



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING
333 MARKET STREET, 16TH FLOOR
HARRISBURG, PENNSYLVANIA 17101-2290
(717) 787-2303

FAX (717) 787-8773

October 12, 2005

Re: Application of
to Solicit and Act as Proxies For Up To 100% of the
Outstanding Shares of Common Stock of

Pursuant to the Provisions of Section 112 of the Banking
Code of 1965

Dear

The Department of Banking has completed its investigation of the above-referenced application submitted by (the "Applicants"). The application is hereby approved pursuant to the provisions of Section 112 of the Banking Code of 1965 ("Section 112"), 7 P.S. § 112. Acquisition of the aforementioned proxies must be completed within one (1) year of the date of this approval, unless a request for an extension of time has been approved by the Department. This approval is subject to the following conditions:

1. This approval is provided only for the Applicants, and does not include family members of the Applicants. Additionally, the approval is provided only for the purpose of soliciting proxies to elect (the "Proposed Directors") to the Board of Directors of Any change in the Proposed Directors will require the Applicants to file a new application under Section 112.
2. This approval only relates to the solicitation and acquisition of proxies for shares by the Applicants and does not permit the Applicants to purchase or otherwise acquire ownership of the shares either directly or indirectly. A separate application would be required under Section 112 for the Applicants to acquire direct or indirect ownership of 10% or more of the total outstanding shares of
3. Any proxy solicitation, and materials related to such solicitation, distributed by the Applicants pursuant to this approval is subject to the prohibitions regarding misleading statements contained in subsection (g) of Section 112.

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4. Any proxy form used by the Applicants to solicit voting rights of shares must be fully and completely revocable up to the moment such proxy is exercised.
5. The Department reserves the right to require updated biographical and financial information of the Applicants and/or the Proposed Directors if an extension for the acquisition of the proxies is requested.

The Department's approval is based upon the facts and representations as stated in the above-referenced application provided to the Department. Any changes in the facts could result in an amendment to or reversal of the Department's approval. Any proxy solicitation in violation of Section 112 will result in the immediate revocation of the Department's approval.

Please notify the Department upon acquisition of proxies pursuant to this approval. If you have any questions regarding this approval, feel free to contact Joseph A. Moretz, Manager, Corporate Applications, at (717) 783-2253.

Very truly yours,



Timothy J. Blase
Director - Bureau of
Supervision & Enforcement

TJB:JAM:kse

cc: Christopher J. Spoth
Regional Director - FDIC

Carter D. Frantz
Deputy Chief Counsel