

**LETTER AGREEMENT
EXHIBIT TO THE BROKERAGE AGREEMENT**

Date:

To: [Name]
[Title]
[Bank]
[Address]

Dear _____:

This letter is intended to set forth the terms under which we have agreed to arrange for the purchase of Certificates of Deposit to be issued by _____ pursuant to the laws, rules and regulations of the Federal Deposit Insurance Corporation (FDIC).

Unless otherwise agreed to in advance, each deposit or purchase of a Certificate of Deposit shall be for a sum not less than \$_____. We will inform you by phone as to the details regarding the opening of each account. Unless we agree to some other compensation, you will pay us a fee in the amount of one-quarter of one percent (1/4%) per annum for any funds which we have arranged to be deposited for Certificates of Deposit which you issue pursuant to our directions.

You will not be obligated to accept time deposits or to pay any fees in connection with such deposits if the same would in any way violate any state or federal law, statute or regulation governing such activities.

Either you or we may cancel this agreement upon two (2) weeks prior written notice to the other. Unless and until such notice is given, this agreement shall continue in effect, uninterrupted.

If the foregoing accurately reflects our understanding, please so indicate by indicating your agreement below and returning the signed copy of this letter to FNC.

Sincerely,

Jeffrey P. Zage,
Chief Executive Officer

AGREED TO:

For: Name of Bank

By: _____

Date: _____