased and securities sold under agreements to repurchase:		
Federal funds purchased		0
Securities sold under agreements to repurchase		0
Trading liabilities		0
Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)		215,080
Subordinated notes and debentures		0
Other liabilities		2,802
Total liabilities		699,635
Minority interest in consolidated subsidiaries		0

EQUITY CAPITAL

Perpetual preferred stock and related surplus	24,145
Common stock	37
Surplus (exclude all surplus related to preferred stock)	5,645
Retained earnings	11,482
Accumulated other comprehensive income	(1,055)
Other equity capital components	0
Total equity capital	40,254
Total liabilities, minority interest, and equity capital	739,889

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

I, John Trotter, SVP/CFO**(Name, Title)**

of the above named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Director #1

Director #2

Director #3

Board of Governors of the Federal Reserve System
 OMB Number: 7100-0036
 Federal Deposit Insurance Corporation
 OMB Number: 3064-0052
 Office of the Comptroller of the Currency
 OMB Number: 1557-0081
 Expires March 31, 2010

Federal Financial Institutions Examination Council

Please refer to page i,

1

Table of Contents, for
 the required disclosure
 of estimated burden.

Consolidated Reports of Condition and Income for A Bank With Domestic Offices Only—FFIEC 041

Report at the close of Business June 30, 2008

(20080630)

(RCON 9999)

This report is required by law: 12 U.S.C. §324 (State member banks); 12 U.S.C. §1817 (State nonmember banks); and 12 U.S.C. §161 (National banks).

NOTE: Each bank's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Reports of Condition and Income. The Reports of Condition and Income are to be prepared in accordance with Federal regulatory authority instructions. The Reports of Condition and Income must be signed by the Chief Financial Officer (CFO) of the reporting bank (or by the individual performing an equivalent function) and attested to by not less than two directors (trustees) for State nonmember banks and three directors for State member and National banks.

I, the undersigned CFO (or equivalent) of the named bank, attest that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct to the best of my knowledge and belief.

Signature of Chief Financial Officer (or Equivalent)

Date of Signature

This report form is to be filed by banks with domestic offices only. Banks with foreign offices (as defined in the instructions) must file FFIEC 031.

We, the undersigned directors (trustees), attest to the correctness of the Reports of Condition and Income (including the supporting schedules) for this report date and declare that the Reports of Condition and Income have been examined by us and to the best of our knowledge and belief have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct.

Director (Trustee)

Director (Trustee)

Director (Trustee)

Submission of Reports

Each bank must file its Reports of Condition and Income (Call Report) data by either:

- Using computer software to prepare its Call Report and then submitting the report data directly to the FFIEC's Central Data Repository (CDR), an Internet-based system for data collection (<https://cdr.ffiec.gov/cdr/>), or
- Completing its Call Report in paper form and arranging with a software vendor or another party to convert the data into the electronic format that can be processed by the CDR. The software vendor or other party then must electronically submit the bank's data file to the CDR.

For technical assistance with submissions to the CDR, please contact the CDR Help Desk by telephone at (888) CDR-3111, by fax at (301) 495-7864, or by e-mail at CDR.Help@ffiec.gov.

To fulfill the signature and attestation requirement for the Reports of Condition and Income for this report date, attach your bank's completed signature page (or a photocopy or a computer-generated version of this page) to the hard-copy record of the data file submitted to the CDR that your bank must place in its files.

The appearance of your bank's hard-copy record of the submitted data file need not match exactly the appearance of the FFIEC's sample report forms, but should show at least the caption of each Call Report item and the reported amount.

OneUnited Bank

Legal Title of Bank (RSSD 9017)

Boston

City (RSSD 9130)

MA

State Abbrev. (RSSD 9200)

02110

Zip Code (RSSD 9220)

FDIC Certificate Number

23966

(RSSD 9050)

Consolidated Reports of Condition and Income for A Bank With Domestic Offices Only

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Schedule RC-A - Cash and Balances Due From Depository Institutions (to be completed only by selected banks)	RC-3	Schedule RC-L - Derivatives and Off-Balance Sheet Items	RC-18, 19
Disclosure of Estimated Burden		Schedule RC-M - Memoranda	RC-20, 21
The estimated average burden associated with this information collection is 40.0 hours per respondent and is estimated to vary from 16 to 635 hours per response, depending on individual circumstances. Burden estimates include the time for reviewing instructions, gathering and maintaining data in the required form, and completing the information collection, but exclude the time for compiling and maintaining business records in the normal course of a respondent's activities. A Federal agency may not conduct or sponsor, and an organization (or a person) is not required to respond to a collection of information, unless it displays a currently valid OMB control number. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be directed to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503, and to one of the following:		Schedule RC-N - Past Due and Nonaccrual Loans, Leases, and Other Assets	RC-22, 23, 24, 25
Secretary Board of Governors of the Federal Reserve System Washington, D.C. 20551		Schedule RC-O - Other Data for Deposit Insurance and FICO Assessments	RC-26
Legislative and Regulatory Analysis Division Office of the Comptroller of the Currency Washington, D.C. 20219		Schedule RC-P— 1-4 Family Residential Mortgage Banking Activities (to be completed only by selected banks)	RC-27
Assistant Executive Secretary Federal Deposit Insurance Corporation Washington, D.C. 20429		Schedule RC-Q—Financial Assets and Liabilities Measured at Fair Value (to be completed only by selected banks)	RC-28
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For information or assistance, National and State nonmember banks should contact the FDIC's Data Collection and Analysis Section, 550 17th Street, NW, Washington, D.C. 20429, toll free on (800) 688-FDIC(3342), Monday through Friday between 8:00 a.m. and 5:00 p.m., Eastern time. State member banks should contact their Federal Reserve District Bank.

Contact Information for the Reports of Condition and Income

To facilitate communication between the Agencies and the bank concerning the Reports of Condition and Income, please provide contact information for (1) the Chief Financial Officer (or equivalent) of the bank signing the reports for this quarter and (2) the person at the bank - other than the Chief Financial Officer (or equivalent) - to whom questions about the reports should be directed. If the Chief Financial Officer (or equivalent) is the primary contact for questions about the reports, please provide contact information for another person at the bank who will serve as a secondary contact for communications between the Agencies and the bank concerning the Reports of Condition and Income. Enter "none" for the contact's e-mail address or fax number if not available. Contact information for the Reports of Condition and Income is for the confidential use of the Agencies and will not be released to the public.

Chief Financial Officer (or Equivalent) Signing the Reports

John Trotter
 Name (TEXT C490)
 SVP/CFO
 Title (TEXT C491)
 (b) (6) @oneunited.com
 E-mail Address (TEXT C492)
 (b) (6)
 Telephone: Area code/phone number/extension (TEXT C493)
 (323) 296-6801
 FAX: Area code/phone number (TEXT C494)

Other Person to Whom Questions about the Reports Should be Directed

Kenneth Tse
 Name (TEXT C495)
 Controller
 Title (TEXT C496)
 (b) (6) @oneunited.com
 E-mail Address (TEXT 4086)
 (b) (6)
 Telephone: Area code/phone number/extension (TEXT 8902)
 (323) 296-6801
 FAX: Area code/phone number (TEXT 9116)

Emergency Contact Information

This information is being requested so the Agencies can distribute critical, time sensitive information to emergency contacts at banks. Please provide primary contact information for a senior official of the bank who has decision-making authority. Also provide information for a secondary contact if available. Enter "none" for the contact's e-mail address or fax number if not available. Emergency contact information is for the confidential use of the Agencies and will not be released to the public.

Primary Contact

John Trotter
 Name (TEXT C366)
 SVP/CFO
 Title (TEXT C367)
 (b) (6) @oneunited.com
 E-mail Address (TEXT C368)
 (b) (6)
 Telephone: Area code/phone number/extension (TEXT C369)
 (323) 296-6801
 FAX: Area code/phone number (TEXT C370)

Secondary Contact

Kenneth Tse
 Name (TEXT C371)
 Controller
 Title (TEXT C372)
 (b) (6) @oneunited.com
 E-mail Address (TEXT C373)
 (b) (6)
 Telephone: Area code/phone number/extension (TEXT C374)
 (323) 296-6801
 FAX: Area code/phone number (TEXT C375)

USA PATRIOT Act Section 314(a) Anti-Money Laundering Contact Information

This information is being requested to identify points-of-contact who are in charge of your depository institution's Section 314(a) searches and who could be contacted by federal law enforcement officers for additional information related to anti-terrorist financing and anti-money laundering. Please provide information for a secondary contact if available. Information for a third and fourth contact may be provided at the bank's option. Enter "none" for the contact's e-mail address or fax number if not available. USA PATRIOT Act contact information is for the confidential use of the Agencies and the Financial Crimes Enforcement Network (FinCEN) and will not be released to the public.

Primary Contact

Teri Williams
Name (TEXT C437)
President
Title (TEXT C438)
(b) (6) @oneunited.com
E-mail Address (TEXT C439)
(b) (6)
Telephone: Area code/phone number/extension (TEXT C440)
(617) 457-4430
FAX: Area code/phone number (TEXT C441)

Third Contact

Cynthia Allen
Name (TEXT C870)
VP Retail Compliance Manager
Title (TEXT C871)
(b) (6) @oneunited.com
E-mail Address (TEXT C872)
(b) (6)
Telephone: Area code/phone number/extension (TEXT C873)
(323) 290-4877
FAX: Area code/phone number (TEXT C874)

Secondary Contact

James Slocum
Name (TEXT C442)
VP Information Technology
Title (TEXT C443)
(b) (6) @oneunited.com
E-mail Address (TEXT C444)
(b) (6)
Telephone: Area code/phone number/extension (TEXT C445)
(617) 457-4430
FAX: Area code/phone number (TEXT C446)

Fourth Contact

Sherri Brewer
Name (TEXT C875)
SVP retail Banking
Title (TEXT C876)
(b) (6) @oneunited.com
E-mail Address (TEXT C877)
(b) (6)
Telephone: Area code/phone number/extension (TEXT C878)
(323) 290-7746
FAX: Area code/phone number (TEXT C879)

OneUnited Bank

Legal Title of Bank

Boston

City

MA**02110**

State

Zip Code

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Consolidated Report of Income for the period January 1, 2008 – June 30, 2008

All Report of Income schedules are to be reported on a calendar year-to-date basis in thousands of dollars.

Schedule RI—Income Statement

Dollar Amounts in Thousands		RIAD	Bil Mil Thou	
1. Interest Income:				
a. Interest and fee income on loans:				
(1) Loans secured by real estate:				
(a) Loans secured by 1-4 family residential properties		4435	2,389	1.a.1.a
(b) All other loans secured by real estate		4436	11,034	1.a.1.b
(2) Commercial and industrial loans		4012	372	1.a.2
(3) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards		B485	47	1.a.3.a
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)		B486	3	1.a.3.b
(4) Loans to foreign governments and official institutions		4056	0	1.a.4
(5) All other loans (1)		4058	0	1.a.5
(6) Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(5))		4010	13,845	1.a.6
b. Income from lease financing receivables		4065	0	1.b
c. Interest income on balances due from depository institutions (2)		4115	39	1.c
d. Interest and dividend income on securities:				
(1) U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)		B488	4,014	1.d.1
(2) Mortgage-backed securities		B489	3,758	1.d.2
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.)		4060	465	1.d.3
e. Interest income from trading assets		4069	0	1.e
f. Interest income on federal funds sold and securities purchased under agreements to resell		4020	170	1.f
g. Other interest income		4518	326	1.g
h. Total interest income (sum of items 1.a.(6) through 1.g)		4107	22,617	1.h
2. Interest expense:				
a. Interest on deposits:				
(1) Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)		4508	199	2.a.1
(2) Nontransaction accounts:				
(a) Savings deposits (includes MMDAs)		0093	3,293	2.a.2.a
(b) Time deposits of \$100,000 or more		A517	1,099	2.a.2.b
(c) Time deposits of less than \$100,000		A518	1,583	2.a.2.c
b. Expense of federal funds purchased and securities sold under agreements to repurchase		4180	10	2.b
c. Interest on trading liabilities and other borrowed money		4185	4,861	2.c

(1) Includes interest and fee income on "Loans to depository institutions and acceptances of other banks," "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Other loans."

(2) Includes interest income on time certificates of deposit not held for trading.

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6**Schedule RI—Continued**

	Dollar Amounts in Thousands	Year-to-date			
		RIAD	Bil Mil Thou		
2. Interest expense (continued):					
d. Interest on subordinated notes and debentures		4200	0	2.d	
e. Total interest expense (sum of items 2.a through 2.d)		4073	11,045	2.e	
3. Net interest income (item 1.h minus 2.e)			4074	11,572	3
4. Provision for loan and lease losses			4230	0	4
5. Noninterest income:					
a. Income from fiduciary activities (1)		4070	0		5.a
b. Service charges on deposit accounts		4080	700		5.b
c. Trading revenue (2)		A220	0		5.c
d. (1) Fees and commissions from securities brokerage		C886	0		5.d.1
(2) Investment banking, advisory, and underwriting fees and commissions		C888	0		5.d.2
(3) Fees and commissions from annuity sales		C887	0		5.d.3
(4) Underwriting income from insurance and reinsurance activities		C386	0		5.d.4
(5) Income from other insurance activities		C387	0		5.d.5
e. Venture capital revenue		B491	0		5.e
f. Net servicing fees		B492	5		5.f
g. Net securitization income		B493	0		5.g
h. Not applicable					
i. Net gains (losses) on sales of loans and leases		5416	0		5.i
j. Net gains (losses) on sales of other real estate owned		5415	0		5.j
k. Net gains (losses) on sales of other assets (excluding securities)		B496	0		5.k
l. Other noninterest income*		B497	144		5.l
m. Total noninterest income (sum of items 5.a through 5.l)			4079	849	5.m
6. a. Realized gains (losses) on held-to-maturity securities			3521	0	6.a
b. Realized gains (losses) on available-for-sale securities			3196	533	6.b
7. Noninterest expense:					
a. Salaries and employee benefits		4135	3,963		7.a
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)		4217	1,547		7.b
c. (1) Goodwill impairment losses		C216	0		7.c.1
(2) Amortization expense and impairment losses for other intangible assets		C232	25		7.c.2
d. Other noninterest expense*		4092	2,134		7.d
e. Total noninterest expense (sum of items 7.a through 7.d)			4093	7,669	7.e
8. Income (loss) before income taxes and extraordinary items and other adjustments (item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e)			4301	5,285	8
9. Applicable income taxes (on item 8)			4302	1,654	9
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)			4300	3,631	10
11. Extraordinary items and other adjustments, net of income taxes*			4320	0	11
12. Net income (loss) (sum of items 10 and 11)			4340	3,631	12

* Describe on Schedule RI-E—Explanations

(1) For banks required to complete Schedule RC-T, items 12 through 19, income from fiduciary activities reported in Schedule RI, item 5.a, must equal the amount reported in Schedule RC-T, item 19.

(2) For banks required to complete Schedule RI, Memorandum item 8, trading revenue reported in Schedule RI, item 5.c, must equal the sum of Memorandum items 8.a through 8.e.

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7**Schedule RI—Continued**

Memoranda

Dollar Amounts in Thousands

	Year-to-date		
	RIAD	Bil Mil Thou	
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes	4513	0	M.1
2. Income from the sale and servicing of mutual funds and annuities (included in Schedule RI, item 8)	8431	0	M.2
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b)	4313	0	M.3
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3))	4507	0	M.4
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	4150	Number 107	M.5
Memorandum item 6 is to be completed by: (1) <ul style="list-style-type: none"> • banks with \$300 million or more in total assets, and • banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans. 			
6. Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5))	4024	0	M.6
7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition (2)	9106	CCYY/MM/DD 0	M.7
8. Trading revenue (from cash instruments and derivative instruments) (sum of Memorandum items 8.a through 8.e must equal Schedule RI, item 5.c) (To be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more for any quarter of the preceding calendar year.):			
a. Interest rate exposures	8757	N/A	M.8.a
b. Foreign exchange exposures	8758	N/A	M.8.b
c. Equity security and index exposures	8759	N/A	M.8.c
d. Commodity and other exposures	8760	N/A	M.8.d
e. Credit exposures	F186	N/A	M.8.e
9. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:			
a. Net gains (losses) on credit derivatives held for trading	C889	0	M.9.a
b. Net gains (losses) on credit derivatives held for purposes other than trading	C890	0	M.9.b
10. To be completed by banks with \$300 million or more in total assets: (1) Credit losses on derivatives (see instructions)	A251	0	M.10
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?	RIAD A530	YES / NO NO	M.11
Memorandum item 12 is to be completed by banks that are required to complete Schedule RC-C, part I, Memorandum items 8.b and 8.c.			
12. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule RI, item 1.a.(1)(a))	F228	N/A	M.12
Memorandum item 13 is to be completed by banks that have elected to account for assets and liabilities under a fair value option.			
13. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			
a. Net gains (losses) on assets	F551	N/A	M.13.a
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552	N/A	M.13.a.1
b. Net gains (losses) on liabilities	F553	N/A	M.13.b
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	F554	N/A	M.13.b.1

(1) The asset size tests and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2007, Report of Condition.

(2) For example, a bank acquired on March 1, 2008, would report 2008/03/01

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8**Schedule RI-A—Changes in Equity Capital**

Indicate decreases and losses in parentheses.

Dollar Amounts in Thousands		RIAD	Bil Mil Thou	
1. Total equity capital most recently reported for the December 31, 2007, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)		3217	40,708	1
2. Restatements due to corrections of material accounting errors and changes in accounting principles*		8507	0	2
3. Balance end of previous calendar year as restated (sum of items 1 and 2)		8508	40,708	3
4. Net income (loss) (must equal Schedule RI, item 12)		4340	3,631	4
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions)		8509	35	5
6. Treasury stock transactions, net		8510	0	6
7. Changes incident to business combinations, net		4356	0	7
8. LESS: Cash dividends declared on preferred stock		4470	367	8
9. LESS: Cash dividends declared on common stock		4460	370	9
10. Other comprehensive income (1)		8511	(5,779)	10
11. Other transactions with parent holding company* (not included in items 5, 6, 8, or 9 above)		4415	0	11
12. Total equity capital end of current period (sum of items 3 through 11) (must equal Schedule RC, item 28)		3210	37,858	12

* Describe on Schedule RI-E - Explanations.

(1) Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, and pension and other postretirement plan-related changes other than net periodic benefit cost.

Schedule RI-B—Charge-offs and Recoveries on Loans and Leases
and Changes in Allowance for Loan and Lease Losses
Part I. Charge-offs and Recoveries on Loans and Leases**Part I includes charge-offs and recoveries through the allocated transfer risk reserve.**

Part I includes charge-offs and recoveries through the allocated transfer risk reserve.		(Column A) Charge-offs (1)				(Column B) Recoveries				
		Calendar year-to-date								
		RIAD	Bil	Mil	Thou	RIAD	Bil	Mil	Thou	
Dollar Amounts in Thousands										
1. Loans secured by real estate:										
a. Construction, land development, and other land loans:										
(1) 1-4 family residential construction loans		C891		0	C892		0			1.a.1
(2) Other construction loans and all land development and other land loans		C893		0	C894		0			1.a.2
b. Secured by farmland		3584		0	3585		0			1.b
c. Secured by 1-4 family residential properties:										
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit		5411		0	5412		0			1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:										
(a) Secured by first liens		C234		16	C217		0			1.c.2.a
(b) Secured by junior liens		C235		0	C218		0			1.c.2.b
d. Secured by multifamily (5 or more) residential properties		3588		0	3589		0			1.d
e. Secured by nonfarm nonresidential properties:										
(1) Loans secured by owner-occupied nonfarm nonresidential properties		C895		0	C896		0			1.e.1
(2) Loans secured by other nonfarm nonresidential properties		C897		0	C898		0			1.e.2
2. Loans to depository institutions and acceptances of other banks		4481		0	4482		0			2
3. Not applicable										
4. Commercial and industrial loans		4638		0	4608		2			4
5. Loans to individuals for household, family, and other personal expenditures:										
a. Credit cards		B514		6	B515		6			5.a
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)		B516		0	B517		15			5.b
6. Loans to foreign governments and official institutions		4643		0	4627		0			6
7. All other loans (2)		4644		0	4628		0			7
8. Lease financing receivables		4266		0	4267		0			8
9. Total (sum of items 1 through 8)		4635		22	4605		23			9

(1) Include write-downs arising from transfers of loans to a held-for-sale account.

(2) Includes charge-offs and recoveries on "Loans to Foreign Governments and Official Institutions" and "All Other Loans."

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9**Schedule RI-B Continued****Part I. Continued****Memoranda**

Dollar Amounts in Thousands

Part I. Continued		(Column A)			(Column B)				
		Charge-offs (1)			Recoveries				
		Calendar year-to-date							
Memoranda		Dollar Amounts in Thousands			RIAD	Bil Mil Thou	RIAD	Bil Mil Thou	
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 4 and 7, above					5409	0	5410	0	M.1
2. Memorandum items 2.a through 2.d are to be completed by banks with \$300 million or more in total assets: (2)									
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above)					4652	0	4662	0	M.2.a
b. Loans to and acceptances of foreign banks (included in Schedule RI-B, part I, item 2, above)					4654	0	4664	0	M.2.b
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 4, above)					4646	0	4618	0	M.2.c
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RI-B, part I, item 8, above)					F185	0	F187	0	M.2.d
3. Memorandum item 3 is to be completed by: (2)									
• banks with \$300 million or more in total assets, and									
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans:									
Loans to finance agricultural production and other loans to farmers (included in Schedule RI-B, part I, item 7, above)					4655	0	4665	0	M.3
Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.									
4. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)									

(1) Include write-downs arising from transfers of loans to a held-for-sale account.

(2) The \$300 million asset size test and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2007, Report of Condition.

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10**Schedule RI-B Continued****Part II. Changes in Allowance for Loan and Lease Losses**

	Dollar Amounts in Thousands	RIAD	Bil Mil Thou	
1. Balance most recently reported for the December 31, 2007, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)		B522	3,342	1
2. Recoveries (must equal part I, item 9, column B, above)		4605	23	2
3. LESS: Charge-offs (must equal part I, item 9, column A, above less Schedule RI-B, part II, item 4)		C079	22	3
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account		5523	0	4
5. Provision for loan and lease losses (must equal Schedule RI, item 4)		4230	0	5
6. Adjustments* (see instructions for this schedule)		C233	0	6
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule RC, item 4.c)		3123	3,343	7

Memoranda	Dollar Amounts in Thousands	RIAD	Bil Mil Thou	
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above		C435	0	M.1
<i>Memorandum items 2 and 3 are to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>				
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges		C389	N/A	M.2
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges		C390	N/A	M.3
Memorandum item 4 is to be completed by all banks.				
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule RI-B, part II, item 7, above)		C781	0	M.4

* Describe on Schedule RI-E—Explanations.

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11**Schedule RI-E—Explanations****Schedule RI-E is to be completed each quarter on a calendar year-to-date basis.**

Detail all adjustments in Schedule RI-A and RI-B, all extraordinary items and other adjustments in Schedule RI, and all significant items of other noninterest income and other noninterest expense in Schedule RI. (See instructions for details.)

Dollar Amounts in Thousands				Year-to-date		
				RIAD	Bl Mil Thou	
1. Other noninterest income (from Schedule RI, item 5.I)						
Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 5.I:						
TEXT						
a.	Income and fees from the printing and sale of checks			C013	49	1.a
b.	Earnings on/increase in value of cash surrender value of life insurance			C014	0	1.b
c.	Income and fees from automated teller machines (ATMs)			C016	76	1.c
d.	Rent and other income from other real estate owned			4042	15	1.d
e.	Safe deposit box rent			C015	1	1.e
f.	Net change in the fair values of financial instruments accounted for under a fair value option			F229	0	1.f
g.	Bank card and credit card interchange fees			F555	0	1.g
h.	4461			4461	0	1.h
i.	4462			4462	0	1.i
j.	4463			4463	0	1.j
2. Other noninterest expense (from Schedule RI, item 7.d)						
Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 7.d:						
TEXT						
a.	Data processing expenses			C017	634	2.a
b.	Advertising and marketing expenses			0497	194	2.b
c.	Directors' fees			4136	117	2.c
d.	Printing, stationery, and supplies			C018	50	2.d
e.	Postage			8403	62	2.e
f.	Legal fees and expenses			4141	170	2.f
g.	FDIC deposit insurance assessments			4146	21	2.g
h.	Accounting and auditing expenses			F556	160	2.h
i.	Consulting and advisory expenses			F557	44	2.i
j.	Automated teller machine (ATM) and interchange expenses			F558	82	2.j
k.	Telecommunications expenses			F559	148	2.k
l.	4464	Courier Expenses		4464	39	2.l
m.	4467	Telephone & Auto Expense		4467	128	2.m
n.	4468			4468	0	2.n
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11) (itemize and describe all extraordinary items and other adjustments):						
TEXT						
a.(1)	4469			4469	0	3.a.1
(2)		Applicable income tax effect	4486	0		3.a.2
b.(1)	4487			4487	0	3.b.1
(2)		Applicable income tax effect	4488	0		3.b.2
c.(1)	4489			4489	0	3.c.1
(2)		Applicable income tax effect	4491	0		3.c.2

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12**Schedule RI-E—Continued**

Dollar Amounts in Thousands		Year-to-date		
		RIAD	Bil Mil Thou	
4. Restatements due to corrections of material accounting errors and changes in accounting principles (from Schedule RI-A, item 2) (itemize and describe all restatements):				
TEXT				
a.	Cumulative-effect adjustment resulting from the initial adoption of FAS 159, Fair Value Option	F465	0	4.a
b.	B527	B527	0	4.b
5. Other transactions with parent holding company (from Schedule RI-A, item 11) (itemize and describe all such transactions):				
TEXT				
a.	4498	4498	0	5.a
b.	4499	4499	0	5.b
6. Adjustments to allowance for loan and lease losses (from Schedule RI-B, part II, item 6) (itemize and describe all adjustments):				
TEXT				
a.	4521	4521	0	6.a
b.	4522	4522	0	6.b
7. Other explanations (the space below is provided for the bank to briefly describe, at its option, any other significant items affecting the Report of Income):				
Comments?		RIAD	YES / NO	
		4769	NO	7

Other explanations (please type or print clearly):

TEXT (70 characters per line)

4769	

OneUnited Bank

Legal Title of Bank

Boston

City

MA**02110**

State

Zip Code

FDIC Certificate Number: 23966

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Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for June 30, 2008

All schedules are to be reported in thousands of dollars. Unless otherwise indicated,
report the amount outstanding as of the last business day of the quarter.

Schedule RC—Balance Sheet

Dollar Amounts in Thousands				RCN	Bil Mil Thou	
ASSETS						
1. Cash and balances due from depository institutions (from Schedule RC-A):						
a. Noninterest-bearing balances and currency and coin (1)				0081	8,741	1.a
b. Interest-bearing balances (2)				0071	7,106	1.b
2. Securities:						
a. Held-to-maturity securities (from Schedule RC-B, column A)				1754	0	2.a
b. Available-for-sale securities (from Schedule RC-B, column D)				1773	284,997	2.b
3. Federal funds sold and securities purchased under agreements to resell:						
a. Federal funds sold				B987	0	3.a
b. Securities purchased under agreements to resell (3)				B989	0	3.b
4. Loans and lease financing receivables (from Schedule RC-C):						
a. Loans and leases held for sale				5369	0	4.a
b. Loans and leases, net of unearned income	B528	395,158				4.b
c. LESS: Allowance for loan and lease losses	3123	3,344				4.c
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)				B529	391,814	4.d
5. Trading assets (from Schedule RC-D)				3545	0	5
6. Premises and fixed assets (including capitalized leases)				2145	7,776	6
7. Other real estate owned (from Schedule RC-M)				2150	1,029	7
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)				2130	0	8
9. Not Applicable						
10. Intangible assets:						
a. Goodwill				3163	327	10.a
b. Other intangible assets (from Schedule RC-M)				0426	73	10.b
11. Other assets (from Schedule RC-F)				2160	22,704	11
12. Total assets (sum of items 1 through 11)				2170	724,567	12

(1) Includes cash items in process of collection and unposted debits.

(2) Includes time certificates of deposit not held for trading.

(3) Includes all securities resale agreements, regardless of maturity.

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14**Schedule RC - Continued**

Dollar Amounts in Thousands

			RCON	Bill Mil Thou	
LIABILITIES					
13. Deposits:					
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E)			2200	468,962	13.a
(1) Noninterest-bearing (1)	6631	32,569			13.a.1
(2) Interest-bearing	6636	436,393			13.a.2
b. Not applicable					
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased (2)			B993	0	14.a
b. Securities sold under agreements to repurchase (3)			B995	0	14.b
15. Trading liabilities (from Schedule RC-D)			3548	0	15
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)			3190	215,080	16
17. and 18. Not applicable					
19. Subordinated notes and debentures (4)			3200	0	19
20. Other liabilities (from Schedule RC-G)			2930	2,666	20
21. Total liabilities (sum of items 13 through 20)			2948	686,708	21
22. Minority interest in consolidated subsidiaries			3000	0	22
EQUITY CAPITAL					
23. Perpetual preferred stock and related surplus			3838	24,145	23
24. Common stock			3230	37	24
25. Surplus (exclude all surplus related to preferred stock)			3839	5,662	25
26. a. Retained earnings			3632	13,305	26.a
b. Accumulated other comprehensive income (5)			B530	(5,290)	26.b
27. Other equity capital components (6)			A130	0	27
28. Total equity capital (sum of items 23 through 27)			3210	37,859	28
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)			3300	724,567	29

Memorandum**To be reported with the March Report of Condition.**

1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2007.

RCON	Number
6724	N/A

M.1

- 1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank
- 2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)
- 3 = Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm

- 4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)
- 5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)
- 6 = Review of the bank's financial statements by external auditors
- 7 = Compilation of the bank's financial statements by external auditors
- 8 = Other audit procedures (excluding tax preparation work)
- 9 = No external audit work

- (1) Includes total demand deposits and noninterest-bearing time and savings deposits.
- (2) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."
- (3) Includes all securities repurchase agreements, regardless of maturity.
- (4) Includes limited-life preferred stock and related surplus.
- (5) Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, and minimum pension liability adjustments.
- (6) Includes treasury stock and unearned Employee Stock Ownership Plan shares.

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15**Schedule RC-A—Cash and Balances Due From Depository Institutions****Schedule RC-A is to be completed only by banks with \$300 million or more in total assets.**

Exclude assets held for trading.

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. Cash items in process of collection, unposted debits, and currency and coin:						
a. Cash items in process of collection and unposted debits				0020	0	1.a
b. Currency and coin				0080	1,655	1.b
2. Balances due from depository institutions in the U.S.:						
a. U.S. branches and agencies of foreign banks				0083	0	2.a
b. Other commercial banks in the U.S. and other depository institutions in the U.S.				0085	7,319	2.b
3. Balances due from banks in foreign countries and foreign central banks:						
a. Foreign branches of other U.S. banks				0073	0	3.a
b. Other banks in foreign countries and foreign central banks				0074	0	3.b
4. Balances due from Federal Reserve Banks				0090	6,873	4
5. Total (sum of items 1 through 4) (must equal Schedule RC, sum of items 1.a and 1.b)				0010	15,847	5

Schedule RC-B—Securities

Exclude assets held for trading.

Dollar Amounts in Thousands	Held-to-maturity						Available-for-sale						
	(Column A)			(Column B)			(Column C)			(Column D)			
	Amortized Cost			Fair Value			Amortized Cost			Fair Value			
	RCON	Bil Mil Thou		RCON	Bil Mil Thou		RCON	Bil Mil Thou		RCON	Bil Mil Thou		
1. U.S. Treasury securities	0211		0	0213		0	1286		0	1287		0	1
2. U.S. Government agency obligations (exclude mortgage-backed securities):													
a. Issued by U.S. Government- agencies (1)	1289		0	1290		0	1291		0	1293		0	2.a
b. Issued by U.S. Government- sponsored agencies (2)	1294		0	1295		0	1297		56,271	1298		56,611	2.b
3. Securities issued by states and political subdivisions in the U.S.	8496		0	8497		0	8498		0	8499		0	3

(1) Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.

(2) Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

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16**Schedule RC-B—Continued**

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	RCON	Bl Mil Thou	RCON	Bl Mil Thou	RCON	Bl Mil Thou	RCON	Bl Mil Thou	
4. Mortgage-backed securities (MBS):									
a. Pass-through securities:									
(1) Guaranteed by GNMA	1698	0	1699	0	1701	8,872	1702	8,862	4.a.1
(2) Issued by FNMA and FHLMC	1703	0	1705	0	1706	137,477	1707	135,829	4.a.2
(3) Other pass-through securities	1709	0	1710	0	1711	0	1713	0	4.a.3
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1714	0	1715	0	1716	24,729	1717	23,796	4.b.1
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	1718	0	1719	0	1731	0	1732	0	4.b.2
(3) All other mortgage-backed securities	1733	0	1734	0	1735	0	1736	0	4.b.3
5. Asset-backed securities (ABS)	C026	0	C988	0	C989	0	C027	0	5
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	15,863	1741	13,852	6.a
b. Foreign debt securities	1742	0	1743	0	1744	0	1746	0	6.b
7. Investments in mutual funds and other equity securities with readily determinable fair values (1)					A510	50,756	A511	46,047	7
8. Total (sum of items 1 through 7) (total of column A must equal Schedule RC, item 2.a) (total of column D must equal Schedule RC, item 2.b)	1754	0	1771	0	1772	293,968	1773	284,997	8

(1) Report Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock in Schedule RC-F, item 4.

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17**Schedule RC-B—Continued**

Memoranda

	Dollar Amounts in Thousands		
	RCN	Bil Mil Thou	
1. Pledged securities (1)	0416	163,505	M.1
2. Maturity and repricing data for debt securities (1, 2) (excluding those in nonaccrual status):			
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: (3, 4)			
(1) Three months or less	A549	0	M.2.a.1
(2) Over three months through 12 months	A550	0	M.2.a.2
(3) Over one year through three years	A551	0	M.2.a.3
(4) Over three years through five years	A552	3,325	M.2.a.4
(5) Over five years through 15 years	A553	30,320	M.2.a.5
(6) Over 15 years	A554	36,819	M.2.a.6
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: (3, 5)			
(1) Three months or less	A555	1,410	M.2.b.1
(2) Over three months through 12 months	A556	2,431	M.2.b.2
(3) Over one year through three years	A557	763	M.2.b.3
(4) Over three years through five years	A558	0	M.2.b.4
(5) Over five years through 15 years	A559	858	M.2.b.5
(6) Over 15 years	A560	139,231	M.2.b.6
c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of: (6)			
(1) Three years or less	A561	23,796	M.2.c.1
(2) Over three years	A562	0	M.2.c.2
d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above)	A248	0	M.2.d
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	1778	0	M.3
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6):			
a. Amortized cost	8782	0	M.4.a
b. Fair value	8783	0	M.4.b

- (1) Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
- (2) Exclude investments in mutual funds and other equity securities with readily determinable fair values.
- (3) Report fixed rate debt securities by remaining maturity and floating rate debt securities by next repricing date.
- (4) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus any nonaccrual debt securities in the categories of debt securities reported in Memorandum item 2.a that are included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, sum of items 1, 2, 3, 5, and 6, columns A and D, plus mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
- (5) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus any nonaccrual mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.a, sum of columns A and D, less the amount of mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
- (6) Sum of Memorandum items 2.c.(1) and 2.c.(2) plus any nonaccrual "Other mortgage-backed securities" included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.b, sum of columns A and D.

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Page RC-6**18****Schedule RC-B—Continued**

Memoranda (continued)

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale			
	(Column A)		(Column B)		(Column C)		(Column D)	
	Amortized Cost		Fair Value		Amortized Cost		Fair Value	
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou
<i>Memorandum items 5.a through 5.f are to be completed by banks with \$1 billion or more in total assets. (1)</i>								
5. Asset-backed securities (ABS)(for each column, sum of Memorandum items 5.a through 5.f must equal Schedule RC-B, item 5):								
a. Credit card receivables	B838	N/A	B839	N/A	B840	N/A	B841	N/A
b. Home equity lines	B842	N/A	B843	N/A	B844	N/A	B845	N/A
c. Automobile loans	B846	N/A	B847	N/A	B848	N/A	B849	N/A
d. Other consumer loans	B850	N/A	B851	N/A	B852	N/A	B853	N/A
e. Commercial and industrial loans	B854	N/A	B855	N/A	B856	N/A	B857	N/A
f. Other	B858	N/A	B859	N/A	B860	N/A	B861	N/A

M.5.a
M.5.b
M.5.c
M.5.d
M.5.e
M.5.f

(1) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.

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19**Schedule RC-C—Loans and Lease Financing Receivables****Part I. Loans and Leases**

Do not deduct the allowance for loan and lease losses or the allocated transfer risk risk reserve from amounts reported in this schedule. Report

- (1) loans and leases held for sale at the lower of cost or fair value,
 (2) loans and leases held for investment, net of unearned income, and
 (3) loans and leases accounted for at fair value under a fair value option.

Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands

	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets (1)				(Column B) To Be Completed by All Banks			
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou
1. Loans secured by real estate:								
a. Construction, land development, and other land loans:								
(1) 1-4 family residential construction loans					F158		14,585	1.a.1
(2) Other construction loans and all land development and other land loans					F159		0	1.a.2
b. Secured by farmland (including farm residential and other improvements)					1420		0	1.b
c. Secured by 1-4 family residential properties:								
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit					1797		50	1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:								
(a) Secured by first liens					5367		81,298	1.c.2.a
(b) Secured by junior liens					5368		125	1.c.2.b
d. Secured by multifamily (5 or more) residential properties					1460		255,063	1.d
e. Secured by nonfarm nonresidential properties:								
(1) Loans secured by owner-occupied nonfarm nonresidential properties					F160		33,332	1.e.1
(2) Loans secured by other nonfarm nonresidential properties					F161		0	1.e.2
2. Loans to depository institutions and acceptances of other banks					1288		0	2
a. To commercial banks in the U.S.:								
(1) To U.S. branches and agencies of foreign banks	B532		0					2.a.1
(2) To other commercial banks in the U.S.	B533		0					2.a.2
b. To other depository institutions in the U.S.	B534		0					2.b
c. To banks in foreign countries:								
(1) To foreign branches of other U.S. banks	B536		0					2.c.1
(2) To other banks in foreign countries	B537		0					2.c.2
3. Loans to finance agricultural production and other loans to farmers					1590		0	3
4. Commercial and industrial loans					1766		9,529	4
a. To U.S. addressees (domicile)	1763		9,529					4.a
b. To non-U.S. addressees (domicile)	1764		0					4.b
5. Not applicable								
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):								
a. Credit cards					B538		536	6.a
b. Other revolving credit plans					B539		9	6.b
c. Other consumer loans (includes single payment, installment, and all student loans)					2011		50	6.c
7. Loans to foreign governments and official institutions (including foreign central banks)					2081		0	7
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.					2107		0	8
9. Other Loans					1563		581	9
a. Loans for purchasing or carrying securities (secured and unsecured)	1545		0					9.a
b. All other loans (exclude consumer loans)	1564		581					9.b

(1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.

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20**Schedule RC-C—Continued****Part I. Continued**

	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets (1)				(Column B) To Be Completed by All Banks				
	RCN	Bil	Mil	Thou	RCN	Bil	Mil	Thou	
10. Lease financing receivables (net of unearned income) _____					2165			0	10
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases) _____	F162			0					10.a
b. All other leases _____	F163			0					10.b
11. LESS: Any unearned income on loans reflected in items 1-9 above _____					2123			0	11.
12. Total loans and leases, net of unearned income (sum of items 1 through 10 minus item 11) (must equal Schedule RC, sum of items 4.a and 4.b) _____					2122			395,158	12

Memoranda		Dollar Amounts in Thousands				RCN	Bil	Mil	Thou	
1. Loans and leases restructured and in compliance with modified terms (included in Schedule RC-C, part I, and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1):										
a. Loans secured by 1-4 family residential properties _____					F576				0	M.1.a
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures _____					1616				0	M.1.b
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):										
a. Closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of: (1, 2)										
(1) Three months or less _____					A564			7,823		M.2.a.1
(2) Over three months through 12 months _____					A565			1,798		M.2.a.2
(3) Over one year through three years _____					A566			1,096		M.2.a.3
(4) Over three years through five years _____					A567			637		M.2.a.4
(5) Over five years through 15 years _____					A568			2,279		M.2.a.5
(6) Over 15 years _____					A569			67,086		M.2.a.6
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of: (1, 3)										
(1) Three months or less _____					A570			81,364		M.2.b.1
(2) Over three months through 12 months _____					A571			125,062		M.2.b.2
(3) Over one year through three years _____					A572			70,845		M.2.b.3
(4) Over three years through five years _____					A573			29,128		M.2.b.4
(5) Over five years through 15 years _____					A574			1,467		M.2.b.5
(6) Over 15 years _____					A575			2,764		M.2.b.6
c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status) _____					A247			15,935		M.2.c

- (1) Report fixed rate loans and leases by remaining maturity and floating rate loans by next repricing date.
- (2) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus total nonaccrual closed-end loans secured by first liens on 1-4 family residential properties included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.
- (3) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus total nonaccrual loans and leases from Schedule RC-N, sum of items 1 through 8, column C, minus nonaccrual closed-end loans secured by first liens on 1-4 family residential properties included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total loans and leases from Schedule RC-C, part I, sum of items 1 through 10, column B, minus total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.

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21**Schedule RC-C—Continued****Part I. Continued****Memoranda — Continued**

Dollar Amounts in Thousands

	RCON	Bil	Mill	Thou	
3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9, column B (4)	2746		0		M.3
4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties (included in Schedule RC-C, part I, item 1.c.(2)(a), column B)	5370		11,735		M.4
5. To be completed by banks with \$300 million or more in total assets: (5) Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-C, part I, items 1.a through 1.e, column B)	8837		0		M.5
Memorandum item 6 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.					
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a.	C391		N/A		M.6
Memorandum item 7 is to be completed by all banks.					
7. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):					
a. Outstanding balance	C779		0		M.7.a
b. Carrying amount included in Schedule RC-C, part I, items 1 through 9	C780		0		M.7.b
8. Closed-end loans with negative amortization features secured by 1-4 family residential properties:					
a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule RC-C, part I, items 1.c.(2)(a) and (b))	F230		0		M.8.a
Memorandum items 8.b and 8.c are to be completed by banks that had closed-end loans with negative amortization features secured by 1-4 family residential properties (as reported in Schedule RC-C, part I, Memorandum item 8.a.) as of December 31, 2007, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income (as reported in Schedule RC-C, part I, item 12, column B).					
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties	F231		N/A		M.8.b
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying amount reported in Memorandum item 8.a above	F232		N/A		M.8.c
9. Loans secured by 1-4 family residential properties in process of foreclosure (included in Schedule RC-C, part I, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))	F577		0		M.9
10. Loans measured at fair value (included in Schedule RC-C, part I, items 1 through 9):					
a. Loans secured by real estate:					
(1) Construction, land development, and other land loans	F578		749		M.10.a.1
(2) Secured by farmland (including farm residential and other improvements)	F579		0		M.10.a.2
(3) Secured by 1-4 family residential properties:					
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	F580		0		M.10.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:					
(1) Secured by first liens	F581		0		M.10.a.3.b.1
(2) Secured by junior liens	F582		0		M.10.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties	F583		83		M.10.a.4
(5) Secured by nonfarm nonresidential properties	F584		0		M.10.a.5
b. Commercial and industrial loans	F585		0		M.10.b

(4) Exclude loans secured by real estate that are included in Schedule RC-C, part I, items 1.a through 1.e, column B.

(5) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.

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22**Schedule RC-C—Continued****Part I. Continued**

Memoranda — Continued

Dollar Amounts in Thousands

	RCON	Bil Mil Thou	
10. c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			
(1) Credit cards	F586	0	M.10.c.1
(2) Other revolving credit plans	F587	0	M.10.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F588	0	M.10.c.3
d. Other loans	F589	0	M.10.d
11. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-C, part I, Memorandum item 10):			
a. Loans secured by real estate:			
(1) Construction, land development, and other land loans	F590	749	M.11.a.1
(2) Secured by farmland (including farm residential and other improvements)	F591	0	M.11.a.2
(3) Secured by 1-4 family residential properties:			
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	F592	0	M.11.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:			
(1) Secured by first liens	F593	0	M.11.a.3.b.1
(2) Secured by junior liens	F594	0	M.11.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties	F595	83	M.11.a.4
(5) Secured by nonfarm nonresidential properties	F596	0	M.11.a.5
b. Commercial and industrial loans	F597	0	M.11.b
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			
(1) Credit cards	F598	0	M.11.c.1
(2) Other revolving credit plans	F599	0	M.11.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F600	0	M.11.c.3
d. Other loans	F601	0	M.11.d

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22a**Schedule RC-C—Continued****Part II. Loans to Small Businesses and Small Farms**

Schedule RC-C, Part II is to be reported only with the June Report of Condition.

Report the number and amount currently outstanding as of June 30 of business loans with "original amounts" of \$1,000,000 or less and farm loans with "original amounts" of \$500,000 or less. The following guidelines should be used to determine the "original amount" of a loan: (1) For loans drawn down under lines of credit or loan commitments, the "original amount" of the loan is the size of the line of credit or loan commitment when the line of credit or loan commitment was most recently approved, extended, or renewed prior to the report date. However, if the amount currently outstanding as of the report date exceeds this size, the "original amount" is the amount currently outstanding on the report date. (2) For loan participations and syndications, the "original amount" of the loan participation or syndication is the entire amount of the credit originated by the lead lender. (3) For all other loans, the "original amount" is the total amount of the loan at origination or the amount currently outstanding as of the report date, whichever is larger.

Loans to Small Businesses

1. Indicate in the box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2), and all or substantially all of the dollar volume of your bank's "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4, (1) have original amounts of \$ 100,000 or less (If your bank has no loans outstanding in BOTH of these two loan categories, place the word "NO" in the box to the right.)

RCON	YES / NO
6999	NO

1

If YES, complete items 2.a and 2.b below, skip items 3 and 4, and go to item 5.

If NO, and your bank has loans outstanding in either loan category, skip items 2.a and 2.b, complete items 3 and 4 below, and go to item 5.

If NO and your bank has no loans outstanding in both loan categories, skip items 2 through 4, and go to item 5.

2. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:

- a. "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2) (Note: Sum of items 1.e.(1) and 1.e.(2) divided by the number of loans should NOT exceed \$100,000.)

Number of Loans	
RCON	
5562	N/A

2.a

- b. "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4, (1) (Note: Item 4, (1) divided by the number of loans should NOT exceed \$100,000.)

RCON	
5563	N/A

2.b

Dollar Amounts in Thousands	(Column A) Number of Loans		(Column B) Amount Currently Outstanding		
	RCON		RCON	Bil Mil Thou	
3. Number and amount currently outstanding of "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2) (sum of items 3.a through 3.c must be less than or equal to Schedule RC-C, part I, sum of items 1.e.(1) and 1.e.(2)):					
a. With original amounts of \$100,000 or less	5564	5	5565	314	3.a
b. With original amounts of more than \$100,000 through \$250,000	5566	7	5567	1,332	3.b
c. With original amounts of more than \$250,000 through \$1,000,000	5568	27	5569	14,196	3.c
4. Number and amount currently outstanding of "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4 (1) (sum of items 4.a through 4.c must be less than or equal to Schedule RC-C, part I, item 4 (1)):					
a. With original amounts of \$100,000 or less	5570	15	5571	667	4.a
b. With original amounts of more than \$100,000 through \$250,000	5572	6	5573	893	4.b
c. With original amounts of more than \$250,000 through \$1,000,000	5574	2	5575	782	4.c

(1) Banks with \$300 million or more in total assets should provide the requested information for "Commercial and industrial loans" based on the loans reported in Schedule RC-C, part I item 4.a, column A, "Commercial and industrial loans to U.S. addressees."

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22b**Schedule RC-C—Continued****Part II. Continued****Agricultural Loans to Small Farms**

5. Indicate in the box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b, and all or substantially all of the dollar volume of your bank's "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3, have original amounts of \$100,000 or less (If your bank has no loans outstanding in BOTH of these two loan categories, place the word "NO" in the box to the right.)

RCON	YES / NO
6860	NO

5

If YES, complete items 6.a and 6.b below and do not complete items 7 and 8.

If NO and your bank has loans outstanding in either loan category, skip items 6.a and 6.b and complete items 7 and 8 below.

If NO and your bank has no loans outstanding in both loan categories, do not complete items 6 through 8.

6. Report the total number of loans currently outstanding for each of the following

Schedule RC-C, part I, loan categories:

- a. "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b, (Note: Item 1.b divided by the number of loans should NOT exceed \$100,000.)

Number of Loans	
RCON	
5576	N/A

6.a

- b. "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3 (Note: Item 3 divided by the number of loans should NOT exceed \$100,000.)

RCON	
5577	N/A

6.b

7. Number and amount currently outstanding of "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b (sum of items 7.a through 7.c must be less than or equal to Schedule RC-C, part I, item 1.b):

- a. With original amounts of \$100,000 or less
- b. With original amounts of more than \$100,000 through \$250,000
- c. With original amounts of more than \$250,000 through \$500,000

(Column A)		(Column B)	
Number of Loans		Amount Currently Outstanding	
RCON		RCON	Bil Mil Thou
5578	N/A	5579	N/A
5580	N/A	5581	N/A
5582	N/A	5583	N/A

7.a

7.b

7.c

8. Number and amount currently outstanding of "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3 (sum of items 8.a through 8.c must be less than or equal to Schedule RC-C, part I, item 3):

- a. With original amounts of \$100,000 or less
- b. With original amounts of more than \$100,000 through \$250,000
- c. With original amounts of more than \$250,000 through \$500,000

5584	N/A	5585	N/A
5586	N/A	5587	N/A
5588	N/A	5589	N/A

8.a

8.b

8.c

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23**Schedule RC-D - Trading Assets and Liabilities**

Schedule RC-D is to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more in any of the four preceding calendar quarters.

Dollar Amounts in Thousands		RCON	Bil Mil Thou	
ASSETS				
1. U.S. Treasury securities		3531	N/A	1
2. U.S. Government agency obligations (exclude mortgage-backed securities)		3532	N/A	2
3. Securities issued by states and political subdivisions in the U.S.		3533	N/A	3
4. Mortgage-backed securities (MBS):				
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA		3534	N/A	4.a
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)		3535	N/A	4.b
c. All other mortgage-backed securities		3536	N/A	4.c
5. Other debt securities		3537	N/A	5
6. Loans:				
a. Loans secured by real estate:				
(1) Construction, land development, and other land loans		F604	N/A	6.a.1
(2) Secured by farmland (including farm residential and other improvements)		F605	N/A	6.a.2
(3) Secured by 1-4 family residential properties:				
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit		F606	N/A	6.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:				
(1) Secured by first liens		F607	N/A	6.a.3.b.1
(2) Secured by junior liens		F611	N/A	6.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties		F612	N/A	6.a.4
(5) Secured by nonfarm nonresidential properties		F613	N/A	6.a.5
b. Commercial and industrial loans		F614	N/A	6.b
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(1) Credit cards		F615	N/A	6.c.1
(2) Other revolving credit plans		F616	N/A	6.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)		F617	N/A	6.c.3
d. Other loans		F618	N/A	6.d
7. and 8. Not applicable				
9. Other trading assets		3541	N/A	9
10. Not applicable				
11. Derivatives with a positive fair value		3543	N/A	11
12. Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5)		3545	N/A	12
LIABILITIES				
13. a. Liability for short positions		3546	N/A	13.a
b. Other trading liabilities		F624	N/A	13.b
14. Derivatives with a negative fair value		3547	N/A	14
15. Total trading liabilities (sum of items 13.a through 14) (must equal Schedule RC, item 15)		3548	N/A	15

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24**Schedule RC-D - Continued****Memoranda**

Dollar Amounts in Thousands

	RCON	Bit	Mill	Thou	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-D, items 6.a.(1) through 6.d.):					
a. Loans secured by real estate:					
(1) Construction, land development, and other land loans	F625		N/A		M.1.a.1
(2) Secured by farmland (including farm residential and other improvements)	F626		N/A		M.1.a.2
(3) Secured by 1-4 family residential properties:					
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	F627		N/A		M.1.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:					
(1) Secured by first liens	F628		N/A		M.1.a.3.b.1
(2) Secured by junior liens	F629		N/A		M.1.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties	F630		N/A		M.1.a.4
(5) Secured by nonfarm nonresidential properties	F631		N/A		M.1.a.5
b. Commercial and industrial loans	F632		N/A		M.1.b
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F633		N/A		M.1.c.1
(2) Other revolving credit plans	F634		N/A		M.1.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F635		N/A		M.1.c.3
d. Other loans	F636		N/A		M.1.d
2. Not applicable					
3. Loans measured at fair value that are past due 90 days or more:(1)					
(a) Fair value	F639		N/A		M.3.a
(b) Unpaid principal balance	F640		N/A		M.3.b
Memorandum items 4 through 10 are to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$1 billion or more in any of the four preceding calendar quarters.(1)					
4. Asset-backed securities:					
a. Residential mortgage-backed securities	F641		N/A		M.4.a
b. Commercial mortgage-backed securities	F642		N/A		M.4.b
c. Credit card receivables	F643		N/A		M.4.c
d. Home equity lines	F644		N/A		M.4.d
e. Automobile loans	F645		N/A		M.4.e
f. Other consumer loans	F646		N/A		M.4.f
g. Commercial and industrial loans	F647		N/A		M.4.g
h. Other	F648		N/A		M.4.h
5. Collateralized debt obligations:					
a. Synthetic	F649		N/A		M.5.a
b. Other	F650		N/A		M.5.b
6. Retained beneficial interests in securitizations (first-loss or equity tranches)	F651		N/A		M.6
7. Equity securities:					
a. Readily determinable fair values	F652		N/A		M.7.a
b. Other	F653		N/A		M.7.b
8. Loans pending securitization	F654		N/A		M.8

(1) NOTE: Completion of Memorandum items 3.a and 3.b and Memorandum items 4 through 10 of Schedule RC-D is optional for the March 31, 2008, report date only. Memorandum items 3.a and 3.b must be completed by all banks and Memorandum items 4 through 10 must be completed by all banks that meet the \$1 billion reporting threshold beginning June 30, 2008.

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25**Schedule RC-D - Continued****Memoranda - Continued**

		Dollar Amounts in Thousands	RCN	Bil Mil Thou	
9. Other trading assets (itemize and describe amounts included in Schedule RC-D, item 9, that are greater than \$25,000 and exceed 25% of the item):					
TEXT					
a.	F655	N/A	F655	N/A	M.9.a
b.	F656	N/A	F656	N/A	M.9.b
c.	F657	N/A	F657	N/A	M.9.c
10. Other trading liabilities (itemize and describe amounts included in Schedule RC-D, item 13.b, that are greater than \$25,000 and exceed 25% of the item):					
TEXT					
a.	F658	N/A	F658	N/A	M.10.a
b.	F659	N/A	F659	N/A	M.10.b
c.	F660	N/A	F660	N/A	M.10.c

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26**Schedule RC-E—Deposit Liabilities**

	Transaction Accounts				Nontransaction Accounts			
	(Column A) Total transaction accounts (including total demand deposits)		(Column B) Memo: Total demand deposits (included in column A)		(Column C) Total nontransaction accounts (including MMDAs)			
Dollar Amounts in Thousands	RCN	Bil Mil Thou	RCN	Bil Mil Thou	RCN	Bil Mil Thou		
Deposits of:								
1. Individuals, partnerships, and corporations (include all certified and official checks)	B549	54,348			B550	313,271		1
2. U.S. Government	2202	76			2520	87		2
3. States and political subdivisions in the U.S.	2203	5,545			2530	88,344		3
4. Commercial banks and other depository institutions in the U.S.	B551	16			B552	7,275		4
5. Banks in foreign countries	2213	0			2236	0		5
6. Foreign governments and official institutions (including foreign central banks)	2216	0			2377	0		6
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a)	2215	59,985	2210	32,569	2385	408,977		7

Memoranda

	Dollar Amounts in Thousands				
	RCN	Bil Mil Thou			
1. Selected components of total deposits (i.e., sum of item 7, columns A and C):					
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts	6835	4,591			M.1.a
b. Total brokered deposits	2365	11,822			M.1.b
c. Fully insured brokered deposits (included in Memorandum item 1.b above): (1)					
(1) Brokered deposits issued in denominations of less than \$100,000	2343	11,822			M.1.c.1
(2) Brokered deposits issued in denominations of \$100,000 and certain brokered retirement deposit accounts	2344	0			M.1.c.2
d. Maturity data for brokered deposits:					
(1) Brokered deposits issued in denominations of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above)	A243	11,822			M.1.d.1
(2) Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less (included in Memorandum item 1.b above)	A244	0			M.1.d.2
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only)	5590	N/A			M.1.e
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.c must equal item 7, column C above):					
a. Savings deposits:					
(1) Money market deposit accounts (MMDAs)	6810	52,496			M.2.a.1
(2) Other savings deposits (excludes MMDAs)	0352	221,296			M.2.a.2
b. Total time deposits of less than \$100,000	6648	64,735			M.2.b
c. Total time deposits of \$100,000 or more	2604	70,450			M.2.c
(1) Individual Retirement Accounts (IRAs) and Keogh Plan accounts included in Memorandum item 2.c, "Total time deposits of \$100,000 or more," above	F233	0			M.2.c.1

- (1) Report brokered retirement deposit accounts eligible for \$250,000 in deposit insurance coverage in Memorandum item 1.c.(1) only if they have been issued in denominations of less than \$100,000 (see instructions). Report brokered retirement deposit accounts in Memorandum item 1.c.(2) if they have been issued either in denominations of exactly \$100,000 through exactly \$250,000 or in denominations greater than \$250,000 and participated out by the broker in shares of exactly \$100,000 through exactly \$250,000 or less.

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27**Schedule RC-E—Continued**

Memoranda (continued)

Dollar Amounts in Thousands		RCON	Bil Mil Thou	
3. Maturity and repricing data for time deposits of less than \$100,000:				
a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of: (1, 2)				
(1) Three months or less	A579		38,220	M.3.a.1
(2) Over three months through 12 months	A580		21,563	M.3.a.2
(3) Over one year through three years	A581		4,951	M.3.a.3
(4) Over three years	A582		0	M.3.a.4
b. Time deposits of less than \$100,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above) (3)		A241	59,783	M.3.b
4. Maturity and repricing data for time deposits of \$100,000 or more:				
a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of: (1, 4)				
(1) Three months or less	A584		48,022	M.4.a.1
(2) Over three months through 12 months	A585		20,020	M.4.a.2
(3) Over one year through three years	A586		2,408	M.4.a.3
(4) Over three years	A587		0	M.4.a.4
b. Time deposits of \$100,000 or more with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above) (3)		A242	68,042	M.4.b

- (1) Report fixed rate time deposits by remaining maturity and floating rate time deposits by next repricing date.
- (2) Sum of Memorandum items 3.a.(1) through 3.a.(4) must equal Schedule RC-E, Memorandum item 2.b.
- (3) Report both fixed and floating rate time deposits by remaining maturity. Exclude floating rate time deposits with a next repricing date of one year or less that have a remaining maturity of over one year.
- (4) Sum of Memorandum items 4.a.(1) through 4.a.(4) must equal Schedule RC-E, Memorandum item 2.c.

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28**Schedule RC-F—Other Assets**

Dollar Amounts in Thousands				RCON	Bil Mil Thou	
1.	Accrued interest receivable (1)			B556	4,035	1
2.	Net deferred tax assets (2)			2148	4,973	2
3.	Interest-only strips receivable (not in the form of a security) (3) on:					
a.	Mortgage loans			A519	0	3.a
b.	Other financial assets			A520	0	3.b
4.	Equity securities that DO NOT have readily determinable fair values (4)			1752	13,089	4
5.	Life insurance assets			C009	0	5
6.	All other assets (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2168	607	6
TEXT						
a.	Prepaid Expenses	2166	497			6.a
b.	Repossessed personal property (including vehicles)	1578	0			6.b
c.	Derivatives with a positive fair value held for purposes other than trading	C010	0			6.c
d.	Retained interests in accrued interest receivable related to securitized credit cards	C436	0			6.d
e.	3549 Other Accounts Receivable	3549	110			6.e
f.	3550	3550	0			6.f
g.	3551	3551	0			6.g
7.	Total (sum of items 1 through 6) (must equal Schedule RC, item 11)			2160	22,704	7

Schedule RC-G—Other Liabilities

Dollar Amounts in Thousands				RCON	Bil Mil Thou	
1. a.	Interest accrued and unpaid on deposits (5)			3645	915	1.a
b.	Other expenses accrued and unpaid (includes accrued income taxes payable)			3646	1,748	1.b
2.	Net deferred tax liabilities (2)			3049	0	2
3.	Allowance for credit losses on off-balance sheet credit exposures			B557	0	3
4.	All other liabilities (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2938	3	4
TEXT						
a.	Accounts Payable	3066	0			4.a
b.	Deferred compensation liabilities	C011	0			4.b
c.	Dividends declared but not yet payable	2932	0			4.c
d.	Derivatives with a negative fair value held for purposes other than trading	C012	0			4.d
e.	3552 Lease Obligation	3552	0			4.e
f.	3553	3553	0			4.f
g.	3554	3554	0			4.g
5.	Total (sum of items 1 through 4) (must equal Schedule RC, item 20)			2930	2,666	5

(1) Includes accrued interest receivable on loans, leases, debt securities, and other interest-bearing assets.

(2) See discussion of deferred income taxes in Glossary entry on "income taxes."

(3) Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.

(4) Includes Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

(5) For savings banks, include "dividends" accrued and unpaid on deposits.

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29**Schedule RC-K—Quarterly Averages (1)**

Dollar Amounts in Thousands		RCON	Bil Mil Thou	
ASSETS				
1. Interest-bearing balances due from depository institutions		3381	4,542	1
2. U.S. Treasury securities and U.S. Government agency obligations (2) (excluding mortgage-backed securities)		B558	112,705	2
3. Mortgage-backed securities (2)		B559	156,865	3
4. All other securities (2, 3) (includes securities issued by states and political subdivisions in the U.S.)		B560	16,227	4
5. Federal funds sold and securities purchased under agreements to resell		3365	12,243	5
6. Loans:				
a. Total loans		3360	408,122	6.a
b. Loans secured by real estate:				
(1) Loans secured by 1-4 family residential properties		3465	77,668	6.b.1
(2) All other loans secured by real estate		3466	319,879	6.b.2
c. Commercial and industrial loans		3387	9,431	6.c
d. Loans to individuals for household, family, and other personal expenditures:				
(1) Credit cards		B561	507	6.d.1
(2) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)		B562	59	6.d.2
7. To be completed by banks with \$100 million or more in total assets: (4) Trading assets		3401	0	7
8. Lease financing receivables (net of unearned income)		3484	0	8
9. Total assets (5)		3368	738,591	9
LIABILITIES				
10. Interest-bearing transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits)		3485	27,800	10
11. Nontransaction accounts:				
a. Savings deposits (includes MMDAs)		B563	276,072	11.a
b. Time deposits of \$100,000 or more		A514	66,233	11.b
c. Time deposits of less than \$100,000		A529	76,126	11.c
12. Federal funds purchased and securities sold under agreements to repurchase		3353	134	12
13. To be completed by banks with \$100 million or more in total assets: (4) Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)		3355	215,080	13

Memorandum

Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. Memorandum item 1 is to be completed by: (4)				
• banks with \$300 million or more in total assets, and				
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans.				
Loans to finance agricultural production and other loans to farmers		3386	0	M.1

- (1) For all items, banks have the option of reporting either (1) an average of DAILY figures for the quarter, or (2) an average of WEEKLY figures (i.e., the Wednesday of each week of the quarter).
- (2) Quarterly averages for all debt securities should be based on amortized cost.
- (3) Quarterly averages for all equity securities should be based on historical cost.
- (4) The asset size tests and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2007, Report of Condition.
- (5) The quarterly average for total assets should reflect all debt securities (not held for trading) at amortized cost, equity securities with readily determinable fair values at the lower of cost or fair value, and equity securities without readily determinable fair values at historical cost.

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30**Schedule RC-L—Derivatives and Off-Balance Sheet Items**

Please read carefully the instructions for the preparation of Schedule RC-L. Some of the amounts reported in Schedule RC-L are regarded as volume indicators and not necessarily as measures of risk.

Dollar Amounts in Thousands				RCON	Bil Mil Thou	
1. Unused commitments:						
a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines				3814	4	1.a
b. Credit card lines				3815	0	1.b
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate:						
(a) 1-4 family residential construction loan commitments				F164	0	1.c.1.a
(b) Commercial real estate, other construction loan, and land development loan commitments				F165	3,771	1.c.1.b
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate				6550	0	1.c.2
d. Securities underwriting				3817	0	1.d
e. Other unused commitments				3818	16,250	1.e
2. Financial standby letters of credit				3819	1	2
a. Amount of financial standby letters of credit conveyed to others				3820	1	2.a
3. Performance standby letters of credit				3821	0	3
a. Amount of performance standby letters of credit conveyed to others				3822	0	3.a
4. Commercial and similar letters of credit				3411	532	4
5. Not applicable						
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank)				3433	0	6
7. Credit derivatives:						
a. Notional amounts:						
		(Column A) Guarantor	(Column B) Beneficiary			
	RCON	Bil Mil Thou	RCON	Bil Mil Thou		
(1) Credit default swaps	C968	0	C969	0		7.a.(1)
(2) Total return swaps	C970	0	C971	0		7.a.(2)
(3) Credit options	C972	0	C973	0		7.a.(3)
(4) Other credit derivatives	C974	0	C975	0		7.a.(4)
b. Gross fair values:						
(1) Gross positive fair value	C219	0	C221	0		7.b.(1)
(2) Gross negative fair value	C220	0	C222	0		7.b.(2)
8. Spot foreign exchange contracts				8765	0	8
9. All other off-balance sheet liabilities (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital")				3430	0	9
TEXT						
a.	Securities borrowed	3432	0			9.a
b.	Commitments to purchase when-issued securities	3434	0			9.b
c.	Standby letters of credit issued by a Federal Home Loan Bank on the bank's behalf	C978	0			9.c
d.	3555	3555	0			9.d
e.	3556	3556	0			9.e
f.	3557	3557	0			9.f
10. All other off-balance sheet assets (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital")				5591	0	10
TEXT						
a.	Commitments to sell when-issued securities	3435	0			10.a
b.	5592	5592	0			10.b
c.	5593	5593	0			10.c
d.	5594	5594	0			10.d
e.	5595	5595	0			10.e

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31**Schedule RC-L—Continued**

Dollar Amounts in Thousands					RCON	Tril	Bil	Mil	Thou	
11. Year-to-date merchant credit card sales volume:										
a. Sales for which the reporting bank is the acquiring bank					C223				0	11.a
b. Sales for which the reporting bank is the agent bank with risk					C224				0	11.b
Dollar Amounts in Thousands										
Derivatives Position Indicators					(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts		
12. Gross amounts (e.g., notional amounts) (for each column, sum of items 12.a through 12.e must equal sum of items 13 and 14):					Tril	Bil	Mil	Thou		
a. Futures contracts					RCON 8693	RCON 8694	RCON 8695	RCON 8696		
					0	0	0	0		
b. Forward contracts					RCON 8697	RCON 8698	RCON 8699	RCON 8700		
					0	0	0	0		
c. Exchange-traded option contracts:					RCON 8701	RCON 8702	RCON 8703	RCON 8704		
(1) Written options					RCON 8705	RCON 8706	RCON 8707	RCON 8708		
					0	0	0	0		
(2) Purchased options					RCON 8709	RCON 8710	RCON 8711	RCON 8712		
					0	0	0	0		
d. Over-the-counter option contracts:					RCON 8713	RCON 8714	RCON 8715	RCON 8716		
(1) Written options					RCON 8713	RCON 8714	RCON 8715	RCON 8716		
					0	0	0	0		
(2) Purchased options					RCON 3450	RCON 3826	RCON 8719	RCON 8720		
					0	0	0	0		
e. Swaps					RCON A126	RCON A127	RCON 8723	RCON 8724		
					0	0	0	0		
13. Total gross notional amount of derivative contracts held for trading					RCON 8725	RCON 8726	RCON 8727	RCON 8728		
					0	0	0	0		
14. Total gross notional amount of derivative contracts held for purposes other than trading					RCON A589					
					0					
a. Interest rate swaps where the bank has agreed to pay a fixed rate										
15. Gross fair values of derivative contracts:					RCON 8733	RCON 8734	RCON 8735	RCON 8736		
a. Contracts held for trading:					RCON 8737	RCON 8738	RCON 8739	RCON 8740		
(1) Gross positive fair value					0	0	0	0		
(2) Gross negative fair value					0	0	0	0		
b. Contracts held for purposes other than trading:					RCON 8741	RCON 8742	RCON 8743	RCON 8744		
(1) Gross positive fair value					0	0	0	0		
(2) Gross negative fair value					0	0	0	0		

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32**Schedule RC-M—Memoranda**

Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:				
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests		6164	505	1.a
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations	RCON 6165	Number 0		1.b
2. Intangible assets other than goodwill:				
a. Mortgage servicing assets		3164	15	2.a
(1) Estimated fair value of mortgage servicing assets	A590	15		2.a.1
b. Purchased credit card relationships and nonmortgage servicing assets		8026	0	2.b
c. All other identifiable intangible assets		5507	58	2.c
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10.b)		0426	73	2.d
3. Other real estate owned:				
a. Direct and indirect investments in real estate ventures		5372	0	3.a
b. All other real estate owned:				
(1) Construction, land development, and other land		5508	0	3.b.1
(2) Farmland		5509	0	3.b.2
(3) 1-4 family residential properties		5510	0	3.b.3
(4) Multifamily (5 or more) residential properties		5511	1,029	3.b.4
(5) Nonfarm nonresidential properties		5512	0	3.b.5
(6) Foreclosed properties from "GNMA loans"		C979	0	3.b.6
c. Total (sum of items 3.a and 3.b) (must equal Schedule RC, item 7)		2150	1,029	3.c
4. Investments in unconsolidated subsidiaries and associated companies:				
a. Direct and indirect investments in real estate ventures		5374	0	4.a
b. All other investments in unconsolidated subsidiaries and associated companies		5375	0	4.b
c. Total (sum of items 4.a and 4.b) (must equal Schedule RC, item 8)		2130	0	4.c
5. Other borrowed money:				
a. Federal Home Loan Bank advances:				
(1) Advances with a remaining maturity or next repricing date of: (1)				
(a) One year or less	F055	198,000		5.a.1.a
(b) Over one year through three years	F056	0		5.a.1.b
(c) Over three years through five years	F057	16,000		5.a.1.c
(d) Over five years	F058	1,080		5.a.1.d
(2) Advances with a REMAINING MATURITY of one year or less (included in item 5.a.(1)(a) above) (2)	2651	0		5.a.2
(3) Structured advances (included in items 5.a.(1)(a) - (d) above)	F059	0		5.a.3
b. Other borrowings:				
(1) Other borrowings with a remaining maturity or next repricing date of: (3)				
(a) One year or less	F060	0		5.b.1.a
(b) Over one year through three years	F061	0		5.b.1.b
(c) Over three years through five years	F062	0		5.b.1.c
(d) Over five years	F063	0		5.b.1.d
(2) Other borrowings with a REMAINING MATURITY of one year or less (included in item 5.b.(1)(a) above) (4)	B571	0		5.b.2
c. Total (sum of items 5.a.(1)(a)-(d) and items 5.b.(1)(a)-(d)) (must equal Schedule RC, item 16)	3190	215,080		5.c

- (1) Report fixed rate advances by remaining maturity and floating rate advances by next repricing date.
 (2) Report both fixed and floating rate advances by remaining maturity. Exclude floating rate advances with a next repricing date of one year or less that have a remaining maturity of over one year.
 (3) Report fixed rate other borrowings by remaining maturity and floating rate other borrowings by next repricing date.
 (4) Report both fixed and floating rate other borrowings by remaining maturity. Exclude floating rate other borrowings with a next repricing date of one year or less that have a remaining maturity of over one year.

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33**Schedule RC-M—Continued**

	Dollar Amounts in Thousands	RCON	YES / NO	
6. Does the reporting bank sell private label or third party mutual funds and annuities?		B569	NO	6
7. Assets under the reporting bank's management in proprietary mutual funds and annuities		RCON B570	Bil Mil Thou 0	7
8. Primary Internet Web site address of the bank (home page), if any (Example: www.examplebank.com) (TEXT 4087) http://www.oneunited.com				8
9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site?		RCON 4088	YES / NO NO	9
10. Secured liabilities:		RCON	Bil Mil Thou	
a. Amount of "Federal funds purchased" that are secured (included in Schedule RC, item 14.a)		F064	0	10.a
b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a)-(d))		F065	0	10.b

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34**Schedule RC-N—Past Due and Nonaccrual Loans, Leases, and Other Assets**

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou
Dollar Amounts in Thousands												
1. Loans secured by real estate:												
a. Construction, land development, and other land loans:												
(1) 1-4 family residential construction loans	F172		1,990		F174		0		F176		1,716	
(2) Other construction loans and all land development and other land loans	F173		0		F175		0		F177		0	
b. Secured by farmland	3493		0		3494		0		3495		0	
c. Secured by 1-4 family residential properties:												
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5398		0		5399		0		5400		0	
(2) Closed-end loans secured by 1-4 family residential properties:												
(a) Secured by first liens	C236		134		C237		448		C229		578	
(b) Secured by junior liens	C238		0		C239		0		C230		0	
d. Secured by multifamily (5 or more) residential properties	3499		0		3500		140		3501		783	
e. Secured by nonfarm nonresidential properties:												
(1) Loans secured by owner-occupied nonfarm nonresidential properties	F178		0		F180		0		F182		730	
(2) Loans secured by other nonfarm nonresidential properties	F179		0		F181		0		F183		0	
2. Loans to depository institutions and acceptances of other banks	B834		0		B835		0		B836		0	
3. Not applicable												
4. Commercial and industrial loans	1606		138		1607		0		1608		0	
5. Loans to individuals for household, family, and other personal expenditures:												
a. Credit cards	B575		43		B576		6		B577		0	
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578		0		B579		0		B580		0	
6. Loans to foreign governments and official institutions	5389		0		5390		0		5391		0	
7. All other loans (1)	5459		0		5460		0		5461		0	
8. Lease financing receivables	1226		0		1227		0		1228		0	
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505		0		3506		0		3507		0	

(1) Includes past due and nonaccrual "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Other loans."

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35**Schedule RC-N—Continued**

Amounts reported in Schedule RC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 10 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

the amounts reported in items 1 through 8.

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
Dollar Amounts in Thousands	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government	5612			0	5613			0	5614			0	10
a. Guaranteed portion of loans and leases included in item 10 above (exclude rebooked "GNMA loans")	5615			0	5616			0	5617			0	10.a
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above	C866			0	C867			0	C868			0	10.b

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36**Schedule RC-N—Continued**

Memoranda	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	Dollar Amounts in Thousands												
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
1. Restructured loans and leases included in Schedule RC-N, items 1 through 8, above (and not reported in Schedule RC-C, Part I, Memorandum item 1):													
a. Loans secured by 1-4 family residential properties	F661			0	F662			0	F663			0	M.1.a
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures)	1658			0	1659			0	1661			0	M.1.b
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above	6558			0	6559			0	6560			0	M.2
3. Memorandum items 3.a through 3.d are to be completed by banks with \$300 million or more in total assets: (1)													
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above)	1248			0	1249			0	1250			0	M.3.a
b. Loans to and acceptances of foreign banks (included in Schedule RC-N, item 2, above)	5380			0	5381			0	5382			0	M.3.b
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RC-N, item 4, above)	1254			0	1255			0	1256			0	M.3.c
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RC-N, item 8, above)	F166			0	F167			0	F168			0	M.3.d
Memorandum item 4 is to be completed by: (1)													
• banks with \$300 million or more in total assets													
• banks with less than \$300 million or more in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans:													
4. Loans to finance agricultural production and other loans to farmers (included in Schedule RC-N, item 7, above)	1594			0	1597			0	1583			0	M.4
5. Loans and leases held for sale and loans measured at fair value (included Schedule RC-N, items 1 through 8, above):													
a. Loans and leases held for sale	C240			0	C241			0	C226			0	M.5.a
b. Loans measured at fair value:(1)													
(1) Fair value	F664			0	F665			0	F666			0	M.5.b.1
(2) Unpaid principal balance	F667			0	F668			0	F669			0	M.5.b.2

(1) NOTE: Completion of Memorandum items 5.b.(1) and (2) of Schedule RC-N is optional for the March 31, 2008, report date only. These items must be completed by all banks beginning June 30, 2008.

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Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days				(Column B) Past due 90 days or more			
	RCN	Bil	Mil	Thou	RCN	Bil	Mil	Thou
<i>Memorandum item 6 is to be completed by banks with \$300 million or more in total assets: (1)</i>								
6. Interest rate, foreign exchange rate, and other commodity and equity contracts:								
Fair value of amounts carried as assets	3529			0	3530			0
7. Additions to nonaccrual assets during the quarter	C410			0				
8. Nonaccrual assets sold during the quarter	C411			0				

M.6

M.7

M.8

(1) The \$300 million asset size test and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2007, Report of Condition.

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38**Schedule RC-O—Other Data for Deposit Insurance and FICO Assessments**

All banks must complete items 1 and 2, Memorandum item 1, and, if applicable, Memorandum items 2 and 3 each quarter. Each bank that reported \$1 billion or more in total assets in its March 31, 2007, Report of Condition must complete items 4 and 5 each quarter. In addition, each bank that reported \$1 billion or more in total assets in two consecutive Reports of Condition beginning with its June 30, 2007, report must begin to complete items 4 and 5 each quarter starting six months after the second consecutive quarter in which it reports total assets of \$1 billion or more. Each bank that becomes insured by the FDIC on or after April 1, 2007, must complete items 4 and 5 each quarter. Any other bank may choose to complete items 4 and 5, but the bank must then continue to complete items 4 and 5 each quarter thereafter.

	Dollar Amounts in Thousands	RCON	Bil Mil Thou	
1. Total deposit liabilities before exclusions (gross) as defined in Section 3(I) of the Federal Deposit Insurance Act and FDIC regulations		F236	469,877	1
2. Total allowable exclusions		F237	0	2
3. Not applicable				
4. Total daily average of deposit liabilities before exclusions (gross) as defined in Section 3(I) of the Federal Deposit Insurance Act and FDIC regulations		F238	N/A	4
5. Total daily average of allowable exclusions		F239	N/A	5

Memoranda

	Dollar Amounts in Thousands	RCON	Bil Mil Thou	
1. Total deposits of the bank (sum of Memorandum items 1.a.(1), 1.b.(1), 1.c.(1), and 1.d.(1) must equal Schedule RC-O, and item 1 less item 2):				
a. Deposit accounts (excluding retirement accounts) of \$100,000 or less: (1)				
(1) Amount of deposit accounts (excluding retirement accounts) of \$100,000 or less		F049	247,186	M.1.a.1
(2) Number of deposit accounts (excluding retirement accounts) of \$100,000 or less (to be completed for the June report only)	RCON F050	Number 30,967		M.1.a.2
b. Deposit accounts (excluding retirement accounts) of more than \$100,000: (1)				
(1) Amount of deposit accounts (excluding retirement accounts) of more than \$100,000		F051	218,023	M.1.b.1
(2) Number of deposit accounts (excluding retirement accounts) of more than \$100,000	RCON F052	Number 763		M.1.b.2
c. Retirement deposit accounts of \$250,000 or less: (1)				
(1) Amount of retirement deposit accounts of \$250,000 or less		F045	4,668	M.1.c.1
(2) Number of retirement deposit accounts of \$250,000 or less (to be completed for the June report only)	RCON F046	Number 159		M.1.c.2
d. Retirement deposit accounts of more than \$250,000: (1)				
(1) Amount of retirement deposit accounts of more than \$250,000		F047	0	M.1.d.1
(2) Number of retirement deposit accounts of more than \$250,000	RCON F048	Number 0		M.1.d.2
Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets. (2)				
2. Estimated amount of uninsured deposits (see instructions)		5597	N/A	M.2
3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent saving association's Call Report or Thrift Financial Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:				
TEXT		RCON	FDIC Cert No.	
A545		A545	0	M.3

- (1) The dollar amounts used as the basis for reporting in Memoranda items 1.a through 1.d reflect the deposit insurance limits in effect on the report date.
- (2) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.

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Schedule RC-P—1-4 Family Residential Mortgage Banking Activities

Schedule RC-P is to be completed by (1) all banks with \$1 billion or more in total assets¹ and (2) banks with less than \$1 billion in total assets at which either 1-4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale exceed \$10 million for two consecutive quarters.

NOTE: Completion of items 1.c.(1) and (2), 2.c.(1) and (2), 3.c.(1) and (2), 4.c.(1) and (2), 5.b, and 6.c.(1) and (2) of Schedule RC-P is optional for the March 31, 2008, report date only. These items must be completed by all banks required to complete Schedule RC-P beginning June 30, 2008.

Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. Retail originations during the quarter of closed-end 1-4 family residential mortgage loans for sale:(2)				
a. Closed-end first liens	F066		N/A	1.a
b. Closed-end junior liens	F067		N/A	1.b
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit	F670		N/A	1.c.1
(2) Principal amount funded under the lines of credit	F671		N/A	1.c.2
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale:(2)				
a. Closed-end first liens	F068		N/A	2.a
b. Closed-end junior liens	F069		N/A	2.b
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit	F672		N/A	2.c.1
(2) Principal amount funded under the lines of credit	F673		N/A	2.c.2
3. 1-4 family residential mortgage loans sold during the quarter:				
a. Closed-end first liens	F070		N/A	3.a
b. Closed-end junior liens	F071		N/A	3.b
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit	F674		N/A	3.c.1
(2) Principal amount funded under the lines of credit	F675		N/A	3.c.2
4. 1-4 family residential mortgage loans held for sale at quarter-end (included in Schedule RC, item 4.a):				
a. Closed-end first liens	F072		N/A	4.a
b. Closed-end junior liens	F073		N/A	4.b
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit	F676		N/A	4.c.1
(2) Principal amount funded under the lines of credit	F677		N/A	4.c.2
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule RI, items 5.f, 5.g, and 5.i):		RIAD		
a. Closed-end 1-4 family residential mortgage loans	F184		N/A	5.a
b. Open-end 1-4 family residential mortgage loans extended under lines of credit	F560		N/A	5.b
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:		RCON		
a. Closed-end first liens	F678		N/A	6.a
b. Closed-end junior liens	F679		N/A	6.b
c. Open-end loans extended under line of credit:				
(1) Total commitment under the lines of credit	F680		N/A	6.c.1
(2) Principal amount funded under the lines of credit	F681		N/A	6.c.2

(1) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.

(2) Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

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40**Schedule RC-Q—Financial Assets and Liabilities Measured at Fair Value**

Schedule RC-Q is to be completed by banks that have adopted FASB Statement No. 157, "Fair Value Measurements," and (1) have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option or (2) are required to complete Schedule RC-D—Trading Assets and Liabilities.

Fair Value Measurements for Assets and Liabilities under a Fair Value Option and Trading Assets and Liabilities (Included in Schedule RC)											

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41**Schedule RC-R—Regulatory Capital**

Dollar Amounts in Thousands

Dollar Amounts in Thousands		RCON	Bil Mil Thou		
Tier 1 capital					
1. Total equity capital (from Schedule RC, item 28)		3210	37,859	1	
2. LESS: Net unrealized gains (losses) on available-for-sale securities (1) (if a gain, report as a positive value; if a loss, report as a negative value)		8434	(5,290)	2	
3. LESS: Net unrealized loss on available-for-sale EQUITY securities (1) (report loss as a positive value)		A221	2,781	3	
4. LESS: Accumulated net gains (losses) on cash flow hedges (1) (if a gain, report as a positive value; if a loss, report as a negative value)		4336	0	4	
5. LESS: Nonqualifying perpetual preferred stock		B588	0	5	
6. Qualifying minority interests in consolidated subsidiaries		B589	0	6	
7.a LESS: Disallowed goodwill and other disallowed intangible assets		B590	385	7.a	
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value)		F264	0	7.b	
8. Subtotal (sum of items 1 and 6, less items 2, 3, 4, 5, 7.a, and 7.b)		C227	39,983	8	
9.a. LESS: Disallowed servicing assets and purchased credit card relationships		B591	2	9.a	
b. LESS: Disallowed deferred tax assets		5610	0	9.b	
10. Other additions to (deductions from) Tier 1 capital		B592	0	10	
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)		8274	39,981	11	
Tier 2 capital					
12. Qualifying subordinated debt and redeemable preferred stock		5306	0	12	
13. Cumulative perpetual preferred stock includible in Tier 2 capital		B593	0	13	
14. Allowance for loan and lease losses includible in Tier 2 capital		5310	3,344	14	
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital		2221	0	15	
16. Other Tier 2 capital components		B594	0	16	
17. Tier 2 capital (sum of items 12 through 16)		5311	3,344	17	
18. Allowable Tier 2 capital (lesser of item 11 or 17)		8275	3,344	18	
19. Tier 3 capital allocated for market risk		1395	0	19	
20. LESS: Deductions for total risk-based capital		B595	0	20	
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)		3792	43,325	21	
Total assets for leverage ratio					
22. Average total assets (from Schedule RC-K, item 9)		3368	738,591	22	
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)		B590	385	23	
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)		B591	2	24	
25. LESS: Disallowed deferred tax assets (from item 9.b above)		5610	0	25	
26. LESS: Other deductions from assets for leverage capital purposes		B596	2,781	26	
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)		A224	735,423	27	
Adjustments for financial subsidiaries					
28. a. Adjustment to Tier 1 capital reported in item 11		C228	0	28.a	
b. Adjustment to total risk-based capital reported in item 21		B503	0	28.b	
29. Adjustment to risk-weighted assets reported in item 62		B504	0	29	
30. Adjustment to average total assets reported in item 27		B505	0	30	
Capital ratios					
(Column B is to be completed by all banks. Column A is to be completed by banks with financial subsidiaries.)					
	(Column A)	(Column B)			
	RCON	Percentage	RCON	Percentage	
31. Tier 1 leverage ratio (2)	7273	0.00%	7204	5.44%	31
32. Tier 1 risk-based capital ratio (3)	7274	0.00%	7206	9.36%	32
33. Total risk-based capital ratio (4)	7275	0.00%	7205	10.14%	33

(1) Report amount included in Schedule RC, item 26.b, "Accumulated other comprehensive income."

(2) The ratio for column B is item 11 divided by item 27. The ratio for column A is item 11 minus item 28.a divided by (item 27 minus item 30).

(3) The ratio for column B is item 11 divided by item 62. The ratio for column A is item 11 minus item 28.a divided by (item 62 minus item 29).

(4) The ratio for column B is item 21 divided by item 62. The ratio for column A is item 21 minus item 28.b divided by (item 62 minus item 29).

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42**Schedule RC-R—Continued**

Banks are not required to risk-weight each on-balance sheet asset and the credit equivalent amount of each off-balance sheet item that qualifies for a risk weight of less than 100 percent (50 percent for derivatives) at its lower risk weight. When completing items 34 through 54 of Schedule RC-R, each bank should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank can choose from among its assets and off-balance sheet items that have a risk weight of less than 100 percent which ones to risk-weight at an appropriate lower risk weight, or it can simply risk-weight some or all of these items at a 100 percent risk weight (50 percent for derivatives).

Dollar Amounts in Thousands	(Column A) Totals (from Schedule RC)	(Column B) Items Not Subject to Risk-Weighting	(Column C)	(Column D)	(Column E)	(Column F)
	Bil Mil Thou	Bil Mil Thou	Allocation by Risk Weight Category			
			0%	20%	50%	100%
Balance Sheet Asset Categories			Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
34. Cash and balances due from depository institutions (Column A equals the sum of Schedule RC items 1.a and 1.b)	RCON 0010 15,847	RCON C869 0	RCON B600 8,527	RCON B601 7,319		RCON B602 0
	RCON 1754	RCON B603	RCON B604	RCON B605	RCON B606	RCON B607
35. Held-to-maturity securities	0	0	0	0	0	0
	RCON 1773	RCON B608	RCON B609	RCON B610	RCON B611	RCON B612
36. Available-for-sale securities	284,997	(4,262)	29,743	198,697	0	60,820
37. Federal funds sold and securities purchased under agreements to resell	RCON C225 0		RCON C063 0	RCON C064 0		RCON B520 0
	RCON 5369	RCON B617	RCON B618	RCON B619	RCON B620	RCON B621
38. Loans and leases held for sale	0	0	0	0	0	0
	RCON B528	RCON B622	RCON B623	RCON B624	RCON B625	RCON B626
39. Loans and leases, net of unearned income	395,158	0	0	1,601	180,974	212,583
	RCON 3123	RCON 3123				
40. LESS: Allowance for loan and lease losses	3,344	3,344				
	RCON 3545	RCON B627	RCON B628	RCON B629	RCON B630	RCON B631
41. Trading assets	0	0	0	0	0	0
	RCON B639	RCON B640	RCON B641	RCON B642	RCON B643	RCON 5339
42. All other assets (1)	31,909	387	118	13,533	1,977	15,893
	RCON 2170	RCON B644	RCON 5320	RCON 5327	RCON 5334	RCON 5340
43. Total assets (sum of items 34 through 42)	724,567	(7,219)	38,388	221,150	182,951	289,296

(1) Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, intangible assets, and other assets.

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43**Schedule RC-R—Continued**

	(Column A) Face Value or Notional Amount		Credit Conversion Factor		(Column B) Credit Equivalent Amount (1)		(Column C)	(Column D)	(Column E)	(Column F)
							Allocation by Risk Weight Category			
							0%	20%	50%	100%
Dollar Amounts in Thousands	Bil Mil Thou				Bil Mil Thou		Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
Derivatives and Off-Balance Sheet Items	RCON B546		See footnote 2		RCON B547		RCON B548	RCON B581	RCON B582	RCON B583
44. Financial standby letters of credit	0		1.000		0		0	0	0	0
45. Performance standby letters of of credit	RCON 3821				RCON B650		RCON B651	RCON B652	RCON B653	RCON B654
	0		.50		0		0	0	0	0
46. Commercial and similar letters of credit	RCON 3411				RCON B655		RCON B656	RCON B657	RCON B658	RCON B659
	532		.20		106		0	0	0	106
47. Risk participations in bankers acceptances acquired by the reporting institution	RCON 3429				RCON B660		RCON B661	RCON B662		RCON B663
	0		1.00		0		0	0		0
	RCON 3433				RCON B664		RCON B665	RCON B666	RCON B667	RCON B668
48. Securities lent	0		1.00		0		0	0	0	0
49. Retained recourse on small business obligations sold with recourse	RCON A250				RCON B669		RCON B670	RCON B671	RCON B672	RCON B673
	0		1.00		0		0	0	0	0
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement	RCON B541		See footnote 3		RCON B542					RCON B543
	0		12.500		0					0
51. All other financial assets sold with recourse	RCON B675				RCON B676		RCON B677	RCON B678	RCON B679	RCON B680
	0		1.00		0		0	0	0	0
52. All other off-balance sheet liabilities	RCON B681				RCON B682		RCON B683	RCON B684	RCON B685	RCON B686
	0		1.00		0		0	0	0	0
53. Unused commitments with an original maturity exceeding one year	RCON 3833				RCON B687		RCON B688	RCON B689	RCON B690	RCON B691
	4,351		.50		2,176		0	0	0	2,175
					RCON A167		RCON B693	RCON B694	RCON B695	
54. Derivative contracts					0		0	0	0	

(1) Column A multiplied by credit conversion factor.

(2) For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an institution-specific factor.

For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information. (Entering an 'M' allows for data entry in Column B.)

(3) Or institution specific factor.

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44**Schedule RC-R—Continued**

		(Column C)	(Column D)	(Column E)	(Column F)	
		Allocation by Risk Weight Category				
		0%	20%	50%	100%	
		Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Totals						
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)		RCON B696	RCON B697	RCON B698	RCON B699	55
		38,388	221,150	182,951	291,577	
56. Risk weight factor		x 0%	x 20%	x 50%	x 100%	56
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)		RCON B700	RCON B701	RCON B702	RCON B703	
		0	44,230	91,476	291,577	57
58. Market risk equivalent assets					RCON 1651	
					0	58
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)					RCON B704	
					427,283	59
60. LESS: Excess allowance for loan and lease losses					RCON A222	
					0	60
61. LESS: Allocated transfer risk reserve					RCON 3128	
					0	61
62. Total risk-weighted assets (item 59 minus items 60 and 61)					RCON A223	
					427,283	62

Memoranda

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards				8764	0	M.1

		With a remaining maturity of						
		(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over five years		
		RCON	Tril Bil Mil Thou	RCON	Tril Bil Mil Thou	RCON	Tril Bil Mil Thou	
2. Notional principal amounts of derivative contracts: (1)		3809	0	8766	0	8767	0	M.2.a
a. Interest rate contracts		3812	0	8769	0	8770	0	M.2.b
b. Foreign exchange contracts		8771	0	8772	0	8773	0	M.2.c
c. Gold contracts		8774	0	8775	0	8776	0	M.2.d
d. Other precious metals contracts		8777	0	8778	0	8779	0	M.2.e
e. Other commodity contracts		A000	0	A001	0	A002	0	M.2.f
f. Equity derivative contracts								
g. Credit derivative contracts:								
(1) Investment grade		C980	0	C981	0	C982	0	M.2.g.1
(2) Subinvestment grade		C983	0	C984	0	C985	0	M.2.g.2

(1) Exclude foreign exchange contracts with an original maturity of 14 days or less and all futures contracts.

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45**Schedule RC-S—Servicing, Securitization, and Asset Sale Activities**

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
Bank Securitization Activities							
1. Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements	RCON B705 0	RCON B706 0	RCON B707 0	RCON B708 0	RCON B709 0	RCON B710 0	RCON B711 0
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:							
a. Credit-enhancing interest-only strips (included in Schedules RC-B or RC-F or in Schedule RC, item 5)	RCON B712 0	RCON B713 0	RCON B714 0	RCON B715 0	RCON B716 0	RCON B717 0	RCON B718 0
b. Subordinated securities and other residual interests	RCON C393 0	RCON C394 0	RCON C395 0	RCON C396 0	RCON C397 0	RCON C398 0	RCON C399 0
c. Standby letters of credit and other enhancements	RCON C400 0	RCON C401 0	RCON C402 0	RCON C403 0	RCON C404 0	RCON C405 0	RCON C406 0
3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1	RCON B726 0	RCON B727 0	RCON B728 0	RCON B729 0	RCON B730 0	RCON B731 0	RCON B732 0
4. Past due loan amounts included in item 1:	RCON B733 0	RCON B734 0	RCON B735 0	RCON B736 0	RCON B737 0	RCON B738 0	RCON B739 0
a. 30-89 days past due	RCON B740 0	RCON B741 0	RCON B742 0	RCON B743 0	RCON B744 0	RCON B745 0	RCON B746 0
b. 90 days or more past due							
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):	RIAD B747 0	RIAD B748 0	RIAD B749 0	RIAD B750 0	RIAD B751 0	RIAD B752 0	RIAD B753 0
a. Charge-offs	RIAD B754 0	RIAD B755 0	RIAD B756 0	RIAD B757 0	RIAD B758 0	RIAD B759 0	RIAD B760 0
b. Recoveries							

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Schedule RC-S—Continued

	(Column A) 1-4 Family Residential Loans		(Column B) Home Equity Lines		(Column C) Credit Card Receivables		(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands	Bil Mil Thou		Bil Mil Thou		Bil Mil Thou		Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
6. Amount of ownership (or seller's) interests carried as:										
a. Securities (included in Schedule RC-B or in Schedule RC, item 5)			RCON B761		RCON B762				RCON B763	
			0		0				0	
			RCON B500		RCON B501				RCON B502	
			0		0				0	
b. Loans (included in Schedule RC-C)										
7. Past due loan amounts included in interests reported in item 6.a:			RCON B764		RCON B765				RCON B766	
a. 30-89 days past due			0		0				0	
			RCON B767		RCON B768				RCON B769	
			0		0				0	
b. 90 days or more past due										
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):			RIAD B770		RIAD B771				RIAD B772	
a. Charge-offs			0		0				0	
			RIAD B773		RIAD B774				RIAD B775	
			0		0				0	
b. Recoveries										

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47**Schedule RC-S—Continued**

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
Bank Asset Sales							
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank	RCON B790 0	RCON B791 0	RCON B792 0	RCON B793 0	RCON B794 0	RCON B795 0	RCON B796 0
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	RCON B797 0	RCON B798 0	RCON B799 0	RCON B800 0	RCON B801 0	RCON B802 0	RCON B803 0

Memoranda

	Dollar Amounts in Thousands	RCON	Bil Mil Thou	
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:				
a. Outstanding principal balance		A249	0	M.1.a
b. Amount of retained recourse on these obligations as of the report date		A250	0	M.1.b
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):				
a. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements		B804	0	M.2.a
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements		B805	11,389	M.2.b
c. Other financial assets (includes home equity lines) (1)		A591	2,959	M.2.c
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)		F699	0	M.2.d
3. Asset-backed commercial paper conduits:				
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:				
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company		B806	0	M.3.a.1
(2) Conduits sponsored by other unrelated institutions		B807	0	M.3.a.2
b. Unused commitments to provide liquidity to conduit structures:				
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company		B808	0	M.3.b.1
(2) Conduits sponsored by other unrelated institutions		B809	0	M.3.b.2
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C (2)		C407	N/A	M.4

(1) Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.

(2) Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.

OneUnited Bank

Legal Title of Bank

FDIC Certificate Number: 23966

Submitted to CDR on 10/30/2008 at 6:43 PM

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Page RC-36

48**Schedule RC-T—Fiduciary and Related Services**

Items 12 through 18, items 20 through 23, and Memorandum item 4 will not be made available to the public on an individual institution basis.

1. Does the institution have fiduciary powers? (If "NO," do not complete Schedule RC-T.)	RCON A345	YES / NO NO	1
2. Does the institution exercise the fiduciary powers it has been granted?	RCON A346	YES / NO NO	2
3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule? (If "NO," do not complete the rest of Schedule RC-T.)	RCON B867	YES / NO NO	3

If the answer to item 3 is "YES," complete the applicable items of Schedule RC-T, as follows:

Institutions with total fiduciary assets (item 9, sum of columns A and B) greater than \$250 million (as of the preceding December 31) or with gross fiduciary and related services income greater than 10% of revenue (net interest income plus noninterest income) for the preceding calendar year must complete:

- Items 4 through 19 quarterly,
- Items 20 through 23 annually with the December report, and
- Memorandum items 1 through 4 annually with the December report.

Institutions with total fiduciary assets (item 9, sum of columns A and B) greater than \$100 million but less than or equal to \$250 million (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 23 annually with the December report, and
- Memorandum items 1 through 4 annually with the December report.

Institutions with total fiduciary assets (item 9, sum of columns A and B) of \$100 million or less (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 10 annually with the December report, and
- Memorandum items 1 through 3 annually with the December report.

	(Column A) Managed Assets	(Column B) Non-Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts	
Dollar Amounts in Thousands	Tril Bil Mil Thou	Tril Bil Mil Thou			
FIDUCIARY AND RELATED ASSETS	RCON B868	RCON B869	RCON B870	RCON B871	
4. Personal trust and agency accounts	N/A	N/A	N/A	N/A	4
5. Retirement related trust & agency accounts:	RCON B872	RCON B873	RCON B874	RCON B875	
a. Employee benefit-defined contribution	N/A	N/A	N/A	N/A	5.a
b. Employee benefit-defined benefit	RCON B876	RCON B877	RCON B878	RCON B879	
c. Other retirement accounts	N/A	N/A	N/A	N/A	5.b
6. Corporate trust and agency accounts	RCON B880	RCON B881	RCON B882	RCON B883	
7. Investment management agency accounts	N/A	N/A	N/A	N/A	5.c
8. Other fiduciary accounts	RCON B884	RCON B885	RCON C001	RCON C002	
9. Total fiduciary accounts (sum of items 4 through 8)	N/A	N/A	N/A	N/A	6
10. Custody and safekeeping accounts	RCON B886		RCON B888		
11. Not applicable	N/A		N/A		7
	RCON B890	RCON B891	RCON B892	RCON B893	
	N/A	N/A	N/A	N/A	8
	RCON B894	RCON B895	RCON B896	RCON B897	
	N/A	N/A	N/A	N/A	9
		RCON B898		RCON B899	
		N/A		N/A	10

OneUnited Bank

Legal Title of Bank

FDIC Certificate Number: 23966
Submitted to CDR on 10/30/2008 at 6:43 PMFFIEC 041
Page RC-37**49****Schedule RC-T—Continued**

	Dollar Amounts in Thousands	RIAD	Bil Mil Thou	
FIDUCIARY AND RELATED SERVICES INCOME				
12. Personal trust and agency accounts		B904	N/A	12
13. Retirement related trust and agency accounts:				
a. Employee benefit—defined contribution		B905	N/A	13.a
b. Employee benefit—defined benefit		B906	N/A	13.b
c. Other retirement accounts		B907	N/A	13.c
14. Corporate trust and agency accounts		A479	N/A	14
15. Investment management agency accounts		B908	N/A	15
16. Other fiduciary accounts		A480	N/A	16
17. Custody and safekeeping accounts		B909	N/A	17
18. Other fiduciary and related services income		B910	N/A	18
19. Total gross fiduciary and related services income (sum of items 12 through 18) (must equal Schedule RI, item 5.a)		4070	N/A	19
20. LESS: Expenses		C058	N/A	20
21. LESS: Net losses from fiduciary and related services		A488	N/A	21
22. PLUS: Intracompany income credits for fiduciary and related services		B911	N/A	22
23. Net fiduciary and related services income		A491	N/A	23

Memoranda

	Dollar Amounts in Thousands	Managed Assets	
		RCON	Bil Mil Thou
1. Managed assets held in personal trust and agency accounts:			
a. Noninterest-bearing deposits		B913	N/A
b. Interest-bearing deposits		B914	N/A
c. U.S. Treasury and U.S. Government agency obligations		B915	N/A
d. State, county and municipal obligations		B916	N/A
e. Money market mutual funds		B917	N/A
f. Other short-term obligations		B918	N/A
g. Other notes and bonds		B919	N/A
h. Common and preferred stocks		B920	N/A
i. Real estate mortgages		B921	N/A
j. Real estate		B922	N/A
k. Miscellaneous assets		B923	N/A
l. Total managed assets held in personal trust and agency accounts (sum of Memorandum items 1.a through 1.k) (must equal Schedule RC-T, item 4, column A)		B868	N/A

	Dollar Amounts in Thousands	(Column A) Number of Issues	(Column B) Principal Amount Outstanding	
		RCON	Tril Bil Mil Thou	
2. Corporate trust and agency accounts:			RCON B928	
a. Corporate and municipal trusteeships		B927	N/A	M.2.a
b. Transfer agent, registrar, paying agent, and other corporate agency		B929	N/A	M.2.b

Optional Narrative Statement Concerning the Amounts Reported in the Reports of Condition and Income

The management of the reporting bank may, if it wishes, submit a brief narrative statement on the amounts reported in the Reports of Condition and Income. This optional statement will be made available to the public, along with the publicly available data in the Reports of Condition and Income, in response to any request for individual bank report data. However, the information reported in Schedule RC-T, items 12 through 18, items 20 through 23 and Memorandum item 4, is regarded as confidential and will not be released to the public. BANKS CHOOSING TO SUBMIT THE NARRATIVE STATEMENT SHOULD ENSURE THAT THE STATEMENT DOES NOT CONTAIN THE NAMES OR OTHER IDENTIFICATIONS OF INDIVIDUAL BANK CUSTOMERS, REFERENCES TO THE AMOUNTS REPORTED IN THE CONFIDENTIAL ITEMS IN SCHEDULE RC-T, OR ANY OTHER INFORMATION THAT THEY ARE NOT WILLING TO HAVE MADE PUBLIC OR THAT WOULD COMPROMISE THE PRIVACY OF THEIR CUSTOMERS. Banks choosing not to make a statement may check the "No comment" box below and should make no entries of any kind in the space provided for the narrative statement; i.e., DO NOT enter in this space such phrases as "No statement," "Not applicable," "N/A," "No comment," and "None."

The optional statement must be entered on this sheet. The statement should not exceed 100 words. Further, regardless of the number of words, the statement must not exceed 750 characters, including punctuation, indentation, and standard spacing between words and sentences. If any submission should exceed 750 characters, as defined, it will be truncated at 750 characters with no notice to the submitting bank and the truncated statement will

appear as the bank's statement both on agency computerized records and in computer-file releases to the public.

All information furnished by the bank in the narrative statement must be accurate and not misleading. Appropriate efforts shall be taken by the submitting bank to ensure the statement's accuracy. The statement must be signed, in the space provided below, by a senior officer of the bank who thereby attests to its accuracy.

If, subsequent to the original submission, material changes are submitted for the data reported in the Reports of Condition and Income, the existing narrative statement will be deleted from the files, and from disclosure; the bank, at its option, may replace it with a statement, under signature, appropriate to the amended data.

The optional narrative statement will appear in agency records and in release to the public exactly as submitted (or amended as described in the preceding paragraph) by the management of the bank (except for the truncation of the statements exceeding the 750-character limit described above). THE STATEMENT WILL NOT BE EDITED OR SCREENED IN ANY WAY BY THE SUPERVISORY AGENCIES FOR ACCURACY OR RELEVANCE. DISCLOSURE OF THE STATEMENT SHALL NOT SIGNIFY THAT ANY FEDERAL SUPERVISORY AGENCY HAS VERIFIED OR CONFIRMED THE ACCURACY OF THE INFORMATION CONTAINED THEREIN. A STATEMENT TO THIS EFFECT WILL APPEAR ON ANY PUBLIC RELEASE OF THE OPTIONAL STATEMENT SUBMITTED BY THE MANAGEMENT OF THE REPORTING BANK.

Comments? _____

RCN	YES / NO
6979	NO

BANK MANAGEMENT STATEMENT (please type or print clearly):

TEXT

6980	

REPORT OF CONDITION

Consolidating domestic subsidiaries of

OneUnited Bank**in the state of MA at close of business on June 30, 2008**

published in response to call made by (Enter additional information below)

Statement of Resources and Liabilities

Dollar Amounts in Thousands

ASSETS

Cash and balances due from depository institutions:		
Noninterest-bearing balances and currency and coin		8,741
Interest-bearing balances		7,106
Securities:		
Held-to-maturity securities		0
Available-for-sale securities		284,997
Federal funds sold and securities purchased under agreements to resell:		
Federal funds sold		0
Securities purchased under agreements to resell		0
Loans and lease financing receivables:		
Loans and leases held for sale		0
Loans and leases, net of unearned income	395,158	
LESS: Allowance for loan and lease losses	3,344	
Loans and leases, net of unearned income and allowance		391,814
Trading Assets		0
Premises and fixed assets (including capitalized leases)		7,776
Other real estate owned		1,029
Investments in unconsolidated subsidiaries and associated companies		0
Intangible assets:		
Goodwill		327
Other intangible assets		73
Other assets		22,704
Total assets		724,567

REPORT OF CONDITION (Continued)**LIABILITIES**

Dollar Amounts in Thousands

Deposits:		
In domestic offices		468,962
Noninterest-bearing	32,569	
Interest-bearing	436,393	
Federal funds purchased and securities sold under agreements to repurchase:		
Federal funds purchased		0
Securities sold under agreements to repurchase		0
Trading liabilities		0
Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)		215,080
Subordinated notes and debentures		0
Other liabilities		2,666
Total liabilities		686,708
Minority interest in consolidated subsidiaries		0

EQUITY CAPITAL

Perpetual preferred stock and related surplus	24,145
Common stock	37
Surplus (exclude all surplus related to preferred stock)	5,662
Retained earnings	13,305
Accumulated other comprehensive income	(5,290)
Other equity capital components	0
Total equity capital	37,859
Total liabilities, minority interest, and equity capital	724,567

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

I, John Trotter, SVP/CFO**(Name, Title)**

of the above named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Director #1

Director #2

Director #3

Board of Governors of the Federal Reserve System
 OMB Number: 7100-0036
 Federal Deposit Insurance Corporation
 OMB Number: 3064-0052
 Office of the Comptroller of the Currency
 OMB Number: 1557-0081
 Expires March 31, 2011

Federal Financial Institutions Examination Council

Please refer to page 1,

1

Table of Contents, for
 the required disclosure
 of estimated burden.

Consolidated Reports of Condition and Income for A Bank With Domestic Offices Only—FFIEC 041

Report at the close of Business September 30, 2008

(20080930)

(RCON 9999)

This report is required by law: 12 U.S.C. §324 (State member banks); 12 U.S.C. §1817 (State nonmember banks); and 12 U.S.C. §161 (National banks).

NOTE: Each bank's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Reports of Condition and Income. The Reports of Condition and Income are to be prepared in accordance with Federal regulatory authority instructions. The Reports of Condition and Income must be signed by the Chief Financial Officer (CFO) of the reporting bank (or by the individual performing an equivalent function) and attested to by not less than two directors (trustees) for State nonmember banks and three directors for State member and National banks.

This report form is to be filed by banks with domestic offices only. Banks with foreign offices (as defined in the instructions) must file FFIEC 031.

We, the undersigned directors (trustees), attest to the correctness of the Reports of Condition and Income (including the supporting schedules) for this report date and declare that the Reports of Condition and Income have been examined by us and to the best of our knowledge and belief have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct.

I, the undersigned CFO (or equivalent) of the named bank, attest that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct to the best of my knowledge and belief.

Director (Trustee)

Director (Trustee)

Director (Trustee)

Signature of Chief Financial Officer (or Equivalent)

Date of Signature

Submission of Reports

Each bank must file its Reports of Condition and Income (Call Report) data by either:

- Using computer software to prepare its Call Report and then submitting the report data directly to the FFIEC's Central Data Repository (CDR), an Internet-based system for data collection (<https://cdr.ffiec.gov/cdr/>), or
- Completing its Call Report in paper form and arranging with a software vendor or another party to convert the data into the electronic format that can be processed by the CDR. The software vendor or other party then must electronically submit the bank's data file to the CDR.

For technical assistance with submissions to the CDR, please contact the CDR Help Desk by telephone at (888) CDR-3111, by fax at (301) 495-7864, or by e-mail at CDR.Help@ffiec.gov.

To fulfill the signature and attestation requirement for the Reports of Condition and Income for this report date, attach your bank's completed signature page (or a photocopy or a computer-generated version of this page) to the hard-copy record of the data file submitted to the CDR that your bank must place in its files.

The appearance of your bank's hard-copy record of the submitted data file need not match exactly the appearance of the FFIEC's sample report forms, but should show at least the caption of each Call Report item and the reported amount.

OneUnited Bank

Legal Title of Bank (RSSD 9017)

Boston

City (RSSD 9130)

MA

State Abbrev. (RSSD 9200)

02110

Zip Code (RSSD 9220)

FDIC Certificate Number

23966

(RSSD 9050)

Consolidated Reports of Condition and Income for A Bank With Domestic Offices Only

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The estimated average burden associated with this information collection is 40.0 hours per respondent and is estimated to vary from 16 to 635 hours per response, depending on individual circumstances. Burden estimates include the time for reviewing instructions, gathering and maintaining data in the required form, and completing the information collection, but exclude the time for compiling and maintaining business records in the normal course of a respondent's activities. A Federal agency may not conduct or sponsor, and an organization (or a person) is not required to respond to a collection of information, unless it displays a currently valid OMB control number. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be directed to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503, and to one of the following:		Schedule RC-O - Other Data for Deposit Insurance and FICO Assessments	RC-26
Secretary Board of Governors of the Federal Reserve System Washington, D.C. 20551		Schedule RC-P— 1-4 Family Residential Mortgage Banking Activities (to be completed only by selected banks)	RC-27
Legislative and Regulatory Analysis Division Office of the Comptroller of the Currency Washington, D.C. 20219		Schedule RC-Q—Financial Assets and Liabilities Measured at Fair Value (to be completed only by selected banks)	RC-28
Assistant Executive Secretary Federal Deposit Insurance Corporation Washington, D.C. 20429		Schedule RC-R - Regulatory Capital	RC-29, 30, 31, 32
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For information or assistance, National and State nonmember banks should contact the FDIC's Data Collection and Analysis Section, 550 17th Street, NW, Washington, D.C. 20429, toll free on (800) 688-FDIC(3342), Monday through Friday between 8:00 a.m. and 5:00 p.m., Eastern time. State member banks should contact their Federal Reserve District Bank.

Contact Information for the Reports of Condition and Income

To facilitate communication between the Agencies and the bank concerning the Reports of Condition and Income, please provide contact information for (1) the Chief Financial Officer (or equivalent) of the bank signing the reports for this quarter and (2) the person at the bank - other than the Chief Financial Officer (or equivalent) - to whom questions about the reports should be directed. If the Chief Financial Officer (or equivalent) is the primary contact for questions about the reports, please provide contact information for another person at the bank who will serve as a secondary contact for communications between the Agencies and the bank concerning the Reports of Condition and Income. Enter "none" for the contact's e-mail address or fax number if not available. Contact information for the Reports of Condition and Income is for the confidential use of the Agencies and will not be released to the public.

Chief Financial Officer (or Equivalent) Signing the Reports

John Trotter
 Name (TEXT C490)
 SVP/CFO
 Title (TEXT C491)
 (b) (6) @oneunited.com
 E-mail Address (TEXT C492)
 (b) (6)
 Telephone: Area code/phone number/extension (TEXT C493)
 (323) 296-6801
 FAX: Area code/phone number (TEXT C494)

Other Person to Whom Questions about the Reports Should be Directed

Kenneth Tse
 Name (TEXT C495)
 Controller
 Title (TEXT C496)
 (b) (6) @oneunited.com
 E-mail Address (TEXT 4086)
 (b) (6)
 Telephone: Area code/phone number/extension (TEXT 8902)
 (323) 296-6801
 FAX: Area code/phone number (TEXT 9116)

Emergency Contact Information

This information is being requested so the Agencies can distribute critical, time sensitive information to emergency contacts at banks. Please provide primary contact information for a senior official of the bank who has decision-making authority. Also provide information for a secondary contact if available. Enter "none" for the contact's e-mail address or fax number if not available. Emergency contact information is for the confidential use of the Agencies and will not be released to the public.

Primary Contact

John Trotter
 Name (TEXT C366)
 SVP/CFO
 Title (TEXT C367)
 (b) (6) @oneunited.com
 E-mail Address (TEXT C368)
 (b) (6)
 Telephone: Area code/phone number/extension (TEXT C369)
 (323) 296-6801
 FAX: Area code/phone number (TEXT C370)

Secondary Contact

Kenneth Tse
 Name (TEXT C371)
 Controller
 Title (TEXT C372)
 (b) (6) @oneunited.com
 E-mail Address (TEXT C373)
 (b) (6)
 Telephone: Area code/phone number/extension (TEXT C374)
 (323) 296-6801
 FAX: Area code/phone number (TEXT C375)

USA PATRIOT Act Section 314(a) Anti-Money Laundering Contact Information

This information is being requested to identify points-of-contact who are in charge of your depository institution's Section 314(a) searches and who could be contacted by federal law enforcement officers for additional information related to anti-terrorist financing and anti-money laundering. Please provide information for a secondary contact if available. Information for a third and fourth contact may be provided at the bank's option. Enter "none" for the contact's e-mail address or fax number if not available. USA PATRIOT Act contact information is for the confidential use of the Agencies and the Financial Crimes Enforcement Network (FinCEN) and will not be released to the public.

Primary Contact

Teri Williams
Name (TEXT C437)
President
Title (TEXT C438)
(b) (6) @oneunited.com
E-mail Address (TEXT C439)
(b) (6)
Telephone: Area code/phone number/extension (TEXT C440)
(617) 457-4430
FAX: Area code/phone number (TEXT C441)

Third Contact

Cynthia Allen
Name (TEXT C870)
VP Retail Compliance Manager
Title (TEXT C871)
(b) (6) @oneunited.com
E-mail Address (TEXT C872)
(b) (6)
Telephone: Area code/phone number/extension (TEXT C873)
(323) 290-4877
FAX: Area code/phone number (TEXT C874)

Secondary Contact

James Slocum
Name (TEXT C442)
VP Information Technology
Title (TEXT C443)
(b) (6) @oneunited.com
E-mail Address (TEXT C444)
(b) (6)
Telephone: Area code/phone number/extension (TEXT C445)
(617) 457-4430
FAX: Area code/phone number (TEXT C446)

Fourth Contact

Sherri Brewer
Name (TEXT C875)
SVP retail Banking
Title (TEXT C876)
(b) (6) @oneunited.com
E-mail Address (TEXT C877)
(b) (6)
Telephone: Area code/phone number/extension (TEXT C878)
(323) 290-7746
FAX: Area code/phone number (TEXT C879)

OneUnited Bank

Legal Title of Bank

Boston

City

MA**02110**

State

Zip Code

FDIC Certificate Number: 23966

FFIEC 041

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Consolidated Report of Income

for the period January 1, 2008 – September 30, 2008

All Report of Income schedules are to be reported on a calendar year-to-date basis in thousands of dollars.

Schedule RI—Income Statement

	Dollar Amounts in Thousands		
	RIAD	Bl Mil Thou	
1. Interest Income:			
a. Interest and fee income on loans:			
(1) Loans secured by real estate:			
(a) Loans secured by 1-4 family residential properties	4435	3,672	1.a.1.a
(b) All other loans secured by real estate	4436	15,717	1.a.1.b
(2) Commercial and industrial loans	4012	547	1.a.2
(3) Loans to individuals for household, family, and other personal expenditures:			
(a) Credit cards	B485	70	1.a.3.a
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B486	4	1.a.3.b
(4) Loans to foreign governments and official institutions	4056	0	1.a.4
(5) All other loans (1)	4058	0	1.a.5
(6) Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(5))	4010	20,010	1.a.6
b. Income from lease financing receivables	4065	0	1.b
c. Interest income on balances due from depository institutions (2)	4115	80	1.c
d. Interest and dividend income on securities:			
(1) U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)	B488	5,121	1.d.1
(2) Mortgage-backed securities	B489	6,034	1.d.2
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.)	4060	680	1.d.3
e. Interest income from trading assets	4069	0	1.e
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020	174	1.f
g. Other interest income	4518	425	1.g
h. Total interest income (sum of items 1.a.(6) through 1.g)	4107	32,524	1.h
2. Interest expense:			
a. Interest on deposits:			
(1) Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	4508	318	2.a.1
(2) Nontransaction accounts:			
(a) Savings deposits (includes MMDAs)	0093	4,783	2.a.2.a
(b) Time deposits of \$100,000 or more	A517	1,417	2.a.2.b
(c) Time deposits of less than \$100,000	A518	2,148	2.a.2.c
b. Expense of federal funds purchased and securities sold under agreements to repurchase	4180	16	2.b
c. Interest on trading liabilities and other borrowed money	4185	7,259	2.c

(1) Includes interest and fee income on "Loans to depository institutions and acceptances of other banks," "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Other loans."

(2) Includes interest income on time certificates of deposit not held for trading.

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6**Schedule RI—Continued**

Dollar Amounts in Thousands	Year-to-date				
	RIAD	Bl	Mil	Thou	
2. Interest expense (continued):					
d. Interest on subordinated notes and debentures	4200		0		2.d
e. Total interest expense (sum of items 2.a through 2.d)	4073		15,941		2.e
3. Net interest income (item 1.h minus 2.e)				4074	16,583 3
4. Provision for loan and lease losses				4230	0 4
5. Noninterest income:					
a. Income from fiduciary activities (1)	4070		0		5.a
b. Service charges on deposit accounts	4080		1,045		5.b
c. Trading revenue (2)	A220		0		5.c
d. (1) Fees and commissions from securities brokerage	C886		0		5.d.1
(2) Investment banking, advisory, and underwriting fees and commissions	C888		0		5.d.2
(3) Fees and commissions from annuity sales	C887		0		5.d.3
(4) Underwriting income from insurance and reinsurance activities	C386		0		5.d.4
(5) Income from other insurance activities	C387		0		5.d.5
e. Venture capital revenue	B491		0		5.e
f. Net servicing fees	B492		8		5.f
g. Net securitization income	B493		0		5.g
h. Not applicable					
i. Net gains (losses) on sales of loans and leases	5416		0		5.i
j. Net gains (losses) on sales of other real estate owned	5415		(9)		5.j
k. Net gains (losses) on sales of other assets (excluding securities)	B496		0		5.k
l. Other noninterest income*	B497		880		5.l
m. Total noninterest income (sum of items 5.a through 5.l)				4079	1,924 5.m
6. a. Realized gains (losses) on held-to-maturity securities				3521	0 6.a
b. Realized gains (losses) on available-for-sale securities				3196	(54,328) 6.b
7. Noninterest expense:					
a. Salaries and employee benefits	4135		5,227		7.a
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		2,388		7.b
c. (1) Goodwill impairment losses	C216		0		7.c.1
(2) Amortization expense and impairment losses for other intangible assets	C232		37		7.c.2
d. Other noninterest expense*	4092		3,267		7.d
e. Total noninterest expense (sum of items 7.a through 7.d)				4093	10,919 7.e
8. Income (loss) before income taxes and extraordinary items and other adjustments (item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e)				4301	(46,740) 8
9. Applicable income taxes (on item 8)				4302	(2,033) 9
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)				4300	(44,707) 10
11. Extraordinary items and other adjustments, net of income taxes*				4320	0 11
12. Net income (loss) (sum of items 10 and 11)				4340	(44,707) 12

* Describe on Schedule RI-E—Explanations

- (1) For banks required to complete Schedule RC-T, items 12 through 19, income from fiduciary activities reported in Schedule RI, item 5.a, must equal the amount reported in Schedule RC-T, item 19.
- (2) For banks required to complete Schedule RI, Memorandum item 8, trading revenue reported in Schedule RI, item 5.c, must equal the sum of Memorandum items 8.a through 8.e.

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7**Schedule RI—Continued**

Memoranda

Dollar Amounts in Thousands

Year-to-date
RIAD Bil | Mil | Thou

1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes	4513	0	M.1
2. Income from the sale and servicing of mutual funds and annuities (included in Schedule RI, item 8)	8431	0	M.2
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b)	4313	0	M.3
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3))	4507	0	M.4
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	4150	Number 109	M.5
<i>Memorandum item 6 is to be completed by: (1)</i> <ul style="list-style-type: none"> • banks with \$300 million or more in total assets, and • banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans. 			
6. Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5))	4024	0	M.6
7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition (2)	9106	CCYY/MM/DD 0	M.7

8. Trading revenue (from cash instruments and derivative instruments) (sum of Memorandum items 8.a through 8.e must equal Schedule RI, item 5.c)

(To be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more for any quarter of the preceding calendar year.):

a. Interest rate exposures	RIAD 8757	Bil Mil Thou N/A	M.8.a
b. Foreign exchange exposures	8758	N/A	M.8.b
c. Equity security and index exposures	8759	N/A	M.8.c
d. Commodity and other exposures	8760	N/A	M.8.d
e. Credit exposures	F186	N/A	M.8.e
9. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:			
a. Net gains (losses) on credit derivatives held for trading	C889	0	M.9.a
b. Net gains (losses) on credit derivatives held for purposes other than trading	C890	0	M.9.b
10. To be completed by banks with \$300 million or more in total assets: (1) Credit losses on derivatives (see instructions)	A251	0	M.10
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?	RIAD A530	YES / NO NO	M.11

Memorandum item 12 is to be completed by banks that are required to complete Schedule RC-C, part I, Memorandum items 8.b and 8.c.

12. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule RI, item 1.a.(1)(a))	F228	N/A	M.12
Memorandum item 13 is to be completed by banks that have elected to account for assets and liabilities under a fair value option.			
13. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			
a. Net gains (losses) on assets	F551	N/A	M.13.a
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552	N/A	M.13.a.1
b. Net gains (losses) on liabilities	F553	N/A	M.13.b
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	F554	N/A	M.13.b.1

(1) The asset size tests and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2007, Report of Condition.

(2) For example, a bank acquired on March 1, 2008, would report 2008/03/01

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8**Schedule RI-A—Changes in Equity Capital**

Indicate decreases and losses in parentheses.

	Dollar Amounts in Thousands		RIAD	Bil Mil Thou	
1. Total equity capital most recently reported for the December 31, 2007, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	3217	40,708			1
2. Restatements due to corrections of material accounting errors and changes in accounting principles*	B507	0			2
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508	40,708			3
4. Net income (loss) (must equal Schedule RI, item 12)	4340	(44,707)			4
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions)	B509	53			5
6. Treasury stock transactions, net	B510	0			6
7. Changes incident to business combinations, net	4356	0			7
8. LESS: Cash dividends declared on preferred stock	4470	367			8
9. LESS: Cash dividends declared on common stock	4460	370			9
10. Other comprehensive income (1)	B511	(1,878)			10
11. Other transactions with parent holding company* (not included in items 5, 6, 8, or 9 above)	4415	0			11
12. Total equity capital end of current period (sum of items 3 through 11) (must equal Schedule RC, item 28)	3210	(6,561)			12

* Describe on Schedule RI-E - Explanations.

(1) Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, and pension and other postretirement plan-related changes other than net periodic benefit cost.

Schedule RI-B—Charge-offs and Recoveries on Loans and Leases
and Changes in Allowance for Loan and Lease Losses
Part I. Charge-offs and Recoveries on Loans and Leases**Part I includes charge-offs and recoveries through the allocated transfer risk reserve.**

Part I: Charge-offs and Recoveries on Loans and Leases		(Column A) Charge-offs (1)		(Column B) Recoveries			
		Calendar year-to-date					
		RIAD	Bil Mil Thou	RIAD	Bil Mil Thou		
Dollar Amounts in Thousands							
1. Loans secured by real estate:							
a. Construction, land development, and other land loans:							
(1) 1-4 family residential construction loans		C891	0	C892	0	1.a.1	
(2) Other construction loans and all land development and other land loans		C893	0	C894	0	1.a.2	
b. Secured by farmland		3584	0	3585	0	1.b	
c. Secured by 1-4 family residential properties:							
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit		5411	0	5412	0	1.c.1	
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens		C234	363	C217	0	1.c.2.a	
(b) Secured by junior liens		C235	0	C218	0	1.c.2.b	
d. Secured by multifamily (5 or more) residential properties		3588	0	3589	0	1.d	
e. Secured by nonfarm nonresidential properties:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties		C895	0	C896	0	1.e.1	
(2) Loans secured by other nonfarm nonresidential properties		C897	0	C898	0	1.e.2	
2. Loans to depository institutions and acceptances of other banks		4481	0	4482	0	2	
3. Not applicable							
4. Commercial and industrial loans		4638	0	4608	10	4	
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards		B514	12	B515	8	5.a	
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)		B516	0	B517	15	5.b	
6. Loans to foreign governments and official institutions		4643	0	4627	0	6	
7. All other loans (2)		4644	0	4628	0	7	
8. Lease financing receivables		4266	0	4267	0	8	
9. Total (sum of items 1 through 8)		4635	375	4605	33	9	

(1) Include write-downs arising from transfers of loans to a held-for-sale account.

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9**Schedule RI-B Continued****Part I. Continued**

Memoranda

Dollar Amounts in Thousands

Part I. Continued		(Column A)				(Column B)				
		Charge-offs (1)				Recoveries				
		Calendar year-to-date								
Memoranda		Dollar Amounts in Thousands								
		RIAD	Bil	Mil	Thou	RIAD	Bil	Mil	Thou	
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 4 and 7, above		5409			0	5410			0	M.1
2. Memorandum items 2.a through 2.d are to be completed by banks with \$300 million or more in total assets: (2)										
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above)		4652			0	4662			0	M.2.a
b. Loans to and acceptances of foreign banks (included in Schedule RI-B, part I, item 2, above)		4654			0	4664			0	M.2.b
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 4, above)		4646			0	4618			0	M.2.c
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RI-B, part I, item 8, above)		F185			0	F187			0	M.2.d
3. Memorandum item 3 is to be completed by: (2)										
• banks with \$300 million or more in total assets, and										
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans:										
Loans to finance agricultural production and other loans to farmers (included in Schedule RI-B, part I, item 7, above)		4655			0	4665			0	M.3
Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.										
4. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)										

Calendar year-to-date			
RIAD	Bil	Mil	Thou
C388			N/A

M.4

Calendar year-to-date			
RIAD	Bil	Mil	Thou
C388			N/A

M.4

(1) Include write-downs arising from transfers of loans to a held-for-sale account.

(2) The \$300 million asset size test and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2007, Report of Condition.

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10**Schedule RI-B Continued****Part II. Changes in Allowance for Loan and Lease Losses**

	Dollar Amounts in Thousands	RIAD	Bil Mil Thou	
1. Balance most recently reported for the December 31, 2007, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)		B522	3,342	1
2. Recoveries (must equal part I, item 9, column B, above)		4605	33	2
3. LESS: Charge-offs (must equal part I, item 9, column A, above less Schedule RI-B, part II, item 4)		C079	375	3
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account		5523	0	4
5. Provision for loan and lease losses (must equal Schedule RI, item 4)		4230	0	5
6. Adjustments* (see instructions for this schedule)		C233	0	6
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule RC, item 4.c)		3123	3,000	7

Memoranda

	Dollar Amounts in Thousands	RIAD	Bil Mil Thou	
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above		C435	0	M.1
<i>Memorandum items 2 and 3 are to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>				
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges		C389	N/A	M.2
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges		C390	N/A	M.3
Memorandum item 4 is to be completed by all banks.				
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule RI-B, part II, item 7, above)		C781	0	M.4

* Describe on Schedule RI-E—Explanations.

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11**Schedule RI-E—Explanations****Schedule RI-E is to be completed each quarter on a calendar year-to-date basis.**

Detail all adjustments in Schedule RI-A and RI-B, all extraordinary items and other adjustments in Schedule RI, and all significant items of other noninterest income and other noninterest expense in Schedule RI.
(See instructions for details.)

(See instructions for details.)

Dollar Amounts in Thousands					Year-to-date		
					RIAD	Bl Mil Thou	
1. Other noninterest income (from Schedule RI, item 5.i)							
Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 5.i:							
TEXT							
a. Income and fees from the printing and sale of checks					C013	71	1.a
b. Earnings on/increase in value of cash surrender value of life insurance					C014	0	1.b
c. Income and fees from automated teller machines (ATMs)					C016	116	1.c
d. Rent and other income from other real estate owned					4042	21	1.d
e. Safe deposit box rent					C015	4	1.e
f. Net change in the fair values of financial instruments accounted for under a fair value option					F229	0	1.f
g. Bank card and credit card interchange fees					F555	0	1.g
h.	4461	CDFI BEA Award			4461	675	1.h
i.	4462	Other			4462	(7)	1.i
j.	4463				4463	0	1.j
2. Other noninterest expense (from Schedule RI, item 7.d)							
Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 7.d:							
TEXT							
a. Data processing expenses					C017	927	2.a
b. Advertising and marketing expenses					0497	269	2.b
c. Directors' fees					4136	132	2.c
d. Printing, stationery, and supplies					C018	77	2.d
e. Postage					8403	90	2.e
f. Legal fees and expenses					4141	265	2.f
g. FDIC deposit insurance assessments					4146	117	2.g
h. Accounting and auditing expenses					F556	265	2.h
i. Consulting and advisory expenses					F557	64	2.i
j. Automated teller machine (ATM) and interchange expenses					F558	116	2.j
k. Telecommunications expenses					F559	219	2.k
l.	4464	Courier expense			4464	63	2.l
m.	4467	Travel & Auto Expense			4467	190	2.m
n.	4468				4468	0	2.n
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11) (itemize and describe all extraordinary items and other adjustments):							
TEXT							
a.(1)	4469				4469	0	3.a.1
(2)		Applicable income tax effect	4486	0			3.a.2
b.(1)	4487				4487	0	3.b.1
(2)		Applicable income tax effect	4488	0			3.b.2
c.(1)	4489				4489	0	3.c.1
(2)		Applicable income tax effect	4491	0			3.c.2

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Legal Title of Bank

Boston

City

MA**02110**

State

Zip Code

FDIC Certificate Number: 23966

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Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for September 30, 2008

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Schedule RC—Balance Sheet

Dollar Amounts in Thousands				RCON	Bil Mil Thou	
ASSETS						
1. Cash and balances due from depository institutions (from Schedule RC-A):						
a. Noninterest-bearing balances and currency and coin (1)				0081	7,768	1.a
b. Interest-bearing balances (2)				0071	6,835	1.b
2. Securities:						
a. Held-to-maturity securities (from Schedule RC-B, column A)				1754	25,425	2.a
b. Available-for-sale securities (from Schedule RC-B, column D)				1773	167,922	2.b
3. Federal funds sold and securities purchased under agreements to resell:						
a. Federal funds sold				8987	0	3.a
b. Securities purchased under agreements to resell (3)				8989	0	3.b
4. Loans and lease financing receivables (from Schedule RC-C):						
a. Loans and leases held for sale				5369	0	4.a
b. Loans and leases, net of unearned income	B528	384,423				4.b
c. LESS: Allowance for loan and lease losses	3123	3,000				4.c
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)				B529	381,423	4.d
5. Trading assets (from Schedule RC-D)				3545	0	5
6. Premises and fixed assets (including capitalized leases)				2145	7,630	6
7. Other real estate owned (from Schedule RC-M)				2150	1,811	7
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)				2130	0	8
9. Not Applicable						
10. Intangible assets:						
a. Goodwill				3163	327	10.a
b. Other intangible assets (from Schedule RC-M)				0426	54	10.b
11. Other assets (from Schedule RC-F)				2160	26,116	11
12. Total assets (sum of items 1 through 11)				2170	625,311	12

(1) Includes cash items in process of collection and unposted debits.

(2) Includes time certificates of deposit not held for trading.

(3) Includes all securities resale agreements, regardless of maturity.

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14**Schedule RC - Continued**

Dollar Amounts in Thousands

			RCON	Bil Mil Thou	
LIABILITIES					
13. Deposits:					
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E)			2200	414,590	13.a
(1) Noninterest-bearing (1)	6631	33,683			13.a.1
(2) Interest-bearing	6636	380,907			13.a.2
b. Not applicable					
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased (2)			8993	0	14.a
b. Securities sold under agreements to repurchase (3)			8995	0	14.b
15. Trading liabilities (from Schedule RC-D)			3548	0	15
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)			3190	215,080	16
17. and 18. Not applicable					
19. Subordinated notes and debentures (4)			3200	0	19
20. Other liabilities (from Schedule RC-G)			2930	2,202	20
21. Total liabilities (sum of items 13 through 20)			2948	631,872	21
22. Minority interest in consolidated subsidiaries			3000	0	22
EQUITY CAPITAL					
23. Perpetual preferred stock and related surplus			3838	24,145	23
24. Common stock			3230	37	24
25. Surplus (exclude all surplus related to preferred stock)			3839	5,680	25
26. a. Retained earnings			3632	(35,034)	26.a
b. Accumulated other comprehensive income (5)			B530	(1,389)	26.b
27. Other equity capital components (6)			A130	0	27
28. Total equity capital (sum of items 23 through 27)			3210	(6,561)	28
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)			3300	625,311	29

Memorandum**To be reported with the March Report of Condition.**

1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2007

RCON	Number
6724	N/A

M.1

- 1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank
- 2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)
- 3 = Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm

- 4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)
- 5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)
- 6 = Review of the bank's financial statements by external auditors
- 7 = Compilation of the bank's financial statements by external auditors
- 8 = Other audit procedures (excluding tax preparation work)
- 9 = No external audit work

- (1) Includes total demand deposits and noninterest-bearing time and savings deposits.
- (2) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."
- (3) Includes all securities repurchase agreements, regardless of maturity.
- (4) Includes limited-life preferred stock and related surplus.
- (5) Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, and minimum pension liability adjustments.
- (6) Includes treasury stock and unearned Employee Stock Ownership Plan shares.

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15**Schedule RC-A—Cash and Balances Due From Depository Institutions****Schedule RC-A is to be completed only by banks with \$300 million or more in total assets.**

Exclude assets held for trading.

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1.	Cash items in process of collection, unposted debits, and currency and coin:					
a.	Cash items in process of collection and unposted debits			0020	0	1.a
b.	Currency and coin			0080	2,465	1.b
2.	Balances due from depository institutions in the U.S.:					
a.	U.S. branches and agencies of foreign banks			0083	0	2.a
b.	Other commercial banks in the U.S. and other depository institutions in the U.S.			0085	7,201	2.b
3.	Balances due from banks in foreign countries and foreign central banks:					
a.	Foreign branches of other U.S. banks			0073	0	3.a
b.	Other banks in foreign countries and foreign central banks			0074	0	3.b
4.	Balances due from Federal Reserve Banks			0090	4,938	4
5.	Total (sum of items 1 through 4) (must equal Schedule RC, sum of items 1.a and 1.b)			0010	14,604	5

Schedule RC-B—Securities

Exclude assets held for trading.

Dollar Amounts in Thousands		Held-to-maturity				Available-for-sale				
		(Column A)		(Column B)		(Column C)		(Column D)		
		Amortized Cost		Fair Value		Amortized Cost		Fair Value		
		RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
1. U.S. Treasury securities		0211	0	0213	0	1286	0	1287	0	1
2. U.S. Government agency obligations (exclude mortgage-backed securities):										
a. Issued by U.S. Government- agencies (1)		1289	0	1290	0	1291	0	1293	0	2.a
b. Issued by U.S. Government- sponsored agencies (2)		1294	0	1295	0	1297	29,823	1298	29,730	2.b
3. Securities issued by states and political subdivisions in the U.S.		8496	0	8497	0	8498	0	8499	0	3

(1) Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.

(2) Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

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16**Schedule RC-B—Continued**

Dollar Amounts in Thousands	Held-to-maturity						Available-for-sale					
	(Column A)			(Column B)			(Column C)			(Column D)		
	Amortized Cost			Fair Value			Amortized Cost			Fair Value		
	RCON	Bil Mil Thou		RCON	Bil Mil Thou		RCON	Bil Mil Thou		RCON	Bil Mil Thou	
4. Mortgage-backed securities (MBS):												
a. Pass-through securities:												
(1) Guaranteed by GNMA	1698	25,425		1699	25,982		1701	2,497		1702	2,501	
(2) Issued by FNMA and FHLMC	1703	0		1705	0		1706	121,234		1707	120,658	
(3) Other pass-through securities	1709	0		1710	0		1711	0		1713	0	
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):												
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1714	0		1715	0		1716	4,582		1717	4,925	
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	1718	0		1719	0		1731	0		1732	0	
(3) All other mortgage-backed securities	1733	0		1734	0		1735	0		1736	0	
5. Asset-backed securities (ABS)	C026	0		C988	0		C989	0		C027	0	
6. Other debt securities:												
a. Other domestic debt securities	1737	0		1738	0		1739	10,272		1741	8,761	
b. Foreign debt securities	1742	0		1743	0		1744	0		1746	0	
7. Investments in mutual funds and other equity securities with readily determinable fair values (1)							A510	1,280		A511	1,347	
8. Total (sum of items 1 through 7) (total of column A must equal Schedule RC, item 2.a) (total of column D must equal Schedule RC, item 2.b)	1754	25,425		1771	25,982		1772	169,688		1773	167,922	

(1) Report Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock in Schedule RC-F, item 4.

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17**Schedule RC-B—Continued**

Memoranda

	Dollar Amounts in Thousands		
	RCON	Bil Mil Thou	
1. Pledged securities (1)	0416	152,824	M.1
2. Maturity and repricing data for debt securities (1, 2) (excluding those in nonaccrual status):			
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: (3, 4)			
(1) Three months or less	A549	0	M.2.a.1
(2) Over three months through 12 months	A550	0	M.2.a.2
(3) Over one year through three years	A551	1,668	M.2.a.3
(4) Over three years through five years	A552	2,537	M.2.a.4
(5) Over five years through 15 years	A553	17,302	M.2.a.5
(6) Over 15 years	A554	16,984	M.2.a.6
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: (3, 5)			
(1) Three months or less	A555	2,645	M.2.b.1
(2) Over three months through 12 months	A556	1,036	M.2.b.2
(3) Over one year through three years	A557	715	M.2.b.3
(4) Over three years through five years	A558	0	M.2.b.4
(5) Over five years through 15 years	A559	846	M.2.b.5
(6) Over 15 years	A560	143,342	M.2.b.6
c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of: (6)			
(1) Three years or less	A561	0	M.2.c.1
(2) Over three years	A562	4,925	M.2.c.2
d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above)	A248	0	M.2.d
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	1778	0	M.3
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6):			
a. Amortized cost	8782	0	M.4.a
b. Fair value	8783	0	M.4.b

- (1) Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
- (2) Exclude investments in mutual funds and other equity securities with readily determinable fair values.
- (3) Report fixed rate debt securities by remaining maturity and floating rate debt securities by next repricing date.
- (4) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus any nonaccrual debt securities in the categories of debt securities reported in Memorandum item 2.a that are included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, sum of items 1, 2, 3, 5, and 6, columns A and D, plus mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
- (5) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus any nonaccrual mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.a, sum of columns A and D, less the amount of mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
- (6) Sum of Memorandum items 2.c.(1) and 2.c.(2) plus any nonaccrual "Other mortgage-backed securities" included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.b, sum of columns A and D.

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18**Schedule RC-B—Continued**

Memoranda (continued)

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale			
	(Column A)		(Column B)		(Column C)		(Column D)	
	Amortized Cost		Fair Value		Amortized Cost		Fair Value	
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou
<i>Memorandum items 5.a through 5.f are to be completed by banks with \$1 billion or more in total assets. (1)</i>								
5. Asset-backed securities (ABS)(for each column, sum of Memorandum items 5.a through 5.f must equal Schedule RC-B, item 5):								
a. Credit card receivables	B838	N/A	B839	N/A	B840	N/A	B841	N/A
b. Home equity lines	B842	N/A	B843	N/A	B844	N/A	B845	N/A
c. Automobile loans	B846	N/A	B847	N/A	B848	N/A	B849	N/A
d. Other consumer loans	B850	N/A	B851	N/A	B852	N/A	B853	N/A
e. Commercial and industrial loans	B854	N/A	B855	N/A	B856	N/A	B857	N/A
f. Other	B858	N/A	B859	N/A	B860	N/A	B861	N/A

M.5.a

M.5.b

M.5.c

M.5.d

M.5.e

M.5.f

(1) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.

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19**Schedule RC-C—Loans and Lease Financing Receivables****Part I. Loans and Leases**

Do not deduct the allowance for loan and lease losses or the allocated transfer risk risk reserve from amounts reported in this schedule. Report

- (1) loans and leases held for sale at the lower of cost or fair value,
 (2) loans and leases held for investment, net of unearned income, and
 (3) loans and leases accounted for at fair value under a fair value option.

Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands

	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets (1)				(Column B) To Be Completed by All Banks			
	RCN	Bil	Mil	Thou	RCN	Bil	Mil	Thou
1. Loans secured by real estate:								
a. Construction, land development, and other land loans:								
(1) 1-4 family residential construction loans					F158		10,945	1.a.1
(2) Other construction loans and all land development and other land loans					F159		3,487	1.a.2
b. Secured by farmland (including farm residential and other improvements)					1420		0	1.b
c. Secured by 1-4 family residential properties:								
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit					1797		59	1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:								
(a) Secured by first liens					5367		81,391	1.c.2.a
(b) Secured by junior liens					5368		125	1.c.2.b
d. Secured by multifamily (5 or more) residential properties					1460		244,578	1.d
e. Secured by nonfarm nonresidential properties:								
(1) Loans secured by owner-occupied nonfarm nonresidential properties					F160		33,174	1.e.1
(2) Loans secured by other nonfarm nonresidential properties					F161		0	1.e.2
2. Loans to depository institutions and acceptances of other banks					1288		0	2
a. To commercial banks in the U.S.:								
(1) To U.S. branches and agencies of foreign banks	B532		0					2.a.1
(2) To other commercial banks in the U.S.	B533		0					2.a.2
b. To other depository institutions in the U.S.	B534		0					2.b
c. To banks in foreign countries:								
(1) To foreign branches of other U.S. banks	B536		0					2.c.1
(2) To other banks in foreign countries	B537		0					2.c.2
3. Loans to finance agricultural production and other loans to farmers					1590		0	3
4. Commercial and industrial loans					1766		9,533	4
a. To U.S. addressees (domicile)	1763		9,533					4.a
b. To non-U.S. addressees (domicile)	1764		0					4.b
5. Not applicable								
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):								
a. Credit cards					B538		547	6.a
b. Other revolving credit plans					B539		9	6.b
c. Other consumer loans (includes single payment, installment, and all student loans)					2011		0	6.c
7. Loans to foreign governments and official institutions (including foreign central banks)					2081		0	7
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.					2107		0	8
9. Other Loans					1563		575	9
a. Loans for purchasing or carrying securities (secured and unsecured)	1545		0					9.a
b. All other loans (exclude consumer loans)	1564		575					9.b

(1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.

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20**Schedule RC-C—Continued****Part I. Continued**

	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets (1)				(Column B) To Be Completed by All Banks				
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
10. Lease financing receivables (net of unearned income)					2165			0	10
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162			0					10.a
b. All other leases	F163			0					10.b
11. LESS: Any unearned income on loans reflected in items 1-9 above					2123			0	11.
12. Total loans and leases, net of unearned income (sum of items 1 through 10 minus item 11) (must equal Schedule RC, sum of items 4.a and 4.b)					2122			384,423	12

Memoranda		Dollar Amounts in Thousands				RCON	Bil	Mil	Thou	
1. Loans and leases restructured and in compliance with modified terms (included in Schedule RC-C, part I, and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1):										
a. Loans secured by 1-4 family residential properties					F576				0	M.1.a
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures)					1616				0	M.1.b
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):										
a. Closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of: (2, 3)										
(1) Three months or less					A564				5,195	M.2.a.1
(2) Over three months through 12 months					A565				2,799	M.2.a.2
(3) Over one year through three years					A566				1,083	M.2.a.3
(4) Over three years through five years					A567				632	M.2.a.4
(5) Over five years through 15 years					A568				2,249	M.2.a.5
(6) Over 15 years					A569				69,433	M.2.a.6
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of: (2, 4)										
(1) Three months or less					A570				98,733	M.2.b.1
(2) Over three months through 12 months					A571				122,019	M.2.b.2
(3) Over one year through three years					A572				56,589	M.2.b.3
(4) Over three years through five years					A573				13,985	M.2.b.4
(5) Over five years through 15 years					A574				1,399	M.2.b.5
(6) Over 15 years					A575				2,701	M.2.b.6
c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status)					A247				13,895	M.2.c

- (1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.
- (2) Report fixed rate loans and leases by remaining maturity and floating rate loans by next repricing date.
- (3) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus total nonaccrual closed-end loans secured by first liens on 1-4 family residential properties included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.
- (4) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus total nonaccrual loans and leases from Schedule RC-N, sum of items 1 through 8, column C, minus nonaccrual closed-end loans secured by first liens on 1-4 family residential properties included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total loans and leases from Schedule RC-C, part I, sum of items 1 through 10, column B, minus total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.

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21**Schedule RC-C—Continued****Part I. Continued**

Memoranda — Continued		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate)						
included in Schedule RC-C, part I, items 4 and 9, column B (4)		2746	3,629			M.3
4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties (included in Schedule RC-C, part I, item 1.c.(2)(a), column B)		5370	11,628			M.4
5. To be completed by banks with \$300 million or more in total assets: (5)						
Loans secured by real estate to non-U.S. addressees (domicile)						
(included in Schedule RC-C, part I, items 1.a through 1.e, column B)		B837	0			M.5
Memorandum item 6 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.						
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a.		C391	N/A			M.6
Memorandum item 7 is to be completed by all banks.						
7. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):						
a. Outstanding balance		C779	0			M.7.a
b. Carrying amount included in Schedule RC-C, part I, items 1 through 9		C780	0			M.7.b
8. Closed-end loans with negative amortization features secured by 1-4 family residential properties:						
a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule RC-C, part I, items 1.c.(2)(a) and (b))		F230	0			M.8.a
Memorandum items 8.b and 8.c are to be completed by banks that had closed-end loans with negative amortization features secured by 1-4 family residential properties (as reported in Schedule RC-C, part I, Memorandum item 8.a.) as of December 31, 2007, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income (as reported in Schedule RC-C, part I, item 12, column B).						
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties		F231	N/A			M.8.b
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying amount reported in Memorandum item 8.a above		F232	N/A			M.8.c
9. Loans secured by 1-4 family residential properties in process of foreclosure (included in Schedule RC-C, part I, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))		F577	0			M.9
10. Loans measured at fair value (included in Schedule RC-C, part I, items 1 through 9):						
a. Loans secured by real estate:						
(1) Construction, land development, and other land loans		F578	0			M.10.a.1
(2) Secured by farmland (including farm residential and other improvements)		F579	0			M.10.a.2
(3) Secured by 1-4 family residential properties:						
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit		F580	0			M.10.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:						
(1) Secured by first liens		F581	0			M.10.a.3.b.1
(2) Secured by junior liens		F582	0			M.10.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties		F583	436			M.10.a.4
(5) Secured by nonfarm nonresidential properties		F584	0			M.10.a.5
b. Commercial and industrial loans		F585	0			M.10.b

(4) Exclude loans secured by real estate that are included in Schedule RC-C, part I, items 1.a through 1.e, column B.

(5) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.

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22**Schedule RC-C—Continued****Part I. Continued**

Memoranda — Continued

Dollar Amounts in Thousands

	RCON	Bil Mil Thou	
10. c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			
(1) Credit cards	F586	546	M.10.c.1
(2) Other revolving credit plans	F587	9	M.10.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F588	0	M.10.c.3
d. Other loans	F589	0	M.10.d
11. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-C, part I, Memorandum item 10):			
a. Loans secured by real estate:			
(1) Construction, land development, and other land loans	F590	0	M.11.a.1
(2) Secured by farmland (including farm residential and other improvements)	F591	0	M.11.a.2
(3) Secured by 1-4 family residential properties:			
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	F592	0	M.11.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:			
(1) Secured by first liens	F593	0	M.11.a.3.b.1
(2) Secured by junior liens	F594	0	M.11.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties	F595	436	M.11.a.4
(5) Secured by nonfarm nonresidential properties	F596	0	M.11.a.5
b. Commercial and industrial loans	F597	0	M.11.b
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			
(1) Credit cards	F598	546	M.11.c.1
(2) Other revolving credit plans	F599	0	M.11.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F600	0	M.11.c.3
d. Other loans	F601	0	M.11.d

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23**Schedule RC-D - Trading Assets and Liabilities**

Schedule RC-D is to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more in any of the four preceding calendar quarters.

Dollar Amounts in Thousands		RCON	Bil Mil Thou	
ASSETS				
1. U.S. Treasury securities	3531		N/A	1
2. U.S. Government agency obligations (exclude mortgage-backed securities)	3532		N/A	2
3. Securities issued by states and political subdivisions in the U.S.	3533		N/A	3
4. Mortgage-backed securities (MBS):				
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	3534		N/A	4.a
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)	3535		N/A	4.b
c. All other mortgage-backed securities	3536		N/A	4.c
5. Other debt securities	3537		N/A	5
6. Loans:				
a. Loans secured by real estate:				
(1) Construction, land development, and other land loans	F604		N/A	6.a.1
(2) Secured by farmland (including farm residential and other improvements)	F605		N/A	6.a.2
(3) Secured by 1-4 family residential properties:				
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	F606		N/A	6.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:				
(1) Secured by first liens	F607		N/A	6.a.3.b.1
(2) Secured by junior liens	F611		N/A	6.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties	F612		N/A	6.a.4
(5) Secured by nonfarm nonresidential properties	F613		N/A	6.a.5
b. Commercial and industrial loans	F614		N/A	6.b
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(1) Credit cards	F615		N/A	6.c.1
(2) Other revolving credit plans	F616		N/A	6.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F617		N/A	6.c.3
d. Other loans	F618		N/A	6.d
7. and 8. Not applicable				
9. Other trading assets	3541		N/A	9
10. Not applicable				
11. Derivatives with a positive fair value	3543		N/A	11
12. Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5)	3545		N/A	12
LIABILITIES				
13. a. Liability for short positions	3546		N/A	13.a
b. Other trading liabilities	F624		N/A	13.b
14. Derivatives with a negative fair value	3547		N/A	14
15. Total trading liabilities (sum of items 13.a through 14) (must equal Schedule RC, item 15)	3548		N/A	15

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Schedule RC-D - Continued

Memoranda

Dollar Amounts in Thousands

	RCN	Bil Mil Thou	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-D, items 6.a.(1) through 6.d):			
a. Loans secured by real estate:			
(1) Construction, land development, and other land loans	F625	N/A	M.1.a.1
(2) Secured by farmland (including farm residential and other improvements)	F626	N/A	M.1.a.2
(3) Secured by 1-4 family residential properties:			
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	F627	N/A	M.1.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:			
(1) Secured by first liens	F628	N/A	M.1.a.3.b.1
(2) Secured by junior liens	F629	N/A	M.1.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties	F630	N/A	M.1.a.4
(5) Secured by nonfarm nonresidential properties	F631	N/A	M.1.a.5
b. Commercial and industrial loans	F632	N/A	M.1.b
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			
(1) Credit cards	F633	N/A	M.1.c.1
(2) Other revolving credit plans	F634	N/A	M.1.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F635	N/A	M.1.c.3
d. Other loans	F636	N/A	M.1.d
2. Not applicable			
3. Loans measured at fair value that are past due 90 days or more:(1)			
(a) Fair value	F639	N/A	M.3.a
(b) Unpaid principal balance	F640	N/A	M.3.b
Memorandum items 4 through 10 are to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$1 billion or more in any of the four preceding calendar quarters.			
4. Asset-backed securities:			
a. Residential mortgage-backed securities	F641	N/A	M.4.a
b. Commercial mortgage-backed securities	F642	N/A	M.4.b
c. Credit card receivables	F643	N/A	M.4.c
d. Home equity lines	F644	N/A	M.4.d
e. Automobile loans	F645	N/A	M.4.e
f. Other consumer loans	F646	N/A	M.4.f
g. Commercial and industrial loans	F647	N/A	M.4.g
h. Other	F648	N/A	M.4.h
5. Collateralized debt obligations:			
a. Synthetic	F649	N/A	M.5.a
b. Other	F650	N/A	M.5.b
6. Retained beneficial interests in securitizations (first-loss or equity tranches)	F651	N/A	M.6
7. Equity securities:			
a. Readily determinable fair values	F652	N/A	M.7.a
b. Other	F653	N/A	M.7.b
8. Loans pending securitization	F654	N/A	M.8

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25**Schedule RC-D - Continued****Memoranda - Continued**

		Dollar Amounts in Thousands	RCN	Bl Mil Thou	
9. Other trading assets (itemize and describe amounts included in Schedule RC-D, item 9, that are greater than \$25,000 and exceed 25% of the item):					
TEXT					
a.	F655	N/A	F655	N/A	M.9.a
b.	F656	N/A	F656	N/A	M.9.b
c.	F657	N/A	F657	N/A	M.9.c
10. Other trading liabilities (itemize and describe amounts included in Schedule RC-D, item 13.b, that are greater than \$25,000 and exceed 25% of the item):					
TEXT					
a.	F658	N/A	F658	N/A	M.10.a
b.	F659	N/A	F659	N/A	M.10.b
c.	F660	N/A	F660	N/A	M.10.c

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26**Schedule RC-E—Deposit Liabilities**

Dollar Amounts in Thousands	Transaction Accounts				Nontransaction Accounts			
	(Column A) Total transaction accounts (including total demand deposits)		(Column B) Memo: Total demand deposits (included in column A)		(Column C) Total nontransaction accounts (including MMDAs)			
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou		
Deposits of:								
1. Individuals, partnerships, and corporations (include all certified and official checks)	8549	91,904			8550	266,200	1	
2. U.S. Government	2202	116			2520	88	2	
3. States and political subdivisions in the U.S.	2203	5,937			2530	43,476	3	
4. Commercial banks and other depository institutions in the U.S.	8551	16			8552	6,853	4	
5. Banks in foreign countries	2213	0			2236	0	5	
6. Foreign governments and official institutions (including foreign central banks)	2216	0			2377	0	6	
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a)	2215	97,973	2210	33,683	2385	316,617	7	

Memoranda

Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. Selected components of total deposits (i.e., sum of item 7, columns A and C):				
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts		6835	4,450	M.1.a
b. Total brokered deposits		2365	9,214	M.1.b
c. Fully insured brokered deposits (included in Memorandum item 1.b above): (1)				
(1) Brokered deposits issued in denominations of less than \$100,000		2343	9,214	M.1.c.1
(2) Brokered deposits issued in denominations of \$100,000 and certain brokered retirement deposit accounts		2344	0	M.1.c.2
d. Maturity data for brokered deposits:				
(1) Brokered deposits issued in denominations of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above)		A243	9,214	M.1.d.1
(2) Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less (included in Memorandum item 1.b above)		A244	0	M.1.d.2
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only)		5590	N/A	M.1.e
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.c must equal item 7, column C above):				
a. Savings deposits:				
(1) Money market deposit accounts (MMDAs)		6810	51,020	M.2.a.1
(2) Other savings deposits (excludes MMDAs)		0352	139,530	M.2.a.2
b. Total time deposits of less than \$100,000		6648	59,957	M.2.b
c. Total time deposits of \$100,000 or more		2604	66,109	M.2.c
(1) Individual Retirement Accounts (IRAs) and Keogh Plan accounts included in Memorandum item 2.c, "Total time deposits of \$100,000 or more," above		F233	0	M.2.c.1

- (1) Report brokered retirement deposit accounts eligible for \$250,000 in deposit insurance coverage in Memorandum item 1.c.(1) only if they have been issued in denominations of less than \$100,000 (see instructions). Report brokered retirement deposit accounts in Memorandum item 1.c.(2) if they have been issued either in denominations of exactly \$100,000 through exactly \$250,000 or in denominations greater than \$250,000 and participated out by the broker in shares of exactly \$100,000 through exactly \$250,000 or less.

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27**Schedule RC-E—Continued**

Memoranda (continued)

Dollar Amounts in Thousands		RCON	Bl Mil Thou	
3. Maturity and repricing data for time deposits of less than \$100,000:				
a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of: (1, 2)				
(1) Three months or less		A579	29,112	M.3.a.1
(2) Over three months through 12 months		A580	24,606	M.3.a.2
(3) Over one year through three years		A581	6,239	M.3.a.3
(4) Over three years		A582	0	M.3.a.4
b. Time deposits of less than \$100,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above) (3)		A241	53,718	M.3.b
4. Maturity and repricing data for time deposits of \$100,000 or more:				
a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of: (1, 4)				
(1) Three months or less		A584	37,610	M.4.a.1
(2) Over three months through 12 months		A585	24,381	M.4.a.2
(3) Over one year through three years		A586	4,118	M.4.a.3
(4) Over three years		A587	0	M.4.a.4
b. Time deposits of \$100,000 or more with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above) (3)		A242	61,991	M.4.b

- (1) Report fixed rate time deposits by remaining maturity and floating rate time deposits by next repricing date.
- (2) Sum of Memorandum items 3.a.(1) through 3.a.(4) must equal Schedule RC-E, Memorandum item 2.b.
- (3) Report both fixed and floating rate time deposits by remaining maturity. Exclude floating rate time deposits with a next repricing date of one year or less that have a remaining maturity of over one year.
- (4) Sum of Memorandum items 4.a.(1) through 4.a.(4) must equal Schedule RC-E, Memorandum item 2.c.

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28**Schedule RC-F—Other Assets**

Dollar Amounts in Thousands				RCON	Bil Mil Thou	
1.	Accrued interest receivable (1)			B556	3,821	1
2.	Net deferred tax assets (2)			2148	7,722	2
3.	Interest-only strips receivable (not in the form of a security) (3) on:					
a.	Mortgage loans			A519	0	3.a
b.	Other financial assets			A520	0	3.b
4.	Equity securities that DO NOT have readily determinable fair values (4)			1752	13,089	4
5.	Life insurance assets			C009	0	5
6.	All other assets (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2168	1,484	6
TEXT						
a.	Prepaid Expenses	2166	709			6.a
b.	Repossessed personal property (including vehicles)	1578	0			6.b
c.	Derivatives with a positive fair value held for purposes other than trading	C010	0			6.c
d.	Retained interests in accrued interest receivable related to securitized credit cards	C436	0			6.d
e.	3549 Others-CDFI BEA	3549	775			6.e
f.	3550	3550	0			6.f
g.	3551	3551	0			6.g
7.	Total (sum of items 1 through 6) (must equal Schedule RC, item 11)			2160	26,116	7

Schedule RC-G—Other Liabilities

Dollar Amounts in Thousands				RCON	Bil Mil Thou	
1.	a. Interest accrued and unpaid on deposits (5)			3645	811	1.a
	b. Other expenses accrued and unpaid (includes accrued income taxes payable)			3646	1,391	1.b
2.	Net deferred tax liabilities (2)			3049	0	2
3.	Allowance for credit losses on off-balance sheet credit exposures			B557	0	3
4.	All other liabilities (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2938	0	4
TEXT						
a.	Accounts Payable	3066	0			4.a
b.	Deferred compensation liabilities	C011	0			4.b
c.	Dividends declared but not yet payable	2932	0			4.c
d.	Derivatives with a negative fair value held for purposes other than trading	C012	0			4.d
e.	3552 Lease Obligation	3552	0			4.e
f.	3553	3553	0			4.f
g.	3554	3554	0			4.g
5.	Total (sum of items 1 through 4) (must equal Schedule RC, item 20)			2930	2,202	5

(1) Includes accrued interest receivable on loans, leases, debt securities, and other interest-bearing assets.

(2) See discussion of deferred income taxes in Glossary entry on "income taxes."

(3) Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.

(4) Includes Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

(5) For savings banks, include "dividends" accrued and unpaid on deposits.

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29**Schedule RC-K—Quarterly Averages (1)**

Dollar Amounts in Thousands		RCON	Bil Mil Thou	
ASSETS				
1. Interest-bearing balances due from depository institutions		3381	6,961	1
2. U.S. Treasury securities and U.S. Government agency obligations (2) (excluding mortgage-backed securities)		B558	99,052	2
3. Mortgage-backed securities (2)		B559	149,126	3
4. All other securities (2, 3) (includes securities issued by states and political subdivisions in the U.S.)		B560	15,777	4
5. Federal funds sold and securities purchased under agreements to resell		3365	1,227	5
6. Loans:				
a. Total loans		3360	390,686	6.a
b. Loans secured by real estate:				
(1) Loans secured by 1-4 family residential properties		3465	79,117	6.b.1
(2) All other loans secured by real estate		3466	300,905	6.b.2
c. Commercial and industrial loans		3387	9,490	6.c
d. Loans to individuals for household, family, and other personal expenditures:				
(1) Credit cards		B561	543	6.d.1
(2) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)		B562	58	6.d.2
7. To be completed by banks with \$100 million or more in total assets: (4) Trading assets		3401	0	7
8. Lease financing receivables (net of unearned income)		3484	0	8
9. Total assets (5)		3368	692,891	9
LIABILITIES				
10. Interest-bearing transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits)		3485	28,872	10
11. Nontransaction accounts:				
a. Savings deposits (includes MMDAs)		B563	249,478	11.a
b. Time deposits of \$100,000 or more		A514	62,895	11.b
c. Time deposits of less than \$100,000		A529	67,000	11.c
12. Federal funds purchased and securities sold under agreements to repurchase		3353	1,141	12
13. To be completed by banks with \$100 million or more in total assets: (4) Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)		3355	220,841	13

Memorandum

Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. Memorandum item 1 is to be completed by: (4)				
• banks with \$300 million or more in total assets, and				
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans.				
Loans to finance agricultural production and other loans to farmers		3386	0	M.1

- (1) For all items, banks have the option of reporting either (1) an average of DAILY figures for the quarter, or (2) an average of WEEKLY figures (i.e., the Wednesday of each week of the quarter).
- (2) Quarterly averages for all debt securities should be based on amortized cost.
- (3) Quarterly averages for all equity securities should be based on historical cost.
- (4) The asset size tests and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2007, Report of Condition.
- (5) The quarterly average for total assets should reflect all debt securities (not held for trading) at amortized cost, equity securities with readily determinable fair values at the lower of cost or fair value, and equity securities without readily determinable fair values at historical cost.

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30**Schedule RC-L—Derivatives and Off-Balance Sheet Items**

Please read carefully the instructions for the preparation of Schedule RC-L. Some of the amounts reported in Schedule RC-L are regarded as volume indicators and not necessarily as measures of risk.

Dollar Amounts in Thousands				RCON	Bil Mil Thou	
1. Unused commitments:						
a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines				3814	8	1.a
b. Credit card lines				3815	0	1.b
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate:						
(a) 1-4 family residential construction loan commitments				F164	0	1.c.1.a
(b) Commercial real estate, other construction loan, and land development loan commitments				F165	0	1.c.1.b
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate				6550	3,393	1.c.2
d. Securities underwriting				3817	0	1.d
e. Other unused commitments				3818	16,250	1.e
2. Financial standby letters of credit				3819	1	2
a. Amount of financial standby letters of credit conveyed to others				3820	1	2.a
3. Performance standby letters of credit				3821	0	3
a. Amount of performance standby letters of credit conveyed to others				3822	0	3.a
4. Commercial and similar letters of credit				3411	496	4
5. Not applicable						
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank)				3433	0	6
7. Credit derivatives:						
a. Notional amounts:						
		(Column A) Guarantor	(Column B) Beneficiary	RCON	Bil Mil Thou	
(1) Credit default swaps		C968	C969	0	0	7.a.(1)
(2) Total return swaps		C970	C971	0	0	7.a.(2)
(3) Credit options		C972	C973	0	0	7.a.(3)
(4) Other credit derivatives		C974	C975	0	0	7.a.(4)
b. Gross fair values:						
(1) Gross positive fair value		C219	C221	0	0	7.b.(1)
(2) Gross negative fair value		C220	C222	0	0	7.b.(2)
8. Spot foreign exchange contracts				8765	0	8
9. All other off-balance sheet liabilities (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital")				3430	0	9
TEXT						
a. Securities borrowed		3432	0			9.a
b. Commitments to purchase when-issued securities		3434	0			9.b
c. Standby letters of credit issued by a Federal Home Loan Bank on the bank's behalf		C978	0			9.c
d.	3555	3555	0			9.d
e.	3556	3556	0			9.e
f.	3557	3557	0			9.f
10. All other off-balance sheet assets (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital")				5591	0	10
TEXT						
a. Commitments to sell when-issued securities		3435	0			10.a
b.	5592	5592	0			10.b
c.	5593	5593	0			10.c
d.	5594	5594	0			10.d
e.	5595	5595	0			10.e

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31**Schedule RC-L—Continued**

Dollar Amounts in Thousands		RCON	Tril	Bil	Mil	Thou	
11. Year-to-date merchant credit card sales volume:							
a. Sales for which the reporting bank is the acquiring bank							11.a
b. Sales for which the reporting bank is the agent bank with risk							11.b
Dollar Amounts in Thousands	(Column A) Interest Rate Contracts		(Column B) Foreign Exchange Contracts		(Column C) Equity Derivative Contracts		(Column D) Commodity and Other Contracts
Derivatives Position Indicators							
12. Gross amounts (e.g., notional amounts) (for each column, sum of items 12.a through 12.e must equal sum of items 13 and 14):	Tril Bil Mil Thou		Tril Bil Mil Thou		Tril Bil Mil Thou		Tril Bil Mil Thou
a. Futures contracts	RCON 8693		RCON 8694		RCON 8695		RCON 8696
	0		0		0		0
b. Forward contracts	RCON 8697		RCON 8698		RCON 8699		RCON 8700
	0		0		0		0
c. Exchange-traded option contracts:	RCON 8701		RCON 8702		RCON 8703		RCON 8704
(1) Written options	RCON 8705		RCON 8706		RCON 8707		RCON 8708
	0		0		0		0
(2) Purchased options	RCON 8709		RCON 8710		RCON 8711		RCON 8712
	0		0		0		0
d. Over-the-counter option contracts:	RCON 8713		RCON 8714		RCON 8715		RCON 8716
(1) Written options	RCON 8717		RCON 8718		RCON 8719		RCON 8720
	0		0		0		0
(2) Purchased options	RCON 8721		RCON 8722		RCON 8723		RCON 8724
	0		0		0		0
e. Swaps	RCON 3450		RCON 3826		RCON 8719		RCON 8720
	0		0		0		0
13. Total gross notional amount of derivative contracts held for trading	RCON A126		RCON A127		RCON 8723		RCON 8724
	0		0		0		0
14. Total gross notional amount of derivative contracts held for purposes other than trading	RCON 8725		RCON 8726		RCON 8727		RCON 8728
	0		0		0		0
a. Interest rate swaps where the bank has agreed to pay a fixed rate	RCON A589						
	0						
15. Gross fair values of derivative contracts:							
a. Contracts held for trading:	RCON 8733		RCON 8734		RCON 8735		RCON 8736
(1) Gross positive fair value	RCON 8737		RCON 8738		RCON 8739		RCON 8740
	0		0		0		0
(2) Gross negative fair value							
	0		0		0		0
b. Contracts held for purposes other than trading:	RCON 8741		RCON 8742		RCON 8743		RCON 8744
(1) Gross positive fair value	RCON 8745		RCON 8746		RCON 8747		RCON 8748
	0		0		0		0
(2) Gross negative fair value							
	0		0		0		0

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32**Schedule RC-M—Memoranda**

Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:				
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests		6164	379	1.a
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations	RCON 6165	Number 0		1.b
2. Intangible assets other than goodwill:				
a. Mortgage servicing assets		3164	8	2.a
(1) Estimated fair value of mortgage servicing assets	A590	8		2.a.1
b. Purchased credit card relationships and nonmortgage servicing assets		B026	0	2.b
c. All other identifiable intangible assets		5507	46	2.c
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10.b)		0426	54	2.d
3. Other real estate owned:				
a. Direct and indirect investments in real estate ventures		5372	0	3.a
b. All other real estate owned:				
(1) Construction, land development, and other land		5508	0	3.b.1
(2) Farmland		5509	0	3.b.2
(3) 1-4 family residential properties		5510	0	3.b.3
(4) Multifamily (5 or more) residential properties		5511	1,811	3.b.4
(5) Nonfarm nonresidential properties		5512	0	3.b.5
(6) Foreclosed properties from "GNMA loans"		C979	0	3.b.6
c. Total (sum of items 3.a and 3.b) (must equal Schedule RC, item 7)		2150	1,811	3.c
4. Investments in unconsolidated subsidiaries and associated companies:				
a. Direct and indirect investments in real estate ventures		5374	0	4.a
b. All other investments in unconsolidated subsidiaries and associated companies		5375	0	4.b
c. Total (sum of items 4.a and 4.b) (must equal Schedule RC, item 8)		2130	0	4.c
5. Other borrowed money:				
a. Federal Home Loan Bank advances:				
(1) Advances with a remaining maturity or next repricing date of: (1)				
(a) One year or less		F055	198,000	5.a.1.a
(b) Over one year through three years		F056	16,000	5.a.1.b
(c) Over three years through five years		F057	0	5.a.1.c
(d) Over five years		F058	1,080	5.a.1.d
(2) Advances with a REMAINING MATURITY of one year or less (included in item 5.a.(1)(a) above) (2)		2651	0	5.a.2
(3) Structured advances (included in items 5.a.(1)(a) - (d) above)		F059	0	5.a.3
b. Other borrowings:				
(1) Other borrowings with a remaining maturity or next repricing date of: (3)				
(a) One year or less		F060	0	5.b.1.a
(b) Over one year through three years		F061	0	5.b.1.b
(c) Over three years through five years		F062	0	5.b.1.c
(d) Over five years		F063	0	5.b.1.d
(2) Other borrowings with a REMAINING MATURITY of one year or less (included in item 5.b.(1)(a) above) (4)		B571	0	5.b.2
c. Total (sum of items 5.a.(1)(a)-(d) and items 5.b.(1)(a)-(d)) (must equal Schedule RC, item 16)		3190	215,080	5.c

(1) Report fixed rate advances by remaining maturity and floating rate advances by next repricing date.

(2) Report both fixed and floating rate advances by remaining maturity. Exclude floating rate advances with a next repricing date of one year or less that have a remaining maturity of over one year.

(3) Report fixed rate other borrowings by remaining maturity and floating rate other borrowings by next repricing date.

(4) Report both fixed and floating rate other borrowings by remaining maturity. Exclude floating rate other borrowings with a next repricing date of one year or less that have a remaining maturity of over one year.

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33**Schedule RC-M—Continued**

	Dollar Amounts in Thousands	RCON	YES / NO	
6. Does the reporting bank sell private label or third party mutual funds and annuities?		B569	NO	6
7. Assets under the reporting bank's management in proprietary mutual funds and annuities		B570	Bil Mil Thou 0	7
8. Primary Internet Web site address of the bank (home page), if any (Example: www.examplebank.com) (TEXT 4087) http://www.oneunited.com				8
9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site?		4088	NO	9
10. Secured liabilities:				
a. Amount of "Federal funds purchased" that are secured (included in Schedule RC, item 14.a)		F064	0	10.a
b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a)-(d))		F065	0	10.b

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34**Schedule RC-N—Past Due and Nonaccrual Loans, Leases, and Other Assets**

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
Dollar Amounts in Thousands	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
1. Loans secured by real estate:													
a. Construction, land development, and other land loans:													
(1) 1-4 family residential construction loans	F172		0		F174		0		F176		2,573		1.a.1
(2) Other construction loans and all land development and other land loans	F173		2,101		F175		0		F177		1,386		1.a.2
b. Secured by farmland	3493		0		3494		0		3495		0		1.b
c. Secured by 1-4 family residential properties:													
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5398		0		5399		0		5400		0		1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:													
(a) Secured by first liens	C236		0		C237		0		C229		0		1.c.2.a
(b) Secured by junior liens	C238		0		C239		0		C230		0		1.c.2.b
d. Secured by multifamily (5 or more) residential properties	3499		0		3500		0		3501		2,917		1.d
e. Secured by nonfarm nonresidential properties:													
(1) Loans secured by owner-occupied nonfarm nonresidential properties	F178		0		F180		0		F182		730		1.e.1
(2) Loans secured by other nonfarm nonresidential properties	F179		0		F181		0		F183		0		1.e.2
2. Loans to depository institutions and acceptances of other banks	B834		0		B835		0		B836		0		2
3. Not applicable													
4. Commercial and industrial loans	1606		251		1607		0		1608		0		4
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards	B575		35		B576		1		B577		0		5.a
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578		6		B579		0		B580		0		5.b
6. Loans to foreign governments and official institutions	5389		0		5390		0		5391		0		6
7. All other loans (1)	5459		0		5460		0		5461		0		7
8. Lease financing receivables	1226		0		1227		0		1228		0		8
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505		0		3506		0		3507		0		9

(1) Includes past due and nonaccrual "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Other loans."

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35**Schedule RC-N—Continued**

Amounts reported in Schedule RC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 10 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

the amounts reported in items 1 through 8.

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
Dollar Amounts in Thousands	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou
10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government	5612			0	5613			0	5614			0
a. Guaranteed portion of loans and leases included in item 10 above (exclude rebooked "GNMA loans")	5615			0	5616			0	5617			0
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above	C866			0	C867			0	C868			0

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36**Schedule RC-N—Continued**

Memoranda	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual					
	Dollar Amounts in Thousands													
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou		
1. Restructured loans and leases included in Schedule RC-N, items 1 through 8, above (and not reported in Schedule RC-C, Part I, Memorandum item 1):														
a. Loans secured by 1-4 family residential properties														
F6610F6620F6630M.1.a														
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures)														
165801659016610M.1.b														
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above														
655806559065600M.2														
3. Memorandum items 3.a through 3.d are to be completed by banks with \$300 million or more in total assets: (1)														
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above)														
124801249012500M.3.a														
b. Loans to and acceptances of foreign banks (included in Schedule RC-N, item 2, above)														
538005381053820M.3.b														
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RC-N, item 4, above)														
125401255012560M.3.c														
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RC-N, item 8, above)														
F1660F1670F1680M.3.d														
Memorandum item 4 is to be completed by: (1)														
• banks with \$300 million or more in total assets														
• banks with less than \$300 million or more in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans:														
4. Loans to finance agricultural production and other loans to farmers (included in Schedule RC-N, item 7, above)														
159401597015830M.4														
5. Loans and leases held for sale and loans measured at fair value (included Schedule RC-N, items 1 through 8, above):														
a. Loans and leases held for sale														
C2400C2410C2260M.5.a														
b. Loans measured at fair value:														
(1) Fair value														
F6640F6650F6660M.5.b.1														
(2) Unpaid principal balance														
F6670F6680F6690M.5.b.2														

(1) The \$300 million asset size test and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2007, Report of Condition.

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Memoranda—Continued

Memoranda—Continued	(Column A) Past due 30 through 89 days				(Column B) Past due 90 days or more			
	Dollar Amounts in Thousands							
<i>Memorandum item 6 is to be completed by banks with \$300 million or more in total assets: (1)</i>	RCON	Bil	Mill	Thou	RCON	Bil	Mill	Thou
6. Interest rate, foreign exchange rate, and other commodity and equity contracts:								
Fair value of amounts carried as assets	3529			0	3530			0
7. Additions to nonaccrual assets during the quarter								
8. Nonaccrual assets sold during the quarter								

(1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.

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38**Schedule RC-O—Other Data for Deposit Insurance and FICO Assessments**

All banks must complete items 1 and 2, Memorandum item 1, and, if applicable, Memorandum items 2 and 3 each quarter. Each bank that reported \$1 billion or more in total assets in its March 31, 2007, Report of Condition must complete items 4 and 5 each quarter. In addition, each bank that reported \$1 billion or more in total assets in two consecutive Reports of Condition beginning with its June 30, 2007, report must begin to complete items 4 and 5 each quarter starting six months after the second consecutive quarter in which it reports total assets of \$1 billion or more. Each bank that becomes insured by the FDIC on or after April 1, 2007, must complete items 4 and 5 each quarter. Any other bank may choose to complete items 4 and 5, but the bank must then continue to complete items 4 and 5 each quarter thereafter.

Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations		F236	415,401	1
2. Total allowable exclusions, including interest accrued and unpaid on allowable exclusions		F237	0	2
3. Not applicable				
4. Total daily average of deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations		F238	N/A	4
5. Total daily average of allowable exclusions, including interest accrued and unpaid on allowable exclusions		F239	N/A	5

Memoranda

Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. Total assessable deposits of the bank, including related interest accrued and unpaid (sum of Memorandum items 1.a.(1), 1.b.(1), 1.c.(1), and 1.d.(1) must equal Schedule RC-O, and item 1 less item 2):				
a. Deposit accounts (excluding retirement accounts) of \$100,000 or less: (1)				
(1) Amount of deposit accounts (excluding retirement accounts) of \$100,000 or less		F049	224,432	M.1.a.1
(2) Number of deposit accounts (excluding retirement accounts) of \$100,000 or less (to be completed for the June report only)	RCON Number	F050	N/A	M.1.a.2
b. Deposit accounts (excluding retirement accounts) of more than \$100,000: (1)				
(1) Amount of deposit accounts (excluding retirement accounts) of more than \$100,000		F051	186,519	M.1.b.1
(2) Number of deposit accounts (excluding retirement accounts) of more than \$100,000	RCON Number	F052	637	M.1.b.2
c. Retirement deposit accounts of \$250,000 or less: (1)				
(1) Amount of retirement deposit accounts of \$250,000 or less		F045	4,450	M.1.c.1
(2) Number of retirement deposit accounts of \$250,000 or less (to be completed for the June report only)	RCON Number	F046	N/A	M.1.c.2
d. Retirement deposit accounts of more than \$250,000: (1)				
(1) Amount of retirement deposit accounts of more than \$250,000		F047	0	M.1.d.1
(2) Number of retirement deposit accounts of more than \$250,000	RCON Number	F048	0	M.1.d.2
Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets. (2)				
2. Estimated amount of uninsured assessable deposits, including related interest accrued and unpaid (see instructions)		5597	N/A	M.2
3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent saving association's Call Report or Thrift Financial Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:				
TEXT		RCON	FDIC Cert No.	
A545		A545	0	M.3

(1) The dollar amounts used as the basis for reporting in Memorandum items 1.a through 1.d reflect the deposit insurance limits in effect on the report date.

(2) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.

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Schedule RC-P—1-4 Family Residential Mortgage Banking Activities

Schedule RC-P is to be completed by (1) all banks with \$1 billion or more in total assets¹ and (2) banks with less than \$1 billion in total assets at which either 1-4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale exceed \$10 million for two consecutive quarters.

Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. Retail originations during the quarter of closed-end 1-4 family residential mortgage loans for sale:(2)				
a. Closed-end first liens		F066	N/A	1.a
b. Closed-end junior liens		F067	N/A	1.b
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit		F670	N/A	1.c.1
(2) Principal amount funded under the lines of credit		F671	N/A	1.c.2
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale:(2)				
a. Closed-end first liens		F068	N/A	2.a
b. Closed-end junior liens		F069	N/A	2.b
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit		F672	N/A	2.c.1
(2) Principal amount funded under the lines of credit		F673	N/A	2.c.2
3. 1-4 family residential mortgage loans sold during the quarter:				
a. Closed-end first liens		F070	N/A	3.a
b. Closed-end junior liens		F071	N/A	3.b
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit		F674	N/A	3.c.1
(2) Principal amount funded under the lines of credit		F675	N/A	3.c.2
4. 1-4 family residential mortgage loans held for sale at quarter-end (included in Schedule RC, item 4.a):				
a. Closed-end first liens		F072	N/A	4.a
b. Closed-end junior liens		F073	N/A	4.b
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit		F676	N/A	4.c.1
(2) Principal amount funded under the lines of credit		F677	N/A	4.c.2
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule RI, items 5.f, 5.g, and 5.i):		RIAD		
a. Closed-end 1-4 family residential mortgage loans		F184	N/A	5.a
b. Open-end 1-4 family residential mortgage loans extended under lines of credit		F560	N/A	5.b
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:		RCON		
a. Closed-end first liens		F678	N/A	6.a
b. Closed-end junior liens		F679	N/A	6.b
c. Open-end loans extended under line of credit:				
(1) Total commitment under the lines of credit		F680	N/A	6.c.1
(2) Principal amount funded under the lines of credit		F681	N/A	6.c.2

(1) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.

(2) Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

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40**Schedule RC-Q—Financial Assets and Liabilities Measured at Fair Value**

Schedule RC-Q is to be completed by banks that have adopted FASB Statement No. 157, "Fair Value Measurements," and (1) have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option or (2) are required to complete Schedule RC-D—Trading Assets and Liabilities.

Fair Value Measurements for Assets and Liabilities under a Fair Value Option and Trading Assets and Liabilities (Included in Schedule RC)											

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41**Schedule RC-R—Regulatory Capital**

Dollar Amounts in Thousands

Dollar Amounts in Thousands		RCON	Bil Mil Thou		
Tier 1 capital					
1. Total equity capital (from Schedule RC, item 28)		3210	(6,561)	1	
2. LESS: Net unrealized gains (losses) on available-for-sale securities (1) (if a gain, report as a positive value; if a loss, report as a negative value)		8434	(1,389)	2	
3. LESS: Net unrealized loss on available-for-sale EQUITY securities (1) (report loss as a positive value)		A221	0	3	
4. LESS: Accumulated net gains (losses) on cash flow hedges (1) (if a gain, report as a positive value; if a loss, report as a negative value)		4336	0	4	
5. LESS: Nonqualifying perpetual preferred stock		B588	0	5	
6. Qualifying minority interests in consolidated subsidiaries		B589	0	6	
7.a LESS: Disallowed goodwill and other disallowed intangible assets		B590	373	7.a	
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value)		F264	0	7.b	
8. Subtotal (sum of items 1 and 6, less items 2, 3, 4, 5, 7.a, and 7.b)		C227	(5,545)	8	
9.a. LESS: Disallowed servicing assets and purchased credit card relationships		B591	1	9.a	
b. LESS: Disallowed deferred tax assets		5610	0	9.b	
10. Other additions to (deductions from) Tier 1 capital		B592	17,300	10	
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)		8274	11,754	11	
Tier 2 capital					
12. Qualifying subordinated debt and redeemable preferred stock		5306	0	12	
13. Cumulative perpetual preferred stock includible in Tier 2 capital		B593	0	13	
14. Allowance for loan and lease losses includible in Tier 2 capital		5310	3,000	14	
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital		2221	0	15	
16. Other Tier 2 capital components		B594	0	16	
17. Tier 2 capital (sum of items 12 through 16)		5311	3,000	17	
18. Allowable Tier 2 capital (lesser of item 11 or 17)		8275	3,000	18	
19. Tier 3 capital allocated for market risk		1395	0	19	
20. LESS: Deductions for total risk-based capital		B595	0	20	
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)		3792	14,754	21	
Total assets for leverage ratio					
22. Average total assets (from Schedule RC-K, item 9)		3368	692,891	22	
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)		B590	373	23	
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)		B591	1	24	
25. LESS: Disallowed deferred tax assets (from item 9.b above)		5610	0	25	
26. LESS: Other deductions from assets for leverage capital purposes		B596	0	26	
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)		A224	692,517	27	
Adjustments for financial subsidiaries					
28. a. Adjustment to Tier 1 capital reported in item 11		C228	0	28.a	
b. Adjustment to total risk-based capital reported in item 21		B503	0	28.b	
29. Adjustment to risk-weighted assets reported in item 62		B504	0	29	
30. Adjustment to average total assets reported in item 27		B505	0	30	
Capital ratios					
(Column B is to be completed by all banks. Column A is to be completed by banks with financial subsidiaries.)					
	(Column A)		(Column B)		
	RCON	Percentage	RCON	Percentage	
31. Tier 1 leverage ratio (2)	7273	0.00%	7204	1.70%	31
32. Tier 1 risk-based capital ratio (3)	7274	0.00%	7206	2.92%	32
33. Total risk-based capital ratio (4)	7275	0.00%	7205	3.67%	33

(1) Report amount included in Schedule RC, item 26.b, "Accumulated other comprehensive income."

(2) The ratio for column B is item 11 divided by item 27. The ratio for column A is item 11 minus item 28.a divided by (item 27 minus item 30).

(3) The ratio for column B is item 11 divided by item 62. The ratio for column A is item 11 minus item 28.a divided by (item 62 minus item 29).

(4) The ratio for column B is item 21 divided by item 62. The ratio for column A is item 21 minus item 28.b divided by (item 62 minus item 29).

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Page RC-30**42****Schedule RC-R—Continued**

Banks are not required to risk-weight each on-balance sheet asset and the credit equivalent amount of each off-balance sheet item that qualifies for a risk weight of less than 100 percent (50 percent for derivatives) at its lower risk weight. When completing items 34 through 54 of Schedule RC-R, each bank should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank can choose from among its assets and off-balance sheet items that have a risk weight of less than 100 percent which ones to risk-weight at an appropriate lower risk weight, or it can simply risk-weight some or all of these items at a 100 percent risk weight (50 percent for derivatives).

Dollar Amounts in Thousands	(Column A) Totals (from Schedule RC)	(Column B) Items Not Subject to Risk-Weighting	(Column C)	(Column D)	(Column E)	(Column F)
	Bil Mil Thou	Bil Mil Thou	Allocation by Risk Weight Category			
			0%	20%	50%	100%
			Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
Balance Sheet Asset Categories						
34. Cash and balances due from depository institutions (Column A equals the sum of Schedule RC items 1.a and 1.b)	RCON 0010 14,603	RCON C869 0	RCON B600 7,403	RCON B601 7,201		RCON B602 0
35. Held-to-maturity securities	RCON 1754 25,425	RCON B603 0	RCON B604 25,425	RCON B605 0	RCON B606 0	RCON B607 0
36. Available-for-sale securities	RCON 1773 167,922	RCON B608 (1,832)	RCON B609 4,070	RCON B610 155,040	RCON B611 0	RCON B612 10,644
37. Federal funds sold and securities purchased under agreements to resell	RCON C225 0		RCON C063 0	RCON C064 0		RCON B520 0
38. Loans and leases held for sale	RCON 5369 0	RCON B617 0	RCON B618 0	RCON B619 0	RCON B620 0	RCON B621 0
39. Loans and leases, net of unearned income	RCON B528 384,423	RCON B622 0	RCON B623 0	RCON B624 1,511	RCON B625 129,324	RCON B626 253,588
40. LESS: Allowance for loan and lease losses	RCON 3123 3,000	RCON 3123 3,000				
41. Trading assets	RCON 3545 0	RCON B627 0	RCON B628 0	RCON B629 0	RCON B630 0	RCON B631 0
42. All other assets (1)	RCON B639 35,938	RCON B640 (16,927)	RCON B641 1,239	RCON B642 13,451	RCON B643 2,495	RCON 5339 35,680
43. Total assets (sum of items 34 through 42)	RCON 2170 625,311	RCON B644 (21,759)	RCON 5320 38,137	RCON 5327 177,203	RCON 5334 131,819	RCON 5340 299,912

(1) Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, intangible assets, and other assets.

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Dollar Amounts in Thousands	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount (1)	(Column C)	(Column D)	(Column E)	(Column F)	
	Allocation by Risk Weight Category							
	0%			20%	50%	100%		
	Bil Mil Thou		Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Derivatives and Off-Balance Sheet Items	RCON B546	See footnote 2	RCON B547	RCON B548	RCON B581	RCON B582	RCON B583	
44. Financial standby letters of credit	0	1.00	0	0	0	0	0	44
45. Performance standby letters of of credit	RCON 3821		RCON B650	RCON B651	RCON B652	RCON B653	RCON B654	
	0	.50	0	0	0	0	0	45
46. Commercial and similar letters of credit	RCON 3411		RCON B655	RCON B656	RCON B657	RCON B658	RCON B659	
	496	.20	99	0	0	0	100	46
47. Risk participations in bankers acceptances acquired by the reporting institution	RCON 3429		RCON B660	RCON B661	RCON B662		RCON B663	
	0	1.00	0	0	0		0	47
	RCON 3433		RCON B664	RCON B665	RCON B666	RCON B667	RCON B668	
48. Securities lent	0	1.00	0	0	0	0	0	48
49. Retained recourse on small business obligations sold with recourse	RCON A250		RCON B669	RCON B670	RCON B671	RCON B672	RCON B673	
	0	1.00	0	0	0	0	0	49
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement	RCON B541	See footnote 3	RCON B542				RCON B543	
	0	12.500	0				0	50
51. All other financial assets sold with recourse	RCON B675		RCON B676	RCON B677	RCON B678	RCON B679	RCON B680	
	0	1.00	0	0	0	0	0	51
52. All other off-balance sheet liabilities	RCON B681		RCON B682	RCON B683	RCON B684	RCON B685	RCON B686	
	0	1.00	0	0	0	0	0	52
53. Unused commitments with an original maturity exceeding one year	RCON 3833		RCON B687	RCON B688	RCON B689	RCON B690	RCON B691	
	1,513	.50	757	0	0	0	757	53
54. Derivative contracts			RCON A167	RCON B693	RCON B694	RCON B695		
			0	0	0	0		54

(1) Column A multiplied by credit conversion factor.

(2) For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an institution-specific factor.

For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information. (Entering an 'M' allows for data entry in Column B.)

(3) Or institution specific factor.

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44**Schedule RC-R—Continued**

Schedule RC-R Continued

	(Column C)	(Column D)	(Column E)	(Column F)	
	Allocation by Risk Weight Category				
	0%	20%	50%	100%	
	Bl Mil Thou	Bl Mil Thou	Bl Mil Thou	Bl Mil Thou	
Dollar Amounts in Thousands					
Totals					
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)	RCON B696	RCON B697	RCON B698	RCON B699	
	38,137	177,203	131,819	300,769	55
56. Risk weight factor	x 0%	x 20%	x 50%	x 100%	56
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	RCON B700	RCON B701	RCON B702	RCON B703	
	0	35,441	65,910	300,769	57
58. Market risk equivalent assets				RCON 1651	
				0	58
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)				RCON B704	
				402,120	59
60. LESS: Excess allowance for loan and lease losses				RCON A222	
				0	60
61. LESS: Allocated transfer risk reserve				RCON 3128	
				0	61
62. Total risk-weighted assets (item 59 minus items 60 and 61)				RCON A223	
				402,120	62

Memoranda

				Dollar Amounts in Thousands		RCON	Bl Mil Thou	
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards						8764	0	

With a remaining maturity of									
(Column A) One year or less				(Column B) Over one year through five years				(Column C) Over five years	
RCON	Tril	Bl	Mil Thou	RCON	Tril	Bl	Mil Thou	RCON	Tril Bl Mil Thou
a. Interest rate contracts	3809		0	8766		0	8767		0
b. Foreign exchange contracts	3812		0	8769		0	8770		0
c. Gold contracts	8771		0	8772		0	8773		0
d. Other precious metals contracts	8774		0	8775		0	8776		0
e. Other commodity contracts	8777		0	8778		0	8779		0
f. Equity derivative contracts	A000		0	A001		0	A002		0
g. Credit derivative contracts:									
(1) Investment grade	C980		0	C981		0	C982		0
(2) Subinvestment grade	C983		0	C984		0	C985		0

M.2.a

M.2.b

M.2.c

M.2.d

M.2.e

M.2.f

M.2.g.1

M.2.g.2

(1) Exclude foreign exchange contracts with an original maturity of 14 days or less and all futures contracts.

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Schedule RC-S—Servicing, Securitization, and Asset Sale Activities

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
Bank Securitization Activities							
1. Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements	RCON B705	RCON B706	RCON B707	RCON B708	RCON B709	RCON B710	RCON B711
	0	0	0	0	0	0	0
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:							
a. Credit-enhancing interest-only strips (included in Schedules RC-B or RC-F or in Schedule RC, item 5)	RCON B712	RCON B713	RCON B714	RCON B715	RCON B716	RCON B717	RCON B718
	0	0	0	0	0	0	0
b. Subordinated securities and other residual interests	RCON C393	RCON C394	RCON C395	RCON C396	RCON C397	RCON C398	RCON C399
	0	0	0	0	0	0	0
c. Standby letters of credit and other enhancements	RCON C400	RCON C401	RCON C402	RCON C403	RCON C404	RCON C405	RCON C406
	0	0	0	0	0	0	0
3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1	RCON B726	RCON B727	RCON B728	RCON B729	RCON B730	RCON B731	RCON B732
	0	0	0	0	0	0	0
4. Past due loan amounts included in item 1:	RCON B733	RCON B734	RCON B735	RCON B736	RCON B737	RCON B738	RCON B739
a. 30-89 days past due	0	0	0	0	0	0	0
	RCON B740	RCON B741	RCON B742	RCON B743	RCON B744	RCON B745	RCON B746
b. 90 days or more past due	0	0	0	0	0	0	0
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):							
a. Charge-offs	RIAD B747	RIAD B748	RIAD B749	RIAD B750	RIAD B751	RIAD B752	RIAD B753
	0	0	0	0	0	0	0
b. Recoveries	RIAD B754	RIAD B755	RIAD B756	RIAD B757	RIAD B758	RIAD B759	RIAD B760
	0	0	0	0	0	0	0

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Schedule RC-S—Continued

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou
6. Amount of ownership (or seller's) interests carried as:							
a. Securities (included in Schedule RC-B or in Schedule RC, item 5)		RCN B761 0	RCN B762 0			RCN B763 0	6.a
b. Loans (included in Schedule RC-C)		RCN B500 0	RCN B501 0			RCN B502 0	6.b
7. Past due loan amounts included in interests reported in item 6.a:							
a. 30-89 days past due		RCN B764 0	RCN B765 0			RCN B766 0	7.a
b. 90 days or more past due		RCN B767 0	RCN B768 0			RCN B769 0	7.b
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):							
a. Charge-offs		RIAD B770 0	RIAD B771 0			RIAD B772 0	8.a
b. Recoveries		RIAD B773 0	RIAD B774 0			RIAD B775 0	8.b
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions							
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting bank to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements	RCN B776 0	RCN B777 0	RCN B778 0	RCN B779 0	RCN B780 0	RCN B781 0	RCN B782 0 9
10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures	RCN B783 0	RCN B784 0	RCN B785 0	RCN B786 0	RCN B787 0	RCN B788 0	RCN B789 0 10

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Page RC-35**47****Schedule RC-S—Continued**

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Bank Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank	RCN B790	RCN B791	RCN B792	RCN B793	RCN B794	RCN B795	RCN B796	11
	0	0	0	0	0	0	0	
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	RCN B797	RCN B798	RCN B799	RCN B800	RCN B801	RCN B802	RCN B803	12
	0	0	0	0	0	0	0	

Memoranda

	Dollar Amounts in Thousands	RCN	Bil Mil Thou	
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:				
a. Outstanding principal balance		A249	0	M.1.a
b. Amount of retained recourse on these obligations as of the report date		A250	0	M.1.b
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):				
a. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements		B804	0	M.2.a
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements		B805	11,028	M.2.b
c. Other financial assets (includes home equity lines) (1)		A591	2,615	M.2.c
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)		F699	0	M.2.d
3. Asset-backed commercial paper conduits:				
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:				
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company		B806	0	M.3.a.1
(2) Conduits sponsored by other unrelated institutions		B807	0	M.3.a.2
b. Unused commitments to provide liquidity to conduit structures:				
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company		B808	0	M.3.b.1
(2) Conduits sponsored by other unrelated institutions		B809	0	M.3.b.2
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C (2)		C407	N/A	M.4

(1) Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.

(2) Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.

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48**Schedule RC-T—Fiduciary and Related Services**

Items 12 through 18, items 20 through 23, and Memorandum item 4 will not be made available to the public on an individual institution basis.

- | RCN | YES / NO | |
|--|----------|---|
| A345 | NO | 1 |
| 1. Does the institution have fiduciary powers? (If "NO," do not complete Schedule RC-T.) | | |
| A346 | NO | 2 |
| 2. Does the institution exercise the fiduciary powers it has been granted? | | |
| B867 | NO | 3 |
| 3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule? (If "NO," do not complete the rest of Schedule RC-T.) | | |

If the answer to item 3 is "YES," complete the applicable items of Schedule RC-T, as follows:

Institutions with total fiduciary assets (item 9, sum of columns A and B) greater than \$250 million (as of the preceding December 31) or with gross fiduciary and related services income greater than 10% of revenue (net interest income plus noninterest income) for the preceding calendar year must complete:

- Items 4 through 19 quarterly,
- Items 20 through 23 annually with the December report, and
- Memorandum items 1 through 4 annually with the December report.

Institutions with total fiduciary assets (item 9, sum of columns A and B) greater than \$100 million but less than or equal to \$250 million (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 23 annually with the December report, and
- Memorandum items 1 through 4 annually with the December report.

Institutions with total fiduciary assets (item 9, sum of columns A and B) of \$100 million or less (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 10 annually with the December report, and
- Memorandum items 1 through 3 annually with the December report.

	(Column A) Managed Assets	(Column B) Non-Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts	
Dollar Amounts in Thousands	Tril Bil Mil Thou	Tril Bil Mil Thou			
FIDUCIARY AND RELATED ASSETS	RCN B868	RCN B869	RCN B870	RCN B871	
4. Personal trust and agency accounts	N/A	N/A	N/A	N/A	4
5. Retirement related trust & agency accounts:	RCN B872	RCN B873	RCN B874	RCN B875	
a. Employee benefit-defined contribution	N/A	N/A	N/A	N/A	5.a
b. Employee benefit-defined benefit	N/A	N/A	N/A	N/A	5.b
c. Other retirement accounts	N/A	N/A	N/A	N/A	5.c
6. Corporate trust and agency accounts	N/A	N/A	N/A	N/A	6
7. Investment management agency accounts	N/A		N/A		7
8. Other fiduciary accounts	N/A	N/A	N/A	N/A	8
9. Total fiduciary accounts (sum of items 4 through 8)	N/A	N/A	N/A	N/A	9
10. Custody and safekeeping accounts		N/A		N/A	10
11. Not applicable					

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49**Schedule RC-T—Continued**

Dollar Amounts in Thousands		RIAD	Bil Mil Thou	
FIDUCIARY AND RELATED SERVICES INCOME				
12. Personal trust and agency accounts		B904	N/A	12
13. Retirement related trust and agency accounts:				
a. Employee benefit—defined contribution		B905	N/A	13.a
b. Employee benefit—defined benefit		B906	N/A	13.b
c. Other retirement accounts		B907	N/A	13.c
14. Corporate trust and agency accounts		A479	N/A	14
15. Investment management agency accounts		B908	N/A	15
16. Other fiduciary accounts		A480	N/A	16
17. Custody and safekeeping accounts		B909	N/A	17
18. Other fiduciary and related services income		B910	N/A	18
19. Total gross fiduciary and related services income (sum of items 12 through 18) (must equal Schedule RI, item 5.a)		4070	N/A	19
20. LESS: Expenses		C058	N/A	20
21. LESS: Net losses from fiduciary and related services		A488	N/A	21
22. PLUS: Intracompany income credits for fiduciary and related services		B911	N/A	22
23. Net fiduciary and related services income		A491	N/A	23

Memoranda

Dollar Amounts in Thousands		Managed Assets		
		RCON	Bil Mil Thou	
1. Managed assets held in personal trust and agency accounts:				
a. Noninterest-bearing deposits		B913	N/A	M.1.a
b. Interest-bearing deposits		B914	N/A	M.1.b
c. U.S. Treasury and U.S. Government agency obligations		B915	N/A	M.1.c
d. State, county and municipal obligations		B916	N/A	M.1.d
e. Money market mutual funds		B917	N/A	M.1.e
f. Other short-term obligations		B918	N/A	M.1.f
g. Other notes and bonds		B919	N/A	M.1.g
h. Common and preferred stocks		B920	N/A	M.1.h
i. Real estate mortgages		B921	N/A	M.1.i
j. Real estate		B922	N/A	M.1.j
k. Miscellaneous assets		B923	N/A	M.1.k
l. Total managed assets held in personal trust and agency accounts (sum of Memorandum items 1.a through 1.k) (must equal Schedule RC-T, item 4, column A)		B868	N/A	M.1.l

Dollar Amounts in Thousands		(Column A) Number of Issues	(Column B) Principal Amount Outstanding	
		RCON	Tril Bil Mil Thou	
2. Corporate trust and agency accounts:			RCON B928	
a. Corporate and municipal trusteeships		B927	N/A	M.2.a
b. Transfer agent, registrar, paying agent, and other corporate agency		B929	N/A	M.2.b

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50**Schedule RC-T—Continued**

Memoranda—Continued

Memoranda—Continued	(Column A) Number of Funds		(Column B) Market Value of Fund Assets				
	RCON		RCON	Bil	Mil	Thou	
Dollar Amounts in Thousands							
3. Collective investment funds and common trust funds:	B931	N/A	B932	N/A			M.3.a
a. Domestic equity	B931	N/A	B932	N/A			M.3.a
b. International/Global equity	B933	N/A	B934	N/A			M.3.b
c. Stock/Bond blend	B935	N/A	B936	N/A			M.3.c
d. Taxable bond	B937	N/A	B938	N/A			M.3.d
e. Municipal bond	B939	N/A	B940	N/A			M.3.e
f. Short term investments/Money market	B941	N/A	B942	N/A			M.3.f
g. Specialty/Other	B943	N/A	B944	N/A			M.3.g
h. Total collective investment funds (sum of Memorandum items 3.a through 3.g)	B945	N/A	B946	N/A			M.3.h

	(Column A) Gross Losses Managed Accounts		(Column B) Gross Losses Non-Managed Accounts		(Column C) Recoveries	
Dollar Amounts in Thousands	RIAD	Mil Thou	RIAD	Mil Thou	RIAD	Mil Thou
4. Fiduciary settlements, surcharges and other losses:						
a. Personal trust and agency accounts	B947	N/A	B948	N/A	B949	N/A
b. Retirement related trust and agency accounts	B950	N/A	B951	N/A	B952	N/A
c. Investment management agency accounts	B953	N/A	B954	N/A	B955	N/A
d. Other fiduciary accounts and related services	B956	N/A	B957	N/A	B958	N/A
e. Total fiduciary settlements, surcharges, and other losses (sum of Memorandum items 4.a through 4.d) (sum of columns A and B minus column C must equal Schedule RC-T, item 21)						
	B959	N/A	B960	N/A	B961	N/A

Person to whom questions about Schedule RC-T—Fiduciary and Related Services should be directed:

N/A

Name and Title (TEXT B962)

N/A

E-mail Address (TEXT B926)

N/A

Telephone: Area code/phone number/extension (TEXT B963)

N/A

FAX: Area code/phone number (TEXT B964)

Optional Narrative Statement Concerning the Amounts Reported in the Reports of Condition and Income

The management of the reporting bank may, if it wishes, submit a brief narrative statement on the amounts reported in the Reports of Condition and Income. This optional statement will be made available to the public, along with the publicly available data in the Reports of Condition and Income, in response to any request for individual bank report data. However, the information reported in Schedule RC-T, items 12 through 18, items 20 through 23 and Memorandum item 4, is regarded as confidential and will not be released to the public. BANKS CHOOSING TO SUBMIT THE NARRATIVE STATEMENT SHOULD ENSURE THAT THE STATEMENT DOES NOT CONTAIN THE NAMES OR OTHER IDENTIFICATIONS OF INDIVIDUAL BANK CUSTOMERS, REFERENCES TO THE AMOUNTS REPORTED IN THE CONFIDENTIAL ITEMS IN SCHEDULE RC-T, OR ANY OTHER INFORMATION THAT THEY ARE NOT WILLING TO HAVE MADE PUBLIC OR THAT WOULD COMPROMISE THE PRIVACY OF THEIR CUSTOMERS. Banks choosing not to make a statement may check the "No comment" box below and should make no entries of any kind in the space provided for the narrative statement; i.e., DO NOT enter in this space such phrases as "No statement," "Not applicable," "N/A," "No comment," and "None."

The optional statement must be entered on this sheet. The statement should not exceed 100 words. Further, regardless of the number of words, the statement must not exceed 750 characters, including punctuation, indentation, and standard spacing between words and sentences. If any submission should exceed 750 characters, as defined, it will be truncated at 750 characters with no notice to the submitting bank and the truncated statement will

appear as the bank's statement both on agency computerized records and in computer-file releases to the public.

All information furnished by the bank in the narrative statement must be accurate and not misleading. Appropriate efforts shall be taken by the submitting bank to ensure the statement's accuracy. The statement must be signed, in the space provided below, by a senior officer of the bank who thereby attests to its accuracy.

If, subsequent to the original submission, material changes are submitted for the data reported in the Reports of Condition and Income, the existing narrative statement will be deleted from the files, and from disclosure; the bank, at its option, may replace it with a statement, under signature, appropriate to the amended data.

The optional narrative statement will appear in agency records and in release to the public exactly as submitted (or amended as described in the preceding paragraph) by the management of the bank (except for the truncation of the statements exceeding the 750-character limit described above). THE STATEMENT WILL NOT BE EDITED OR SCREENED IN ANY WAY BY THE SUPERVISORY AGENCIES FOR ACCURACY OR RELEVANCE. DISCLOSURE OF THE STATEMENT SHALL NOT SIGNIFY THAT ANY FEDERAL SUPERVISORY AGENCY HAS VERIFIED OR CONFIRMED THE ACCURACY OF THE INFORMATION CONTAINED THEREIN. A STATEMENT TO THIS EFFECT WILL APPEAR ON ANY PUBLIC RELEASE OF THE OPTIONAL STATEMENT SUBMITTED BY THE MANAGEMENT OF THE REPORTING BANK.

Comments? _____

RCON	YES / NO
6979	NO

BANK MANAGEMENT STATEMENT (please type or print clearly):

TEXT

6980

REPORT OF CONDITION

Consolidating domestic subsidiaries of
OneUnited Bank
 in the state of MA at close of business on September 30, 2008
 published in response to call made by (Enter additional information below)

Statement of Resources and Liabilities

Dollar Amounts in Thousands

ASSETS

Cash and balances due from depository institutions:		
Noninterest-bearing balances and currency and coin		7,768
Interest-bearing balances		6,835
Securities:		
Held-to-maturity securities		25,425
Available-for-sale securities		167,922
Federal funds sold and securities purchased under agreements to resell:		
Federal funds sold		0
Securities purchased under agreements to resell		0
Loans and lease financing receivables:		
Loans and leases held for sale		0
Loans and leases, net of unearned income	384,423	
LESS: Allowance for loan and lease losses	3,000	
Loans and leases, net of unearned income and allowance		381,423
Trading Assets		
		0
Premises and fixed assets (including capitalized leases)		7,630
Other real estate owned		1,811
Investments in unconsolidated subsidiaries and associated companies		0
Intangible assets:		
Goodwill		327
Other intangible assets		54
Other assets		26,116
Total assets		625,311

REPORT OF CONDITION (Continued)**LIABILITIES**

Dollar Amounts in Thousands

Deposits:

In domestic offices		414,590
Noninterest-bearing	33,683	
Interest-bearing	380,907	
Federal funds purchased and securities sold under agreements to repurchase:		
Federal funds purchased		0
Securities sold under agreements to repurchase		0
Trading liabilities		0
Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)		215,080
Subordinated notes and debentures		0
Other liabilities		2,202
Total liabilities		631,872
Minority interest in consolidated subsidiaries		0

EQUITY CAPITAL

Perpetual preferred stock and related surplus	24,145
Common stock	37
Surplus (exclude all surplus related to preferred stock)	5,680
Retained earnings	(35,034)
Accumulated other comprehensive income	(1,389)
Other equity capital components	0
Total equity capital	(6,561)
Total liabilities, minority interest, and equity capital	625,311

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

I, John Trotter, SVP/CFO**(Name, Title)**

of the above named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Director #1

Director #2

Director #3

Howard, Frank

From: Bettinger, Lori
Sent: Tuesday, January 13, 2009 3:41 PM
To: Schaffner, Ted; Mclellan, DonDisabled
Subject: FW: OneUnited Bank (#97)
Attachments: DOC029.PDF

This is what Brookly was talking about.

From: Samuelson, Chuck [mailto:samuelso@HughesHubbard.COM]
Sent: Tuesday, January 13, 2009 2:28 PM
To: Mclellan, Don; Lerner, Brad; Bettinger, Lori
Cc: Samuelson, Chuck
Subject: OneUnited Bank (#97)

Please see (b) (4) and let me know if you'd like me to respond in any way. Thanks.

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DOCUMENT

UST JW 000784 – UST JW 000785

WITHHELD IN FULL

PURSUANT TO

5 U.S.C. § 552 (B)(4)

DOCUMENT

UST JW 000786 – UST JW 000787

WITHHELD IN FULL

PURSUANT TO

5 U.S.C. § 552 (B)(4)