



Procedures for Non-Employee Complaints Regarding Questionable Accounting, Internal Accounting Controls, and Auditing Matters

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Table of Contents

I.	Introduction.....	1
II.	Scope.....	1
III.	Submission of Complaints	1
IV.	Receipt and Investigation of Complaints.....	2
V.	Document Retention	2



Non-Employee Complaint Procedures for Accounting Matters

I. Introduction

The Sarbanes-Oxley Act requires the Audit Committee to establish procedures for the receipt, retention, and treatment of complaints received by the Bank regarding accounting, internal accounting controls, or auditing matters (“accounting matters”). The Audit Committee of the Bank’s Board of Directors has adopted the following procedures to comply with this requirement.

II. Scope

These procedures for the submission of complaints are not intended for Bank employees. Employees of the bank should refer to a separate policy that provides procedures for the confidential and anonymous submission of complaints concerning questionable accounting matters.

These procedures relate to complaints, reports and concerns about questionable accounting matters including, without limitation, the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Bank;
- Fraud or deliberate error in the recording and maintaining of financial records of the Bank;
- Deficiencies in, or noncompliance with, the Bank’s internal accounting controls;
- Misrepresentations or false statements to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Bank; or
- Deviation from full and fair reporting of the Bank’s financial condition.

III. Submission of Complaints

The Bank has retained an independent third-party provider, EthicsPoint, to accept, verify and log any complaints received, and to provide individuals with mechanisms to submit complaints regarding questionable accounting matters. Any individual with concerns regarding possible violations can report a complaint through EthicsPoint by telephone or the Internet at:

- Telephone Number: 888-779-8085
- Internet Address: www.ethicspoint.com. A link to the EthicsPoint website is also provided on the Bank’s public website.



Non-Employee Complaint Procedures for Accounting Matters

Individuals are encouraged to provide as much specific information as possible, including names, dates, places and events that took place along with the individual's reason as to why the incident/issue is a concern. To allow for appropriate follow-up to a complaint, individuals need to include their contact information

Note: EthicsPoint includes the functionality to facilitate a follow-up process whereby the individual that filed the complaint can return to EthicsPoint to obtain a response or share additional information.

IV. Receipt and Investigation of Complaints

The General Counsel, the Director of Internal Audit and Audit Committee Chair each receive complaints from both mechanisms for receipt of complaints. When a complaint involves an accounting matter, it must be addressed by the Audit Committee. The General Counsel, Director of Internal Audit and Audit Committee Chair must agree to either:

1. designate one of them to conduct an investigation;
2. request the Audit Committee to make a determination as to who should investigate; or
3. recommend that the Audit Committee retain outside resources to investigate the complaint.

The General Counsel and the Director of Internal Audit or any individual charged with investigating a complaint under these procedures will each maintain separate records of all complaints received, and who has been assigned the responsibility for investigating the complaint.

The individual responsible for conducting an investigation is responsible for maintaining a record of the investigation and the conclusions reached. The General Counsel and the Director of Internal Audit jointly submit reports to the Audit Committee at each Audit Committee meeting regarding any complaints received since the last Audit Committee meeting. The individual who is responsible for conducting an investigation will individually submit status reports on any investigations they are conducting to the Audit Committee at each Audit Committee meeting until a conclusion has been reached and, if necessary, any corrective action that has been taken.

The Audit Committee will require prompt and appropriate corrective action when and as warranted in the judgment of the Audit Committee.

V. Document Retention



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The General Counsel and the Director of Internal Audit will maintain all records pertaining to this procedure for a period of five years following the end of the year in which the latter of the following two events has occurred: a conclusion has been reached and, if necessary, any remedial action has been taken.

Notwithstanding the foregoing, the destruction of any documentation relating to a matter that is the subject of a known contemplated or ongoing federal investigation or other official proceeding, or that is relevant to a Chapter 11 bankruptcy proceeding, is prohibited.