

STATEMENT OF PROCEDURE FOR OBTAINING STANDING AUTHORITY TO SHARE
EXAMINATION FINDINGS WITH AUTHORIZED EXTERNAL AUDITORS, OUTSIDE
COUNSEL, OFFICERS AND EMPLOYEES

Whereas, pursuant to Ind. Code § 28-11-3-1(h) the reports of examination, and related documents, (together “Regulatory Examination Findings”) produced by the Indiana Department of Financial Institutions (“DFI”), are the exclusive property of the DFI, and may not be distributed or duplicated without prior authorization of the Director (“Director”) of the DFI;

Whereas, pursuant to Ind. Code § 28-11-3-1(j), a person who knowingly or intentionally distributes or duplicates Regulatory Examination Findings without prior authorization of the Director, commits a Class B misdemeanor;

Whereas, pursuant to Ind. Code § 28-11-3-1(e), DFI examiners are required to submit their written examination findings to the board of directors and other parties authorized by the board of directors and approved by the director;

Whereas, pursuant to Ind. Code § 28-11-3-1(e)(2), DFI examiners confer with parties regarding Regulatory Examination Findings when such communications are authorized by the board of directors and approved by the director;

Whereas, the Director acknowledges that financial institutions and DFI examiners have a legitimate need to share Regulatory Examination Findings, both in written and oral form, with the financial institution's authorized external auditors, outside counsel, officers and employees¹ and feels it necessary and appropriate to establish a streamlined procedure (“Procedure”) to implement this sharing;

Whereas, pursuant to Ind. Code § 28-11-3-1(e)(1)(B), the Director may authorize a financial institution’s board of directors to adopt a resolution to share Regulatory Examination Findings with persons other than board members; and

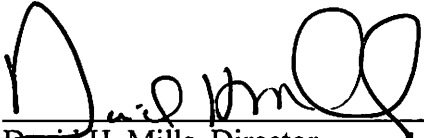
Whereas, the authority to share Regulatory Examination Findings contemplated by this statement is consistent with the regulations, policies, and practices of federal financial depository regulators.

Now, therefore, pursuant to Ind. Code § 28-11-3-1(e)(1)(B), the Director hereby authorizes DFI examiners to share Regulatory Examination Findings under this code subsection, and implements the following Procedure to be followed by financial institutions in order for it and DFI examiners to share the financial institution's Regulatory Examination Findings:

¹ IC 28-11-3-1(e) only authorizes disclosure of the examination findings to the board of directors without the DFI Director's consent.

1. The financial institution's board of directors may adopt a board resolution, the form of which is attached hereto and made a part hereof, to exercise the authority granted by this Procedure to share the Regulatory Examination Findings with authorized external auditors, outside counsel officers and employees.
2. Upon adoption, the resolution shall be placed with the official records of the financial institution and be available for inspection by anyone with a legal right to examine the financial institution's records.
3. The Board shall take reasonable steps to ensure that authorized external auditors, outside counsel, officers, and employees are familiar with the provisions of Ind. Code § 28-11-3-1 and that their authorized external auditors, outside counsel, officers and employees will protect the confidentiality of the information that is provided pursuant to this resolution consistent with the provisions of Ind. Code § 28-11-3-1.
4. If the Board determines there is a need to share the Regulatory Examination Findings with any other persons, it shall adopt a resolution authorizing such sharing and submit a copy of the resolution to the Director for approval.

I have issued this Statement effective as of February 28 2013.



David H. Mills, Director

**CERTIFIED RESOLUTION IMPLEMENTING STANDING AUTHORITY TO SHARE
REGULATORY EXAMINATION FINDINGS WITH AUTHORIZED EXTERNAL AUDITORS,
OUTSIDE COUNSEL, OFFICERS AND EMPLOYEES**

I hereby certify that I am the Secretary to the Board of Directors (“Board”) of XXX Bank (“Bank”), an Indiana state-chartered bank, and that the following resolution was adopted by the Board of Bank on XXXXX XX, 201_:

Whereas, the Board acknowledges that, pursuant to Ind. Code § 28-11-3-1(h) the reports of examination, and related documents, (together “Regulatory Examination Findings”) produced by the Indiana Department of Financial Institutions (“DFI”), are the exclusive property of the DFI, and may not be distributed or duplicated without prior authorization of the Director (“Director”) of the DFI;

Whereas, the Board acknowledges that, pursuant to Ind. Code § 28-11-3-1(j), a person who knowingly or intentionally distributes or duplicates Regulatory Examination Findings without prior authorization of the Director of the DFI, commits a Class B misdemeanor;

Whereas, in acknowledging that that financial institutions and DFI examiners have a legitimate need to share Regulatory Examination Findings, the Director established a streamlined procedure dated February __, 2013 (“Procedure”) to implement an ongoing sharing by financial institutions with its authorized external auditors, outside counsel, officers and employees;

Whereas, to implement the Procedure the Board of Directors must adopt a resolution in substantially the form of resolution provided in the Procedure;

NOW, THEREFORE, it is resolved:

Pursuant to Ind. Code § 28-11-3-1(e)(1)(B) and the Procedure issued by the Director, the Board of Director hereby finds that it is in the best interests of the Bank to establish an ongoing sharing of Regulatory Examination Findings, in whatever form, with the Bank's authorized external auditors, outside counsel, officers and employees;

The Board hereby establishes a standing authorization for the sharing of Regulatory Examination Findings, in whatever form, with its authorized external auditors, outside counsel, officers and employees;

The Board directs the Bank's management to take reasonable steps to ensure that the Bank's authorized external auditors, outside counsel, officers and employees are familiar with the provisions of Ind. Code § 28-11-3-1; and that these individuals will protect, consistent with the provisions of this statute, the confidentiality of the information that is provided pursuant to this resolution.

This resolution shall be placed with the official records of the Bank and be available for inspection by anyone with a legal right to examine the Bank's records.

If the Board determines there is a need to share the Regulatory Examination Findings with any persons other than the Bank's authorized external auditors, outside counsel, officers and employees, pursuant to Ind. Code § 28-11-3-1(e)(1)(B) the Board shall adopt a resolution authorizing such sharing and submit a copy of the resolution to the Director for approval.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the corporate seal this XX day of XXXX, 201_.

XXXXXX X. XXXXXXXXXXXXXXXXX, Secretary